

REPORT

Approving the 2023 Audited Separate and Consolidated Financial Statements of Thai Nguyen International Hospital Joint Stock Company

**To: General Meeting of Shareholders of Thai Nguyen International Hospital
Joint Stock Company**

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

The Board of Directors respectfully requests the Congress to approve the Company's audited separate and consolidated financial statements of 2023, which have been audited by Deloitte Vietnam Auditing Company Limited. Summary of some of the Company's 2023 financial targets are as follows:

1. Consolidated financial statements 2023

Targets	Unit	2022	2023	(%) increase/decrease
Net revenue	VND	463.163.294.995	531.948.900.461	14,85
Cost of goods sold	VND	252.679.347.829	313.663.732.389	24,14
Gross profit	VND	210.483.947.166	218.285.168.072	3,71
Profit before tax	VND	145.051.852.690	152.981.637.930	5,47
Profit after tax	VND	140.575.702.201	139.223.043.992	(0,96)

Net revenue by service group	Year of 2022		Year of 2023	
	Value (VND)	Proportion (%)	Value (VND)	Proportion (%)
Health care services	461.958.035.270	99,74	475.642.658.614	89,41
Contractor services	89.090.918	0,02	-	0,00
Investment real estate	1.099.090.910	0,24	2.211.818.218	0,42
Other services	17.077.897	0,00	54.094.423.629	10,17
Total	463.163.294.995	100	531.948.900.461	100

Gross profit by Service group	Year of 2022		Year of 2023	
	Value (VND)	Proportion (%)	Value (VND)	Proportion (%)
Health care services	210.313.899.897	99,92	217.636.603.848	99,70
Contractor services	89.090.918	0,04	-	-
Investment real estate	63.878.454	0,03	604.140.595	0,28
Other services	17.077.897	0,01	44.423.629	0,02
Total	210.483.947.166	100	218.285.168.072	100

2. 2023 Separate financial statements:

Criteria	Unit	2022	2023	(%) increase/decrease
Net revenue	VND	463.163.294.995	531.948.900.461	14,85
Cost of goods sold	VND	252.679.347.829	313.663.732.389	24,14
Gross profit	VND	210.483.947.166	218.285.168.072	3,71
Profit before tax	VND	145.051.852.690	159.875.475.379	10,22
Profit after tax	VND	140.575.702.201	146.116.881.441	3,94

Net revenue by service group	Year of 2022		Year of 2023	
	Value (VND)	Proportion (%)	Value (VND)	Proportion (%)
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Other services	17.077.897	0,01	44.423.629	0,02
Total	210.483.947.166	100	218.285.168.072	100

For detailed information, see the attached financial report.

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

Best regards !

**On behalf of ADMINISTRATIVE COUNCIL
CHAIRMAN OF THE BOARD**

Recipients:

- As above.
- Save: Archives, PC, Congress Records.

(Signed)

Hoang Tuyen

REPORT

**Approving the selection of the auditing unit for the 2024 financial
statements**

Thai Nguyen International Hospital Joint Stock Company

**To: General Meeting of Shareholders of Thai Nguyen International
Hospital Joint Stock Company**

- *Pursuant to the Enterprise Law and documents detailing and guiding implementation.*
- *Pursuant to the Securities Law and documents detailing and guiding implementation.*
- *Pursuant to the Company's Charter of Organization and Operation and Internal Management Regulations.*

The Board of Directors of the Company respectfully requests that the General Meeting of Shareholders authorize the Board of Directors of the Company to select one of the auditing companies that are official members of foreign auditing firms according to the list below to audit the Company's 2024 financial statements:

1. KPMG COMPANY LIMITED (KPMG)
2. ERNST & YOUNG VIETNAM COMPANY LIMITED (E&Y)
3. DELOITTE VIETNAM COMPANY LIMITED (DELOITTE)
4. A&C AUDIT AND CONSULTING COMPANY LIMITED (A&C)
5. AASC AUDITING FIRM COMPANY LIMITED (AASC)
6. PwC (VIETNAM) COMPANY LIMITED (PWC)
7. GRANT THORNTON (VIETNAM) COMPANY LIMITED (GT)
8. UHY AUDIT AND CONSULTING COMPANY LIMITED (UHY)
9. RSM VIETNAM AUDIT AND CONSULTING COMPANY LIMITED
(RSM)

10. VIETNAM AUDIT AND VALUATION COMPANY LIMITED
(VAE)

11. CPA VIETNAM AUDIT COMPANY LIMITED (CPA VIETNAM)

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

Best regards !

Recipients:

- As above.
- Save: Archives, PC, Congress
Records.

**On behalf of ADMINISTRATIVE COUNCIL
CHAIRMAN OF THE BOARD**

(Signed)

Hoang Tuyen

**THAI NGUYEN
INTERNATIONAL HOSPITAL
JOINT STOCK COMPANY**

No. 370/TTr-HĐQT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Thai Nguyen, June 17, 2024

COVER LETTER

**Approval of the 2023 Business Performance Report and the 2024 Business Plan of
Thai Nguyen International Hospital Joint Stock Company**

**To: General Meeting of Shareholders of Thai Nguyen International Hospital
JSC**

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

The Board of Directors respectfully requests that the General Meeting approve the Company's 2023 Business Performance Report and 2024 Business Plan.

The detailed content of the Report and Plan is attached to this cover letter.

We kindly request that the General Meeting vote to approve the aforementioned matter.

Regards,

Recipient:

- As above.
- File: Clerical Dep., Legal Dep.,
Meeting Records.

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

(signed)

Hoang Tuyen

**THAI NGUYEN INTERNATIONAL HOSPITAL
JOINT STOCK COMPANY**

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**REPORT
RESULTS OF PRODUCTION AND BUSINESS ACTIVITIES IN 2023
&
2024 PRODUCTION AND BUSINESS PLAN TARGETS**

Thai Nguyen, June 2024

Thai Nguyen, June 7, 2024

REPORT
RESULTS OF BUSINESS ACTIVITIES IN 2023
& BUSINESS PLAN TARGETS FOR 2024

Dear Delegates, Dear Shareholders.

In 2023, despite ongoing economic difficulties and inflationary pressures, the involvement of the entire political system, and the unity, trust, and support of the people and the business community, numerous solutions were implemented to address challenges, promote growth, and maintain macroeconomic stability and major economic balances. As a result, our country's economy still achieved positive results. Business activities in all sectors grew. In line with this general trend, the business activities of Thai Nguyen International Hospital Joint Stock Company (TNH) also saw significant improvements and growth in both breadth and depth, confirming the Company's reputation and brand in the field of healthcare services.

on its existing advantages in terms of human and physical resources, the Company continued to maintain its medical examination and treatment business at two facilities: Thai Nguyen International Hospital and Yen Binh Thai Nguyen General Hospital, and continued to implement new projects according to the established schedule. TNH has invested in the construction of TNH Viet Yen Hospital in Bac Giang and TNH Lang Son Hospital with an expected capacity of 300 beds. At the same time, the Company continues to research and invest in other projects such as: TNH Hanoi Hospital project, Da Nang project, Thai Nguyen International Hospital Phase 3 project, Specialized Eye Hospital project, etc. TNH's hospitals are all conveniently located in densely populated areas and major industrial zones with a workforce of hundreds of thousands of people. TNH expects these projects to follow the success of Thai Nguyen International Hospital and Yen Binh Thai Nguyen General Hospital and become trusted healthcare destinations for local people.

During the implementation process, the Company has always received support from banks in co-financing projects and providing working capital for business activities, as well as support from local authorities at all levels. At the same time, with the spirit of solidarity, unity, and determination of the hospital's leaders and employees, especially doctors and nurses who are highly skilled, specialized, and experienced, they have worked together to successfully complete the set plan.

The Company's management team is fully aware of its responsibility to shareholders, and all operations strictly follow the guidelines of the 2023 General Meeting of Shareholders' Resolution, with the goal of ensuring the Company's sustainable development and maximizing profitability. At this Annual General Meeting of Shareholders, the General Meeting will assess the implementation of the main tasks of 2023, set directions, and propose solutions for implementing the 2024 plan.

PART I

EVALUATION OF IMPLEMENTATION OF THE PRODUCTION PLAN BUSINESS IN 2023

I. Regarding the implementation of technical expertise:

The year 2023 is considered a year of many positive developments for the healthcare sector of Thai Nguyen province after a long period of suffering from the Covid-19 pandemic. When the health sector no longer had to struggle to fight the pandemic, medical facilities in the province focused on professional activities and successfully completed the assigned tasks. As a result, many positive results were achieved in socio-economic development in 2023, contributing to the progress towards achieving the goals of the socio-economic development plan of Thai Nguyen province for the period 2021-2025. Medical examination and treatment at medical facilities were ensured by the health sector with adequate human resources, supplies, equipment, arrangement of hospital beds, and emergency vehicles, ready to respond and best serve cases that had to go to the hospital for medical examination and treatment.

In 2023, the TNH Hospital system always ensured the proper implementation of the hospital's professional regulations. Professional procedures were developed and issued based on the standard procedures of the Ministry of Health. In parallel, hospitals implemented professional regimes well, improved reception work, and the medical examination and treatment process was reasonably improved, fast, and time-saving. The monitoring of the implementation of technical procedures and professional regulations was carried out regularly, continuously, and specific instructions were given at daily periodic meetings. Therefore, all errors and faults that occurred were detected and handled promptly, preventing systemic errors from occurring.

As the largest private hospital system in the midland and mountainous provinces of the North, Thai Nguyen International Hospital and Yen Binh Thai Nguyen General Hospital contribute to improving medical examination and treatment, helping to reduce the burden on public hospitals, providing high-quality medical examination and treatment services, and dedicating to the health of patients and the community.

In 2023, the total number of outpatient medical examinations of TNH was 463,961, and the total number of inpatients was 35,437. Specifically, Thai Nguyen International

Hospital had 332,696 outpatient examinations and 24,812 inpatients. Yen Binh Thai Nguyen General Hospital had 131,265 outpatient examinations and 10,625 inpatients.

Some of the professional implementation indicators of the Company in 2023:

No.	Items	Actual	Plan	Target Achievement Rate (%)
1	Total number of medical visits	463.961	570.865	81,2
2	Planned beds	550	550	100
3	Actual beds	535	606	88,2
4	Bed occupancy rate (%)	91	110	82,7
5	Total number of patients treated	35.437	51.563	68,7
6	Total surgeries + procedures	261.963	228.786	114,5
7	Total X-ray scans	161.998	145.025	111,7
8	Total CT scans	12.705	19.872	64
9	Total MRI scans	20.094	22.840	88
10	Total ultrasounds	125.191	180.603	69,3
11	Total functional tests	63.585	89.629	70,9
12	Laboratory Department tests	1.538.165	1.443.247	106,5
13	Total ENT endoscopies	15.421	21.525	71,6
14	Total gastrointestinal endoscopies	48.343	56.287	85,9

In 2023, due to the general impact of the difficult economic situation and the inflation trend, some professional indicators have not yet reached the set plan. However, the entire leadership and staff have made great efforts, continuously improving the quality of

examination and treatment; strengthening patient care; and enhancing supervision of professional techniques and communication and behavioral skills of medical staff. During the year, the majority of patients coming for medical examination and treatment were mainly health insurance beneficiaries, with a diverse disease structure. Many inpatients with severe conditions were promptly and effectively treated. Well-maintained surgeries were classified, especially endoscopic techniques were well developed, shortening the treatment time for patients.

2. Regarding the production and business activities:

Implementation status of the 2023 plan

Target	Unit	2023 Plan	2023 Implementation	Performance 2023/Plan 2023 (%)
Net revenue	Million VND	470,000	531,948.9	113.2
Profit after tax	Million VND	150,000	139,223	92.8

The Company's net revenue had a remarkable growth compared to the previous year, reaching nearly 532 billion VND, exceeding 113.2% of the plan set for 2023. The development compared to the previous year was due to the fact that during the year, the company has deployed many new technical services, high-quality services that promptly meet the healthcare needs of customers. Besides, the revenue in the year increased partly due to the company's transaction of transferring the land use right to TNH Lang Son Hospital JSC and revenue from other services. Another part is the effort and dedication of the Management Board, which has promptly developed strategies and development plans. Besides, the profit after tax reached more than 139 billion VND, equivalent to 92.8% of the set plan. Profit after corporate income tax decreased compared to the previous year because the accounting profit before tax increased by 5% and the current CIT expense increased by 207%.

FINANCIAL RESULTS REPORT

Target	Unit	2022	2023	(%) increase/decrease
Net revenue	Million VND	463,163	531,949	14.85
Cost of goods sold	Million VND	252,679	313,664	24.14

Gross profit	Million VND	210,484	218,285	3.71
Profit before tax	million VND	145,052	152,982	5.47
Profit after tax	million VND	140,576	139,223	-0.96

In 2023, the Company recorded net revenue of nearly VND 532 billion, an increase of 14.85% compared to 2022. Meanwhile, gross profit in 2023 reached over VND 218 billion, an increase of 3.71% compared to the previous year. Profit after tax decreased by 0.96%, accounting profit before tax increased by 5.47%, and current CIT expense increased by 207.38%. The main reason for the 5.47% increase in accounting profit before tax is that revenue increased by 14.85% while cost of goods sold increased by 24.14%, resulting in a 3.71% increase in gross profit. Business management expenses increased by 19.36% while financial expenses decreased by 29.18%. In 2023, the Company continued to make salary adjustments for employees who have been with the Company for a long time and have made certain contributions, leading to both an increase in the cost of goods sold and business management expenses, resulting in a decrease in the Company's profit after tax by 0.96%. In 2023, the Company has been operating stably, with revenue growing strongly compared to the previous year (14.85%). However, the impact of global inflation in general and the sharp increase in the prices of medicines and medical supplies in particular led to a sharp increase in the Company's cost of goods sold (24.14%). In addition, the company has paid off a number of loans, resulting in a decrease in financial expenses. This has contributed to strengthening the Company's financial position.

3. Investment and project implementation status:

Project implementation progress

Yen Binh Thai Nguyen General Hospital

Phase I of the Yen Binh Thai Nguyen General Hospital Project was completed and put into operation in December 2019. Since its opening, Yen Binh Thai Nguyen General Hospital has received the trust and satisfaction of patients with relatively stable business results. Currently, the service capacity of Phase I basically meets the medical examination and treatment needs of the people in the region, and there has been no overload. In order to ensure the progress of the project and be consistent with the actual implementation situation of the project, the actual needs of the people, thereby bringing about high economic efficiency. At this meeting, the Company seeks the opinion of the General Meeting of Shareholders to approve the reduction of the project scale of Phase II from 150 beds to 50 beds and to request an adjustment to the implementation schedule of Phase

II of the Project to extend to 2026 in order to be consistent with the actual business activities of the Enterprise and the actual situation in order to meet the needs of socialization, healthcare for the people and the development of the economy, politics, culture and society in Thai Nguyen province.

❖ **TNH Viet Yen Hospital:**

Construction started in early February 2023. Currently, the Project has completed all construction stages and is in the process of completing the installation of equipment and interior systems. The Company is speeding up the implementation of the final stages and completing the necessary procedures to put the Hospital into operation as soon as possible.

❖ **Thai Nguyen International Hospital**

Currently, both phases of the Project have been completed and put into stable operation, bringing high socio-economic efficiency. In August 2023, the Company's Board of Directors issued a Resolution on the registration to adjust the Thai Nguyen International Hospital project by renovating and repairing the building in Phase I to focus on developing high-quality specialized departments and service centers in order to meet the needs of socialization in the medical field, contributing to serving the economic, political, and social needs of the locality. At this meeting, the Company also seeks the opinion of the General Meeting of Shareholders to approve the adjustment plan so that the project can be resumed and implemented as soon as possible.

❖ **TNH Lang Son Hospital**

TNH Lang Son Hospital Joint Stock Company officially became a subsidiary of Thai Nguyen International Hospital JSC from the end of December 2023 after Thai Nguyen International Hospital JSC increased its ownership ratio from 48% to 62.5%. This is a legal entity established to implement the investment and construction of TNH Lang Son Hospital. In 2023, TNH Lang Son Hospital Joint Stock Company received the transfer of land use rights from Thai Nguyen International Hospital JSC. By December 2023, TNH Lang Son Hospital JSC had completed the increase in the Company's charter capital from VND 200 billion to VND 325 billion. The project was started at the end of February 2024. The hospital is expected to have 10 floors with 300 beds, divided into 2 phases, and is designed according to the model of a General Hospital to meet the healthcare needs of the people in Lang Son province and neighboring areas.

❖ **TNH Hanoi Hospital**

In 2023, Thai Nguyen International Hospital Joint Stock Company contributed capital to establish an associate legal entity, TNH Hanoi Hospital Joint Stock Company, to invest in and implement a project in the Nam Thang Long (Ciputra) urban area of Hanoi. The project has a scale of approximately 500 hospital beds to meet the healthcare needs of

residents in the urban area in particular and neighboring areas, as well as to continue attracting and training high-quality human resources to develop TNH's satellite hospitals.

4. Improvements in labor structure, policies, and management

❖ Improvements in labor structure

To ensure effective operation, focusing on quality rather than quantity. During the year, the Company streamlined its personnel structure, focusing on recruiting people with experience and professional competence. The recruitment process is carried out according to a clear and strict procedure, so the recruited personnel have sufficient skills, qualifications, and professional knowledge to perform the assigned tasks. In addition, the Company has standardized the job position plan linked to the responsibility and capacity, so the arrangement and assignment of personnel have been improved, more scientific, and more effective than in previous years.

Compared to 2022, the total number of employees in the Company has remained almost unchanged. The labor quality of employees at TNH has changed markedly, with the number of employees with university and postgraduate degrees increasing sharply from 44.88% to nearly 50% of the total workforce and increasing by about 4.58% compared to 2022; employees with college and vocational secondary education account for about 46.66%, a decrease of 3.5% compared to 2022. This is a signal that the labor quality at TNH is increasingly improving, human resources are one of the top concerns, and they are a key factor for the development of the Company along with the pace of economic development.

❖ Improvements in policies

In order to promote professional activities and improve the quality of medical examination and treatment, in September 2023, the Company signed a memorandum of understanding for cooperation with the Hanoi Medical University Hospital. This is an important event, marking a turning point and raising the quality of services of the hospital system, helping to strengthen cooperation in training and developing high-quality human resources; updating new and advanced services; and implementing online inter-hospital consultation. Through continuing to develop key services, overcoming limitations to improve the quality of healthcare for the people.

and optimizing the salary scale system, bonus levels according to work capacity, work efficiency, and the level of contribution of each individual to the Company, while still ensuring compliance with the provisions of the law on salary and bonus regimes to stimulate increased labor productivity and the development of the Company.

The Company always carries out the settlement of regimes and policies for employees in accordance with procedures, ensuring the rights of employees in accordance with the provisions of the law, creating convenience, and saving time for employees to focus on professional work.

TNH has implemented many collective activities such as taking officers and employees with their families on tours and vacations at tourist destinations in and outside the country such as Da Nang, Thailand, etc.; rewarding the children of officers and employees who achieve high academic achievements on the occasions of Children's Day and Mid-Autumn Festival.

Regarding rewards, the Company has established and applied a disciplinary reward policy which is applied uniformly at all TNH medical facilities. All staff with achievements and contributions to the Company's development must be recognized, commended, and rewarded in a timely manner. For cases of violations, the Company will take appropriate disciplinary action depending on the nature and severity of the violation so that each individual can self-improve.

❖ **Innovation in Management**

Currently, the Hospitals are managing the quality of medical examination and treatment services according to the set of criteria for the quality of Vietnamese hospitals, including 83 criteria from the Ministry of Health. In 2023, the Company's Hospitals regularly organized training sessions, inspections, and nursing skills competitions, thereby enhancing responsibility, training professional knowledge, professional ethics, and behavioral culture, increasing patient satisfaction, and moving towards professionalism in practicing and caring for patients.

To improve the quality of the hospital more effectively in 2024, TNH aims to build a hospital brand identity system, strengthen image promotion, and promote the hospital brand through the hospital website, mass media, social networks, and the hospital communication system. Continuous training in professional expertise for medical staff is more focused to implement new technical services to meet the high-quality medical examination and treatment requirements of customers.

In the coming time, the Company will continue to improve the financial management and human resource management skills of the Company's leadership team, thoroughly implement the application of scientific and technological advances and management software into production and business activities, and practice saving, thereby establishing a professional working environment, encouraging employees to continue learning, and continuously improving their expertise and profession.

5. Personnel, Training, and Scientific Research.

The quality of human resources is one of the important factors determining the development of the Company, so the Company always sets the goal of building a team of professional staff as a top priority in its development strategy.

- Average number of employees in 03 consecutive years

Table: Labor structure in 2021, 2022, and 2023

No.	Criteria	Unit	Year 2021		Year 2022		Year 2023	
			Quantity	Percentage (%)	Quantity	Percentage (%)	Quantity	Percentage (%)
I								
1	University degree and above	Person	273	43.54	289	44.88	318	49.46
2	College, vocational secondary school	Person	335	53.43	323	50.16	300	46.66
3	Primary and technical workers	Person	2	0.32	0	0.00	1	0.16
4	General labor	Person	17	2.71	32	4.97	24	3.73
II								
1	Direct labor	Person	380	60.61	495	76.86	528	82.12
2	Indirect labor	Person	247	39.39	149	23.14	115	17.88
III								
1	Male	Person	177	28.23	182	28.26	181	28.15
2	Female	Person	450	71.77	462	71.74	462	71.85
	Total	Person	627	100	644	100	643	100

During the operation, the Company always cares about the material and spiritual life of employees as well as ensuring the rights, policies, and regimes for employees in accordance with the provisions of the law and the Company's regulations.

TNH has paid special attention to human resource training and development in recent years. In 2023, TNH continued to allocate resources to support the full cost of training for medical staff and employees to participate in training courses to improve their professional and technical expertise at high-quality training institutions in the medical

sector, such as Hanoi Medical University, Thai Nguyen Medical University, central hospitals, etc.

To create an attractive workforce for new projects, especially the TNH Viet Yen Hospital project. The Company has a policy to attract young, newly graduated workers to work at the Hospitals for mentoring and training from the beginning to create a working order, help doctors improve their professional expertise and skills, and build a team of medical staff with high expertise, experience, and medical ethics. In addition, TNH regularly organizes workshops, conferences, and specialized seminars to create opportunities for doctors to exchange experiences, share situations, and discuss how to handle medical issues arising during the working process.

In-house training, soft skills training, and corporate culture building are also organized regularly by the Company to create trust, openness, and sharing in the workplace, contributing to building the Company into a professional and attractive working environment, enhancing the creativity, dedication, and commitment of employees to the company.

6. Activities for the community

Caring for public health is one of the policies in the Company's development strategy. By disseminating useful information on disease prevention and timely treatment measures through the mass media. Thereby, helping people access useful medical knowledge, raising their knowledge, and being aware of maintaining, protecting, and taking care of their own health, their families, and the community.

In addition to focusing on patient care, the Company is also a typical unit that is active in sponsoring humanitarian and charitable activities, expressing gratitude with the desire to contribute to a better and happier life.

Volunteer activities have contributed to sharing and helping difficult and unfortunate circumstances in society, which has become the cultural beauty of the Company over the years.

During the year, the Company also organized many free health check-ups and consultations for students in remote areas with difficult circumstances.

As a local private enterprise, the Company always maintains regular contact with local authorities, actively participates in, supports local policies and policies when launched, fulfills all mandatory obligations, and always voluntarily contributes many other revenues to local activities.

In addition, one of the many humanitarian and charitable activities implemented by the Company to support and help people in difficult circumstances, the Management Board of the Company has decided to grant health insurance cards to people in difficult

circumstances in Thai Nguyen province through the Social Insurance agency of Thai Nguyen province.

PART II BUSINESS PRODUCTION PLAN 2024 AND SOLUTIONS PLAN IMPLEMENTATION

With the increasing demand for medical examination and treatment of people in the Northeastern provinces, the difficulties arising from the macroeconomic situation, besides the impact of Covid-19 in 2022 and the general impact of the economy, Thai Nguyen International Hospital Joint Stock Company has set out the following business plan and objectives for 2024:

- **2024 Business Production Plan:**

Unit: Million VND

Criteria	Year 2023	Year 2024	% increase/decrease compared to the previous year
	Implementation	Plan	
Net revenue	531,948	540,000	1,51%
Profit after tax	139,223	155,000	11,33%

In 2024, the Company will continue to invest in machinery and equipment, and deploy many new technical services at the 2 operating facilities, contributing to meeting the needs of people in the province and neighboring provinces, continuing to manage revenue and expenses well to ensure that the profit from business activities in 2024 remains stable.

At the same time, the company continues to invest in new projects: TNH Viet Yen Hospital in Bac Giang; TNH Thai Nguyen Eye Hospital. Along with that, the company continues to implement the plan to invest in TNH Lang Son Hospital with a planned scale of up to 300 beds.

- **2024 Professional Target Plan**

No.	Content	Unit	Plan for the year 2024
1	Total number of medical examinations	Times	527,302
2	Plan bed	Bed	550

3	Bed implemented	Bed	598
4	Bed power consumption	(%)	115
5	Total number of patients treated	Person	36.080
6	Total number of PT+ TT	Case	303.369
7	Total number of X-ray scans	Case	160.825
8	Total number of CT-Tcanner	Case	16.038
9	Total number of MRI scans	Case	21.225
10	Total number of Ultrasounds	Case	186.722
11	Functional testing	Case	87.400
12	Total number of laboratory tests	Specimen	1.900.661
13	Total number of ENT endoscopies	Case	16.398
14	Total number of Digestive endoscopies	Case	51.635

- **Solutions to implement the plan:**

Plan to purchase medicines, supplies, and chemicals ready for medical examination and treatment, gradually overcome the shortcomings in the medical examination and treatment process, and improve the quality of medical examination and treatment of the two hospitals.

Focus on developing professional training and improving medical examination and treatment skills for the medical staff. Fully prepare personnel and medical examination and treatment equipment for the projects.

Complete the organizational structure and increasingly complete the system of regulations, procedures, and regulations serving the company's production and business activities.

Implement the organization of management of assets, land, medical equipment, and effectively use and exploit the company's assets.

Implement the project to improve production and business efficiency and labor productivity.

Do a good job in optimizing costs in production and business and investment construction.

Cooperate with the Trade Union to organize cultural and spiritual activities, take care of health, and improve the best living conditions for employees, launch emulation movements with timely summary assessment and rewards.

This is the report on the 2023 Production and Business Results and the 2024 Production and Business Plan of Thai Nguyen International Hospital Joint Stock

Company. With the determination and dynamism of all officers and employees, the Company believes that it will achieve the set goals and achieve good achievements in 2024.

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

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

(signed)

Hoang Tuyen

**REPORT OF THE BOARD OF DIRECTORS
On the results of operations in 2023 and the direction of operations in 2024**

To: General Meeting of Shareholders of Thai Nguyen International Hospital JSC

- Pursuant to the Law on Enterprises and guiding documents for implementation;*
- Pursuant to the Charter of Organization and the Internal Regulations on Corporate Governance.*

The Board of Directors reports to the General Meeting of Shareholders of the Company on the results of operations in 2023 and the business plan for 2024 as follows, and respectfully requests the General Meeting to vote and approve.

I. INFORMATION ON MEMBERS OF THE BOARD OF DIRECTORS

From January 1, 2023 to December 31, 2023, the Company's Board of Directors consists of 7 members:

No.	Name of member	Position/Title
1.	Mr. Hoang Tuyen	Chairman of the Board of Directors
2.	Mr. Le Xuan Tan	Vice Chairman of the Board of Directors and Chief Executive Officer
3.	Mr. Nguyen Van Thuy	Member of the Board of Directors and Deputy Chief Executive Officer
4.	Mr. Tran Thien Sach	Member of the Board of Directors and Deputy Chief Executive Officer
5.	Mr. Vu Hong Minh	Independent member of the Board of Directors, non-executive
6.	Mr. Nguyen Xuan Don	Non-executive member of the Board of Directors
7.	Mr. Ly Thai Hai	Independent member of the Board of Directors, non-executive

II. RESULTS OF OPERATIONS IN 2023

1. Regarding the operational and management activities of the Board of Directors

The Board of Directors chaired and successfully organized the annual General Meeting of Shareholders in 2023 and 28 meetings of the Board of Directors to approve the following contents: the implementation of plans and strategies to build and develop the Company's business plan; financial matters, capital investment and construction of infrastructure to serve the Hospital's business purposes.

The Board of Directors has convened the General Meeting of Shareholders, drafted the meeting agenda, announced and organized the annual General Meeting of Shareholders in 2023 taking place on June 19, 2023. The Board of Directors has directed the Executive Board to fully implement the contents approved by the General Meeting of Shareholders. At the same time, closely monitor the changes in economic situation, market prices, and organize many meetings to direct the Executive Board to develop a production and business plan in line with the fluctuations of the economy and prices of materials and services.

The Board of Directors has organized meetings in suitable forms for the Board of Directors of the Hospitals to report on the status of professional activities and for the Chief Executive Officer to report on the status of the Company's management.

Corporate governance activities in accordance with the Corporate Governance Charter, the Company's Charter, the Regulations on the operation of the Board of Directors and regularly supervise, urge and inspect the implementation of the contents approved by the Board of Directors in the Resolutions issued or at the meetings of the Board of Directors. The Resolutions approved are all assigned by the Board of Directors to the Chief Executive Officer for implementation and reporting to the Board of Directors. In other cases, the decisions of the Board of Directors are made into Resolutions and assigned to the relevant units and individuals for implementation.

Immediately after the 2023 Annual General Meeting of Shareholders, the Company's Board of Directors promptly implemented both the Plan for Issuing Bonus Shares in 2022 and the Plan for Offering Additional Shares to the Public for Existing Shareholders in accordance with the plan approved by the General Meeting. However, due to some objective reasons, the Company has temporarily suspended the implementation of the Plan for Offering Additional Shares to the Public for Existing Shareholders. And to ensure compliance with the current legal regulations on paying dividends by shares in 2022, the Company has issued Resolution No. 1000/2023/NQ-HĐQT dated December 12, 2023 of the Board of Directors on approving the order of implementation of the charter capital increase plans as follows: 1. Issuance of bonus shares in 2022; 2. Offer additional shares to the public for existing shareholders. Accordingly, in January 2024, the Company completed the payment of dividends by shares in 2022 and on May 6, 2024, the Company issued Resolution No.

258/2024/NQ-HĐQT on the implementation of the plan to offer additional shares to the public for existing shareholders and submitted the issuance dossier to the State Securities Commission. Currently, the Company is still accelerating the implementation progress to ensure the completion of the issuance and increase in charter capital as soon as possible.

2. The Board of Directors' assessment of the Executive Board's performance

The Board of Directors has basically done a good job of supervising the management and operation of the Executive Board. In addition to discussions and exchanges at meetings of the Board of Directors or the Executive Board, the Chairman of the Board of Directors or members of the Board of Directors have often exchanged information over the phone or discussed privately with each member of the Executive Board to implement resolutions of the General Meeting of Shareholders, the Company's Board of Directors, as well as to grasp the results of production and business activities and achieve the Company's set targets.

The Board of Directors' supervision work is carried out on the basis of ensuring that the company's operations are stable, convenient, and in strict compliance with the provisions of the law, the Company's Charter, and internal regulations on corporate governance.

Under the strong direction of the Company's Board of Directors, together with the efforts of the Executive Board and all employees, doctors, and the support of Shareholders, in 2023 the Company overcame the challenges of the market economy, successfully fulfilled the set revenue targets, continued to affirm the Company's prestige and brand, and laid the foundation for stability and development in 2024.

3. Some achievements and highlights in the 2023 operating results.

The most notable highlights related to the management activities of the Board of Directors in 2023 include the following events:

a. Successfully organizing the 2023 Annual General Meeting of Shareholders.

The Company held the 2023 Annual General Meeting of Shareholders to approve many important contents that are fundamental to the Company's operation, the most important of which is the approval of the implementation of the TNH Viet Yen Hospital construction investment project.

In addition, under the chairmanship of the Board of Directors, for the first time, the plan to offer shares under the employee stock option program was approved. This demonstrates the agreement of the General Meeting of Shareholders with the Company's Board of Directors in recognizing and rewarding those employees who have contributed and dedicated to the Company over the past time.

c. Investment in the construction of Viet Yen Hospital and TNH Lang Son Hospital

In 2023, the Company implemented the construction investment of TNH Viet Yen Hospital. This is the Company's first hospital to be invested outside Thai Nguyen province. Under the high determination of the Board of Directors, TNH Viet Yen Hospital has now been completed and is in the process of installing equipment, ready to go into operation.

The plan to invest in the construction of TNH Viet Yen Hospital was approved by the Company's General Meeting of Shareholders with an almost absolute majority, demonstrating the high level of support from the Company's shareholders for the Board of Directors' investment plans, especially the support of major shareholders and foreign investment funds; this indirectly demonstrates confidence in the Company's future growth.

The next step for the Company to continue expanding into markets outside Thai Nguyen province is the TNH Lang Son Hospital project. At the end of December 2023, the Company completed the procedures to increase the ownership ratio in TNH Lang Son Hospital from 48% to 62.5%. From there, TNH Lang Son Hospital Joint Stock Company officially became a subsidiary of TNH. This is the legal entity established to implement the investment in the construction of TNH Lang Son Hospital. The TNH Lang Son Hospital project has completed basic legal procedures and started construction at the end of February 2024. The hospital is expected to have 10 floors with 300 beds, divided into two investment phases, and is designed according to the model of a General Hospital to meet the healthcare needs of people in Lang Son province and neighboring provinces.

d. Establishment of an associated legal entity and TNH Hanoi Hospital Joint Stock Company

In September 2023, Thai Nguyen International Hospital JSC made a capital contribution to establish an associate legal entity, TNH Hanoi General Hospital JSC, to invest in a project in the Nam Thang Long Urban Area (Ciputra) in Hanoi, with a capital contribution ratio of 10%. The project has a scale of approximately 500 hospital beds to meet the healthcare needs of the urban area's residents in particular and neighboring areas, as well as to continue attracting and training high-quality human resources to develop TNH's satellite hospitals.

d. Successfully implemented the Company's charter capital increases

In 2023, the Company successfully implemented the following capital increases: Issuance of shares to pay dividends for 2021; Issuance of additional shares to existing shareholders; and Issuance of shares under the employee stock option program, as approved by the Extraordinary General Meeting of Shareholders in 2022 pursuant to Resolution No. 110/2022/NQ-DHĐCĐ dated October 10, 2022. The total proceeds from the issuance of additional shares to existing shareholders and the issuance of shares under the employee stock option program amounted to approximately VND 543 billion, which were used to invest in the construction of TNH Viet Yen Hospital,

purchase machinery and equipment for Thai Nguyen International Hospital, and repay bank loans.

In January 2024, the Company completed the issuance of shares to pay dividends for 2022, as approved by the Annual General Meeting of Shareholders in 2023 pursuant to Resolution No. 501/NQ-DHĐCĐ dated June 19, 2023. Upon completion of the issuance, the Company's charter capital increased to over VND 1,000 billion.

4. Activities of each member of the Board of Directors in 2023.

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

- Performed the management and operation of the Board of Directors in 2023 in accordance with the assigned functions and duties.
- Directly directed the organization and implementation of the resolutions of the General Meeting of Shareholders, ensuring that the resolutions of the Company's General Meeting of Shareholders were implemented in practice.
- Directly directed and supervised the activities of the Board of Directors to organize the implementation of the resolutions of the Company's Board of Directors.

Vice Chairman of the Board of Directors, Chief Executive Officer - Mr. Le Xuan Tan:

- Performed the duties of a member of the Board of Directors in accordance with the assigned functions and duties.
- Performed the management and operation of the Board of Directors in accordance with the assigned functions and duties.
- Effectively and timely organized the implementation of the resolutions of the General Meeting of Shareholders and the Company's Board of Directors.

- Members of the Board of Directors: Mr. Nguyen Van Thuy, Mr. Vu Hong Minh, Mr. Nguyen Xuan Don, Mr. Tran Thien Sach, Mr. Ly Thai Hai:

- Performed the duties of members of the Board of Directors in accordance with the assigned functions and duties.
- Provided opinions for the Chairman of the Board of Directors and the Board of Directors to carry out management and operation activities effectively, reasonably, and legally, ensuring the interests of the Company's shareholders.

III. BUSINESS DIRECTIONS FOR 2024

In 2024, the Company's Board of Directors will undertake the following key tasks and solutions:

- Overcome existing problems and continue to restructure the governance model and manage the decentralization mechanism, with benefits associated with responsibilities to increase management efficiency, specialization, professional management, and gradually expand the size in domestically and internationally.

- Strictly control the management of service quality, costs, and profits to develop strategies to enhance competitiveness, and develop strategies to address bottlenecks and difficulties encountered due to economic fluctuations.

- Continue to monitor and direct the activities of the Board of Directors to effectively implement the strategies and business plans set out for 2024.

- Continue to direct the Board of Directors to supervise and ensure the efficiency and quality of the medical services currently provided, as well as to add more high-quality medical services similar to those provided by the Central Hospital, which are currently being implemented to enhance the image and reputation of the Company's hospitals and to ensure the efficiency and business results as presented in the 2024 business plan.

- Continue to work with the Board of Directors to develop strategies and opportunities to expand the scale of the Hospital and to ensure sustainable business development.

- In terms of human resources: Plan the most optimal policies to improve the quality of the Company's medical and physician human resources.

- Continue to review suitable locations to establish additional Company hospitals in the near future in Hanoi, Da Nang, and several other provinces and cities across the country.

Respectfully report!

Recipients:

- As above.
- File: Clerical Dep., Legal Dep., Meeting Records.

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

(signed)

Hoang Tuyen

REPORT OF THE BOARD OF SUPERVISORS

On the results of operation in 2023 and the orientation of operation in 2024

To: General Meeting of Shareholders of Thai Nguyen International Hospital JSC

The Board of Supervisors of Thai Nguyen International Hospital Joint Stock Company would like to report to the General Meeting of Shareholders (GMS) on the results of supervising the business activities and financial status of the company, the results of the operation of the Board of Directors (BOD), the Executive Board (EB) in 2023 and the operation orientation in 2024 with the following contents:

SECTION I:

REPORT ON THE RESULTS OF INSPECTION AND SUPERVISION IN 2023

I - ACTIVITIES OF THE BOARD OF SUPERVISORS

The Board of Supervisors of Thai Nguyen International Hospital Joint Stock Company (TNH) consists of 3 members, including 1 full-time member. Implement the tasks and powers of the BOS, in 2023, the BOS has organized and implemented work in accordance with the provisions of law, the company's charter and the BOS's operating regulations approved by the General Meeting of Shareholders. Regular meetings are held in accordance with regulations, including 4 meetings, all of which are fully attended by BOS members, and the minutes of the meeting are recorded. After each meeting, the BOS's recommendations are sent to the BOD and the Executive Board for direction and implementation of remedies, these recommendations are handled promptly and seriously.

In the role of representing shareholders in supervising TNH's operations, in 2023, the BOS fully performed its functions and tasks of monitoring, inspecting, and supervising the management, operation, and business activities of the Company assigned by the General Meeting of Shareholders, specifically as follows:

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

2023 took place in the context of the economic situation in the world and in the country having unfavorable changes. However, the BOD and the Company's Chief Executive Officer have made appropriate and timely decisions, so they still ensure that the revenue and profit plan approved by the Resolution of the Annual General Meeting of Shareholders in 2023 is exceeded.

The BOS monitors the implementation of the Resolution of the GMS, attends and gives opinions at the regular meetings of the BOD, and the handover meeting of the Executive Board. At the BOD meeting, the Executive Board, the BOS gave

independent opinions and views on business operation data; shortcomings, risks in business operations, and management and administration of TNH. From there, the BOS recommends to the BOD, EB the contents that need to be implemented to overcome the limitations and shortcomings in order to implement the plan assigned by the GMS. At the same time, for the contents that need attention, strengthening control, the BOS has specific recommendations to improve operating efficiency, ensure safe and sustainable growth. In 2023, the BOD and the Executive Board have completed the contents in the Resolution of the GMS, especially the completion of the issuance of shares to pay dividends and shares to existing shareholders in accordance with the Resolution of the GMS in accordance with the provisions of the law.

The Executive Board has made efforts to promptly grasp market developments as well as the impact of the economic situation on business activities, strictly implement the decisions and resolutions of the BOD, drastically save costs, as well as closely follow the business plan assigned by the GMS.

2. BOS's supervisory activities for BOD, Chief Executive Officer and shareholders

• For the BOD:

- The management work of the BOD in 2023 is in accordance with the Enterprise Law and related regulations, the Company's Charter, the Internal Regulations on Corporate Governance, and the implementation of the Resolution of the Annual General Meeting of Shareholders. At the same time, in 2023, the BOD always closely monitors the operating situation and market developments to ensure that the Company's revenue and profit are close to the plans set out.
- The Board of Supervisors regularly supervises the activities of the Board of Directors and the Executive Board to check compliance with legal regulations, organizational regulations, and the company's operations, including the implementation of resolutions of the General Meeting of Shareholders, resolutions of the Board of Directors.
- Attend and contribute opinions at meetings of the Board of Directors, record investment and business results, and review the appropriateness of the Board of Directors' Resolutions, supervise the implementation of voting by members of the Board of Directors.
- Supervise the implementation of periodic and irregular reports, timely disclosure of information in accordance with the provisions of the Securities Law and related legal documents.
- The Board of Supervisors has supervised the management of the Board of Directors through close and regular coordination with the Company's Internal Control Committee in planning, inspecting, and assessing the adequacy and effectiveness of governance, risk management, and internal controls to help the Company achieve its strategic, operational, compliance, and financial goals.

• For the Board of General Directors:

- The Board of Directors promptly and flexibly implements the Resolutions of the Board of Directors in the process of management and operation, especially during the period of economic fluctuations after the Covid-19 pandemic. At the same time, closely monitoring the fluctuations in the economy and market prices, organizing

many meetings to direct and make production and business plans suitable to the economic fluctuations.

- Supervise investment activities in projects and associated companies.

- The Board of Supervisors maintains independence in the process of supervision according to the functions and tasks prescribed.

- **Coordination of activities between the Board of Supervisors, the Board of Directors, and the Executive Board:**

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

- The Board of Supervisors has closely coordinated with the Board of Directors, the Executive Board in performing the assigned functions and tasks. The Board of Directors and the Executive Board have created favorable conditions for the Board of Supervisors to perform their tasks. Provide full information and documents related to the Company's operations; The Board of Supervisors is invited to fully participate in meetings of the Board of Directors and other meetings. The Board of Supervisors is invited to fully participate in the meetings of the Board of Directors and the handover meetings of the Executive Board.

- The Board of Supervisors has notified the Board of Directors, the Executive Board of the assignment of tasks to the members of the Board of Supervisors, the inspection plan, and supervision in 2023 for coordination. The Board of Supervisors reviews the results of internal inspection and control, the Audit Report of Deloitte Vietnam Audit Company Limited, and considers the feedback of the Company's Management Board. The Board of Supervisors' activity report was consulted with the Board of Directors before being submitted to the General Meeting of Shareholders.

- The Board of Supervisors appraises the Financial Statements, the Business Results Report before submitting them to the Board of Directors and the General Meeting of Shareholders. The summary report on the inspection and supervision of management and operation activities, the status of capital management and use, solvency, internal inspection and control, the status of accounting records, and the preparation of quarterly financial statements by the Board of Supervisors are all sent to the Board of Directors and the Board of Directors.

- In 2023, the Board of Supervisors closely coordinated with the Board of Directors, the Executive Board in inspecting and supervising business activities at the Company and its branches. The Board of Supervisors participated with a number of functional departments in conducting direct inspections at 2 Hospital facilities, providing comments and suggestions on improving the internal control system, and improving the effectiveness of production and business activities.

II - RESULTS OF INSPECTION AND SUPERVISION ACTIVITIES OF THE BOARD OF SUPERVISORS

1. Business and production activities results

Implementation status of the 2023 plan

Indicator	Unit	2023 Plan	2023 Implementation	Q1 2023/Plan 2023 (%)
Net revenue	Million VND	470,000	531,948	113.2
Profit after tax	Million VND	150,000	139,223	92.8

The Company's net revenue grew compared to the previous year, reaching nearly 532 billion VND, exceeding 113.2% of the plan set for 2023. The development compared to the previous year was due to the fact that during the year, the company deployed many new technical services, high-quality services to promptly meet the health care needs of customers. In addition, the revenue in the year increased partly due to the company's transaction of transferring the right to use land to Lang Son TNH Hospital JSC and revenue from other services. Another part is the effort and hard work of the Board of Directors, who promptly developed strategies and development plans. In addition, profit after tax reached over 139 billion VND, equivalent to 92.8% of the set plan. Profit after corporate income tax decreased compared to the previous year because accounting profit before tax increased by 5% and current CIT expense increased by 207%.

In 2023, the Company continued to maintain stable operations and growth of the 2 operating hospitals, Thai Nguyen International Hospital and Yen Binh Thai Nguyen General Hospital, making efforts to improve service quality and service methods. At the same time, ensuring the construction progress of Viet Yen TNH Hospital, continuing to implement investment projects of Lang Son TNH Hospital, Hanoi TNH Hospital.

In 2023, the Board of Supervisors did not find any irregularities in the Company's business activities. All of the Company's activities are in strict compliance with the Law on Enterprises, the Law on Securities, the Company's Charter, and other legal regulations.

Business and production results and accounting figures have been closely examined, ensuring accuracy and legality in data recording.

The Company has complied with the provisions of current law on information disclosure in the securities market.

Revenue structure by service group

Unit: VND

Net revenue by service group	2022		2023	
	Value (VND)	Proportion (%)	Value (VND)	Proportion (%)
Medical examination and treatment	461,958,035,270	99.74	475,642,658,614	89.41

services				
Bidding services	89,090,918	0.02	-	-
Investment real estate	1,099,090,910	0.24	2,211,818,218	0.42
Other services	17,077,897	0.00	54,094,423,629	10.17
Total	463,163,294,995	100	531,948,900,461	100

The Company's revenue almost entirely comes from the provision of medical examination and treatment services, accounting for nearly 90% of the total revenue structure because this is the Company's main business service. It can be seen that although revenue from investment real estate accounts for a very small proportion, it has increased by more than 2 times after only 01 year, from more than 1 billion VND to more than 2 billion VND. This is an impressive increase, demonstrating the company's development potential in this service segment.

2. Financial statement audit results

The BOS has performed the audit of the Company's Financial Statements for the fiscal year 2023 and has unanimously confirmed the specific results as follows:

Starting from December 25, 2023, Thai Nguyen International Hospital JSC began to change its company model and type of financial statements when TNH Lang Son Hospital Joint Stock Company officially became a subsidiary of Thai Nguyen International Hospital JSC. This is also the first year that the Company has prepared consolidated financial statements. However, both the separate financial statements and the consolidated financial statements for 2023 are prepared on the basis of selecting appropriate accounting policies, applying these policies consistently, making reasonable judgments and estimates, and complying with the law and the provisions of Vietnam's Accounting Standards and accounting regime.

The report fully reflects the Company's business and production activities and financial situation. It fairly presents, in all material respects, the financial position as of December 31, 2023.

The separate financial statements and the consolidated financial statements for 2023 were audited by Deloitte Audit Limited, the audit firm approved at the 2023 Annual General Meeting of Shareholders, the report was fully accepted and had an opinion that fairly presents, in all material respects, and was disclosed in accordance with the provisions of the current law.

❖ Financial situation

Unit: VND

Indicator	2022	2023	% increase/ decrease
Total value of assets	1,399,458,338,087	2,130,569,980,259	52.24
Net revenue	463,163,294,995	531,948,900,461	14.85

Net profit from business activities	145,713,414,760	153,676,705,581	5.47
Equity	925,025,887,377	1,723,528,818,518	86.32
Other profits	(661,562,070)	(695,067,651)	5.06
Profit before tax	145,051,852,690	152,981,637,930	5.47
Profit after tax	140,575,702,201	139,223,043,992	-0.96
Profitability ratio paid dividend	102.3%	-	
Dividend rate	15%	-	

Source: 2023 audited financial statements

The company's total assets in 2023 reached over VND 2,130 billion, an increase of 52.24% compared to the same period last year. Net revenue from sales and service provision in 2023 reached nearly VND 532 billion, up 14.85% compared to 2022. Along with the growth of total assets and net revenue, the company's equity also increased. The company's equity as of December 31, 2023 reached over VND 1,723 billion, an increase of over VND 798 billion compared to the same period last year, corresponding to an increase of over 86.32%.

In addition, this year the company has incurred an additional loss in the associate of VND 6.70 billion. Financial expenses decreased sharply while business management expenses increased, other revenues and expenses fluctuated but the small value led to an increase of 5% in pre-tax accounting profit. CIT increased to VND 9.28 billion because the Company has expired the CIT exemption period at Yen Binh Thai Nguyen General Hospital Branch and the CIT preferential period at Thai Nguyen International Hospital Branch; at the same time, due to the impact of adjusting CIT in previous years this year.

Although the company's total assets, net revenue, and equity increased, the company's after-tax profit decreased slightly compared to the same period last year. After-tax profit in 2023 reached over VND 139 billion. Meanwhile, the accumulated after-tax profit in the same period last year, the Company reached over VND 140 billion. The reason for this fluctuation is due to the increase in tax expenses, leading to a decrease in the company's after-tax profit.

❖ Key financial indicators

Indicators	Unit	2022	2023
1. Solvency			
- Current ratio: (Current assets / Current liabilities)	Time	0.67	2.77

- Quick ratio: (Current assets - Inventory) / Current liabilities	Time	0.62	2.7
2. Capital structure			
- Debt / Total assets ratio	%	33.9	19.1
- Debt / Equity ratio	%	51.29	23.62
3. Operating capacity			
- Total asset turnover ratio: (Net revenue / Average total assets)	Turnover	0.34	0.3
- Net working capital turnover ratio: (Net revenue / Average net current assets)	Turnover	2.4	1.31
Cost of goods sold / Average inventory Cost of goods sold / Average inventory	Turn	18.89	21.25
4. Profitability			
- Return on Sales (ROS): Net Income / Net Sales	%	30.35	26.17
- Return on Assets (ROA): Net Income / Average Total Assets	%	10.47	7.89
- Return on Equity (ROE): Net Income / Average Shareholder Equity	%	16.49	10.51
- Basic Earnings per Share	VND	1,718	1,431

- **Solvency ratio**

The enterprise's short-term liquidity ratio in 2023 reached 2.77 times. The quick liquidity ratio reached 2.7 times. The increase in solvency ratios is because during the year, the company's short-term debt decreased from VND 285.7 billion to VND 224.2 billion.

- **Capital structure indicators**

The Debt/Total Assets ratio and the Debt/Equity ratio both decreased and decreased to 19.1% and 23.62%, respectively. In 2023, the Company borrowed short-term and long-term loans to invest in assets, purchase equipment, and construct fixed assets. The company's total debt is VND 407 billion, a decrease of VND 67 billion compared to 2022. The level of borrowing by the Enterprise to finance assets is still at a safe level and the Company is still controlling borrowing in a reasonable and stable manner

- **Operating capacity ratio**

Inventory turnover increased from 18.89 to 21.25. The reason is that the cost of goods sold increased by 24.14%. Total asset turnover decreased from 0.34 to 0.3. Total assets in 2023 increased by 52.24% to VND 2,130 billion. The increase in assets will be the premise for the Enterprise to continue to expand its scale, increase the number of customers coming for examination and treatment, thereby increasing revenue in the following years.

- **Profitability ratio**

The two important indicators ROE and ROA both tended to decrease in 2023, at 10.51% and 7.89%, respectively.

SECTION II **BUSINESS PLAN FOR 2024**

In 2024, BOS will continue to perform the functions and tasks specified in the company's charter of activities with the specific business plan for 2024 as follows:

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

- Supervise the implementation of legal regulations, the charter of activities, the implementation status of the regulations, resolutions, and decisions of the General Meeting of Shareholders and the Company's Board of Directors.

- Monitor the implementation of medical examination and treatment activities of operating hospitals, as well as monitor the Company's investment activities for investment projects.

- Conduct financial statement audits for quarters/half-years/years, before and after the audit; focus on evaluating the reasonableness, legality, honesty, and level of prudence in accounting and financial reporting.

- Supervise the development of consumption norms for materials, chemicals, and replacement supplies in medical examination and treatment activities, and cost-saving measures for management expenses.

- Participate in providing feedback and supervising the issuance and implementation of the Company's management regulations in accordance with the amended Company Charter.

- Supervise the periodic and ad hoc disclosure of information as prescribed.

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

- Supervise the resolution of audit conclusions and other tasks as required by the General Meeting of Shareholders and current regulations.

SECTION III **PROPOSALS AND RECOMMENDATIONS**

Based on the results of the inspection and supervision activities in 2023, the Board of Supervisors makes the following recommendations for the Company's operations in 2024:

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

- Strengthen internal control. Maintain regular inspections and supervision of all aspects of the Company's operations to provide timely support and resolve difficulties in order to effectively implement the 2024 production and business plan.

- Strengthen the supervision of the effectiveness of capital investment in the implementation of new hospital projects such as: TNH Viet Yen - Bac Giang Hospital, TNH Lang Son Hospital, Eye Specialist Hospital, and the adjustment of the Thai Nguyen International Hospital project and the Yen Binh Thai Nguyen General Hospital Project.

- Strengthen information and communication activities to enhance the image of the Company and its affiliated hospitals and units.

- Continue to study and reorganize the organizational structure to ensure efficiency and effectiveness, while focusing on training and developing human resources, and enhancing medical examination and treatment skills for medical staff. Fully prepare personnel and medical examination and treatment facilities for new projects.

- Strengthen financial capacity, proactively secure funding sources to meet investment requirements, and enhance risk management to ensure capital safety, regulate capital sources effectively, and ensure sustainable development in the coming years.

This is the report on the Board of Supervisors's activities in 2023 and the main directions of the Board of Supervisors's activities in 2024.

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

Recipients:

- General Meeting of Shareholders;
- BOD, BOS, BOCEO;
- Company's Website;
- File: Clerical Department.

**O/B THE BOARD OF SUPERVISORS
CHIEF SUPERVISOR**

(signed)

Le Thi Anh Hang

Thai Nguyen, June 07, 2024

**REPORT ON ACTIVITIES OF THE INDEPENDENT MEMBER OF THE
BOARD OF DIRECTORS IN THE AUDIT COMMITTEE**

To: General Meeting of Shareholders of the Company

On behalf of the Company's Audit Committee, I would like to submit to the General Meeting of Shareholders (GMS) a report on the results of operations in 2023 as follows:

1. List of members of the Audit Committee (AC) of the Board of Directors ("BOD")

As of the reporting date, the membership structure of the AC of the Board of Directors of Thai Nguyen International Hospital Joint Stock Company has 3/7 members, including:

No.	Full name	Date of appointment	Position at Thai Nguyen International Hospital Joint Stock Company
1	Mr. Vu Hong Minh	December 30, 2021	Independent, non-executive member of the Board of Directors - Chairman of the AC
2	Mr. Ly Thai Hai	May 20, 2022	Independent, non-executive member of the Board of Directors - Member of the AC
3	Mr. Nguyen Xuan Don	December 30, 2021	Non-executive member of the Board of Directors - Member of the AC

The number and criteria of the AC members are in accordance with the provisions of Enterprise Law No. 59/2020/QH14 issued on June 17, 2020, and are also in accordance with the provisions of Clause 4, Article 276 of Decree 155/2020/ND-CP guiding the Securities Law.

2. Report of the independent member of the BOD in the AC

a) Remuneration, operating expenses, and other benefits of the Audit Committee and each member of the Audit Committee:

In 2023, the independent member of the Board of Directors received remuneration and other benefits in his/her role as a member of the BOD; no additional remuneration was received for being a member of the AC.

Operating expenses of the Audit Committee in 2023: in accordance with the regulations and internal rules of the Company

b) Summary of the Audit Committee meetings and the conclusions and recommendations of the Audit Committee;

In 2023, the AC held 02 meetings. Through these meetings, the AC assigned tasks for 2023, organized the implementation of the AC's operating plan, discussed and agreed on the content of the evaluation of the year's activities, assessed the fairness and objectivity of the financial reporting process, supervised the effectiveness of the financial reporting audit process, supervised the effectiveness of the risk control system, and reported the results of the supervision and other matters related to the BOD and the Company's Chief Executive Officer. The content and results of the AC meetings were unanimously approved by all members participating in the vote, with a 100% approval rate.

c) Results of the supervision of the financial statements, operating situation, and financial situation of the company;

The preparation of separate and consolidated financial statements is carried out periodically every quarter, reviewed for the semi-annual financial reporting period and audited for the annual financial reporting period, and information is disclosed in accordance with legal regulations. The consolidated financial statements for 2023 reasonably and fairly reflect the Company's financial position in all material respects as well as the production, business, and cash flow situation for the financial year ended.

The financial statements are prepared and disclosed in accordance with accounting standards and current legal regulations.

Resolutions and decisions are issued validly, within the authority, and in compliance with the information disclosure regime for listed companies.

The selected audit firm ensures reliability, fairness, compliance with the audit deadline, compliance with professional regulations, and guarantees independence and objectivity when issuing audit opinions;

The Company's financial situation in 2023 was maintained soundly, with indicators of solvency, capital structure, and operating capacity in line with the Company's actual development.

d) Report on the assessment of related-party transactions:

Thai Nguyen International Hospital Joint Stock Company has complied with the relevant regulations on the authority to approve, monitor, and explain related-party transactions of the Company, persons related to insiders with the Company, subsidiaries, and companies controlled by Thai Nguyen International Hospital Joint Stock Company. These transactions have been disclosed in accordance with legal regulations.

d) Results of the assessment of the company's internal control and risk management system;

In 2023, the Company's risk management system was implemented effectively. In which the risk identification and assessment activities are carried out regularly, continuously monitored and supervised by the Audit Committee, advising the Executive Board on completing the internal governance regulation documents,

operating procedures, thereby limiting risks and enhancing the control mechanism for the Company's effective operations.

Legal issues related to business activities, financial reporting, accounting, etc. are implemented effectively. In 2023, TNH did not have any significant legal risks.

The Committee assessed risk management activities and improved the internal control system, which was carried out seriously and effectively, so that timely identification, appropriate assessment, and appropriate risk handling actions could be taken.

The Board of Directors and the Executive Board have regularly followed market developments, forecasted, and proposed appropriate business plans to limit economic, environmental, legal, industry-specific risks, and other risks.

The Company's Executive Board has reviewed, supplemented, and issued new documents, including regulations on the organization and operation of specialized departments, regulations related to the operation, and improvement of the effectiveness of the internal control system.

The independent member of the Board of Directors has identified changes in legal regulations related to the activities of the members of the Board of Directors, the Audit Committee, and the internal audit; advise the Board of Directors on how to organize in accordance with new legal regulations, market practices, and business needs.

d) Results of supervision over the Company's Board of Directors, Chief Executive Officer, and other executives

Through the Audit Committee's supervision of the activities of the Board of Directors and the Executive Board in the fiscal year 2023, the Audit Committee recorded the following results:

- The Company's activities are in accordance with the contents of the Certificate of Business Registration, the Company's Charter, and strictly comply with the provisions of the law, the State's management regime on financial accounting, and tax;
- The contents of the Resolution of the 2023 Annual General Meeting of Shareholders have been fully implemented and implemented by the Board of Directors and the Executive Board.
- For the Board of Directors:
 - + The Board of Directors has set out strategic development orientations for production and business, investment plans to develop new projects with potential, and fully implemented the goals and tasks set out in the Resolution of the 2023 Annual General Meeting of Shareholders.
 - + The Board of Directors' meetings are organized, discussed, and voted on contents in accordance with legal regulations and within the competence of the Board of Directors.
 - + The members of the Board of Directors properly fulfill their roles and responsibilities, fully attend meetings, and contribute their opinions to the

development and development of the Company's activities and development orientations.

- For the Chief Executive Officer and the Executive Board:

+ The Executive Board regularly organizes meetings to discuss the production and business activities and, based on the timely direction of the Board of Directors, has proposed appropriate business plans such as increasing service prices in the new situation, meeting the need for medical examination and treatment.

+ In management and operation activities, there is no record of any major violations or errors from management agencies or functional agencies.

g) Results of the assessment of the coordination of activities between the Audit Committee, the Board of Directors, the Chief Executive Officer (Director), and the shareholders.

In the course of its operation, the Audit Committee has coordinated well with the Board of Directors, the Chief Executive Officer, and the shareholders. The Audit Committee is not interfered with in carrying out its duties, is provided with access to documents related to the Company's operations, and has discussions with other members of the Board of Directors, the Chief Executive Officer, and the Chief Accountant to collect information for the Audit Committee's activities. Any issues that arise are discussed and resolved promptly.

3. The plan for the Activities of the Audit Committee in 2024

In order to carry out the operational objectives, the Audit Committee has set out the following work plan for 2024:

- Perform the function of inspecting and supervising the activities of the Board of Directors, the management and operation of the Executive Board, checking the validity, legality, transparency, and prudence in the management and operation, and ensuring compliance with operational procedures and effectiveness;

- Support the Board of Directors in ensuring corporate governance in accordance with the provisions of the Law and the Company's Charter;

- Supervise the quality of services provided by the Independent Auditing Unit during the audits in 2024;

- Perform other tasks as prescribed in the Regulations on the Operation of the Company's Audit Committee.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval of the full text of the Report.

Recipients:

- General Meeting of
Shareholders, Board of
Directors, Executive Board
- File: Clerical Dep., Legal Dep.,
Meeting Records

INDEPENDENT MEMBER OF THE BOD

(signed)

Ly Thai Hai

REPORT

**Approving the remuneration for members of the Board of Directors and
Supervisory Board in 2023
Thai Nguyen International Hospital Joint Stock Company**

**To: General Meeting of Shareholders of Thai Nguyen International
Hospital Joint Stock Company**

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

The Board of Directors respectfully requests that the Congress approve the remuneration for members of the Board of Directors and Supervisory Board in 2023 as follows:

1. Remuneration for members of the Board of Directors:

O N	Full name	Position	Remuneration (VND)	Note
1.	Mr. Hoang Tuyen	Chairman of the Board	180.000.000	15.000.000 VND/a month
2.	Mr. Le Xuan Tan	Vice Chairman of the Board of Directors and General Director	144.000.000	12.000.000 VND/a month
3.	Mr. Nguyen Van Thuy	Member of the Board of Directors and Deputy General Director	120.000.000	10.000.000 VND/a month
4.	Mr. Tran Thien Sach	Executive members of the Board of Directors	120.000.000	10.000.000 VND/a month
5.	Mr. Vu Hong Minh	Independent, non-executive member of the Board of Directors	96.000.000	8.000.000 VND/a month

6.	Mr. Nguyen Xuan Don	Member of the Board of Directors	96.000.000	8.000.000 VND/a month
7.	Mr. Ly Thai Hai	Independent, non-executive member of the Board of Directors	96.000.000	8.000.000 VND/a month
Total			852.000.000	

2. Remuneration for members of the Supervisory Board:

ON	Full name	Position	Remuneration (VND)	Note
1	Le Thi Anh Hang	Head of Department (from April 12, 2023)	113.000.000	10.000.000 VND/a month
2	Nguyen Van Chuan	Member (from June 19, 2023)	52.000.000	8.000.000 VND/a month
3	Dang Duc Huan	Member (from June 19, 2023)	52.000.000	8.000.000 VND/a month
4	Vu Van Thanh	Dismissed on June 19, 2023	51.000.000	8.000.000 VND/a month
5	Le Thi Hao	Dismissed on June 19, 2023	44.000.000	8.000.000 VND/a month
Total			312.000.000	

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

3. Proposed level of remuneration for members of the Board of Directors and Supervisory Board in 2024:

Continue to maintain the current remuneration level, if the Company's revenue and profit do not fluctuate within a margin of more than 10%.

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

Best regards !

**On behalf of ADMINISTRATIVE COUNCIL
CHAIRMAN OF THE BOARD**

Recipients:

- As above.
- Save: Archives, PC, Congress Records.

(Signed)

Hoang Tuyen

REPORT

Approving the dismissal of Mrs. Le Thi Anh Hang and Mr. Dang Duc Huan from the position of members of the Company's Supervisory Board and the additional election of 02 Member of the Supervisory Board for the 2020-2025 term

To: General Meeting of Shareholders of Thai Nguyen International Hospital Joint Stock Company

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

Based on the personal request of Mrs. Le Thi Anh Hang - Head of the Company's Supervisory Board and Mr. Dang Duc Huan - Member of the Company's Supervisory Board. The Company's Board of Supervisors requested that the General Meeting approve the following contents:

1. Dismiss Mrs. Le Thi Anh Hang from the position of Head of the Supervisory Board - member of the Supervisory Board and dismiss Mr. Dang Duc Huan from the position of Member of the Company's Supervisory Board for the 2020-2025 term.

2. Approve the election of 02 additional members of the Supervisory Board for the remaining period of the 2020 - 2025 term

3. To have additional personnel to fill the position of member of the Company's Supervisory Board for the 2020-2025 term, the Supervisory Board would like to introduce 02 candidates for the general meeting to approve.

First candidate:

Full name:	VU VINH QUANG
Gender	Male
Date of birth	June 8, 1990
Place of birth	Thai Nguyen
Personal certificate	019090000407

Nationality	Vietnam
Ethnic group	Kinh
Permanent address	Doi Che Hamlet, Phuc Triu Commune, City. Thai Nguyen, Thai Nguyen province
Phone	0916 632 282
Education level	12/12
Qualification	Bachelor of Law
Working process	
From 2013 to 2016	Assistant Chief of Bao Lam Law Office
From 2014 to 2017	Assistant Director of Viet Kim Law Company Limited
From 2017 to 2020	Head of Thai Nguyen Branch - Viet Kim Law Company Limited
From 2021 to 2024	Director of Minh Chau Law Company Limited
From 2020 to present	Head of Internal Administration Department of Thai Nguyen International Hospital Joint Stock Company
Position currently held at the Company	Head of Internal Administration Department/ Person in charge of Company administration cum Authorized person to disclose information
Position currently held at another organization	No
Number of shares owned	34,500 shares
Criminal	No
Conflicting interests with the Company	No
Debts to the Company	No
Benefits related to the Company	No
Related people hold shares	No

Second candidate:

Full name:	PHAM VINH HUNG
Gender	Male
Date of birth	February 8, 1990
Place of birth	Thanh Hoa
Personal certificate	038090000006
Nationality	Vietnam
Ethnic group	Kinh
Permanent address	No.1632 CT12A Kim Van Kim Lu apartment building, Dai Kim, Hoang Mai, Hanoi.
Phone	0973 782 359
Education level	12/12
Qualification	Master of Law
Working process	
From July 2012 to May 2016	Legal consultant at Hoang Gia Law Office.
From May 2016 to June 2021	Legal expert - Thang Long Elevator Equipment Group.
From June 2021 to July 2023	Lawyer in charge of corporate legal affairs at An Invest Company Limited (VN Consultant)
From July 2023 to present	Head of Legal Department and Secretary of Director of MHL Investment Joint Stock Company
Position currently held at the Company	No
Position currently held at another organization	Head of Legal Department and Secretary of Director of MHL Investment Joint Stock Company
Number of shares owned	0
Criminal	No
Conflicting interests with the Company	No

Debts to the Company	No
Benefits related to the Company	No
Related people hold shares	No

In addition, the Board of Directors also attached this report with instructions and forms for introduction, candidacy, and nomination of members of the Supervisory Board for the position proposed for additional election mentioned above.

Note: candidates must meet the criteria specified in Article 169 of the Enterprise Law 2020 and other relevant documents according to the provisions of law and the current Charter, internal rules and regulations announced publicly. Company declaration.

Best regards !

Recipients:

- As above.
- Save: Archives , PC, Congress profile.

**On behalf of BOARD OF SUPERVISORS
CHAIRMAN**

(Signed)

Le Thi Anh Hang

INSTRUCTIONS FOR NOMINATION AND CANDIDACY DOCUMENTS
Candidates for additional election to the Company's Supervisory Board for the
2020-2025 term
Thai Nguyen International Hospital Joint Stock Company

The Company's Supervisory Board announces that shareholders or groups of shareholders owning 10% or more of the total common shares of the Company who wish to nominate candidates to join the Company's Supervisory Board for the 2020-2025 term. This shareholder or group of shareholders prepares candidate documents including:

1. Letter for nomination/application of candidates to join the Supervisory Board.
2. Meeting minutes of shareholder group (if nominated by a group of shareholders)
3. Candidate resume (according to sample)
4. Copy of candidate's ID card and household registration.
5. Candidate's diploma and certificate.

To facilitate the organization and preparation of election documents, the company respectfully requests shareholders/groups of shareholders who meet the candidacy/nomination conditions to fax the above candidacy and nomination documents to the Company before 5:00 p.m. on June 17, 2024. Original candidature and nomination documents (in case they have not been sent to the Company directly or by post) sent directly to the shareholder/group of shareholders. The Organizing Committee when completing registration procedures to attend the Congress on June 28, 2024

- o Contact address: No. 328 Luong Ngoc Quyen Street, Dong Quang Ward, Thai Nguyen City, Thai Nguyen Province;
- o Contact person: **Ms Thao (0983595746)** or **Mrs Ha (0945293806)** or send a letter/feedback directly to the email below of Thai Nguyen International Hospital Joint Stock Company;
- o Email: ctcpbenhvienquoctethainguyen@gmail.com
- o If a shareholder or group of shareholders does not submit the original of the candidacy and nomination documents specified above to the company before approving the candidate/nomination list at the General Meeting, the shareholder's/group of shareholders' candidacy/nomination does not comply with the provisions of the Enterprise Law and the Company's Charter, the candidacy/nomination of the shareholder/group of shareholders will not be valid at the General Meeting.

Based on the candidacy, nominations documents of shareholders, shareholder groups and accompanying documents of candidates, the Board of Directors will prepare and approve a list of candidates that meet the qualifications as prescribed to the General Meeting of Shareholders for approval to be elected to the Supervisory Board. In case before 5:00 p.m. on June 17, 2024, the number of members of the Supervisory Board

standing for election or nomination is lower than the number of elected members of the Supervisory Board, then the remaining number of candidates will be introduced by the Supervisory Board or nominated by the organization according to the provisions of law and the Company's Charter.

Best regards!



**APPLICATION FOR NOMINATION OF CANDIDATES TO
JOIN THE SUPERVISORY BOARD**
(term 2020-2025)

**To: General Meeting of Shareholders of Thai Nguyen International
Hospital Joint Stock Company**

I/We are (*organization/individual*):

ID card/Business registration number: ... Date of issue:
..... Place of issue:

Address/Headquarters:.....
.....

Currently owning: shares (In words:.....)

Corresponding: % of total shares with voting rights calculated on the list of
shareholders as of May 28, 2024.

Representative (*for organization*):.....Position:
.....

I/We agree to nominate:

Mr/Mrs:

ID card/ Passport number: Date of issue: Place of issue:.....

Permanent address:
.....

Education level: Major:

Currently owning: shares (In words:.....)

Corresponding:% of total shares with voting rights

as a candidate to join the Supervisory Board of Thai Nguyen International Hospital
Joint Stock Company for the 2020-2025 term

Detailed candidate information is stated in the candidate's resume attached to this
application.

Attached to this application are:

1. Minutes of shareholder group meeting (if nominated by a group of
shareholders)

2. Candidate's resume (according to the form)
3. Copy of candidate's ID card and household registration.
4. Candidate's diploma and certificate.

We recommend that the Congress consider verifying the candidate's qualifications and candidacy conditions and include them in the election list if qualified.

Best regards !

**SHAREHOLDERS/REPRESENTATIVES
OF SHAREHOLDERS GROUP**



**CANDIDATION APPLICATION
MEMBER OF THE SUPERVISORY BOARD
(term 2020-2025)**

To: Thai Nguyen International Hospital Joint Stock Company

My name is:

ID card/ Passport number:.....

Date of issue:..... Place of issue:

Permanent address:

Academic level:

Major:

Currently owning: shares (In words:))

Corresponding% of total shares with
voting rights calculated on the list of shareholders as of May 28, 2024.

After studying the standards and conditions for being a member of the Company's Supervisory Board for the 2020-2025 term and relevant legal regulations; I find that I am qualified and with this application, I nominate myself to be a member of the **Supervisory Board** of Thai Nguyen International Hospital Joint Stock Company for the 2020-2025 term.

If I am elected by shareholders to be a member of the Supervisory Board for the 2020-2025 term, I would like to use all my abilities and enthusiasm to contribute to the development of Thai Nguyen International Hospital Joint Stock Company.

I certify that the information I have provided is true and take responsibility before the law and before the General Meeting of Shareholders for the accuracy and truthfulness of the content of the attached documents.

Thank you very much!

Attached documents:

- Valid copy of ID card/ Passport;
- Valid copies of qualifications (If any);
- Candidate's curriculum vitae (according to the form).

..., month..... date 2024

**CANDIDATE
(Sign and write full name)**



CANDIDATE RESUME SAMPLE
Join the Company's Supervisory Board for the 2020-2025 term

Full name		
Gender		
Date of birth		
Place of birth		
Personal certificate		
Nationality		
Ethnic group		
Permanent address		
Phone number		
Educational level		
Qualificational level		
Working process:		
Position currently held at the Company		
Position currently held at other organizations		
Number of shares owned		
Criminal record		
Conflicting interests with the Company		
Debts to the Company		
Benefits related to the Company		
Related people holding shares		

APPLICANT

REPORT

Re: Approving the dismissal of Mr. Nguyen Xuan Don from the position of Member of the Board of Directors of the Company, changing the number of members of the Board of Directors and electing 02 additional members of the Board of Directors for the 2020-2025 term

To: General Meeting of Shareholders of Thai Nguyen International Hospital Joint Stock Company

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

Based on the Company's organizational and operational requirements, to ensure compliance with legal regulations and improve the Company's management capacity. The Board of Directors respectfully recommends that the Congress approve the following contents:

1. Mr. Nguyen Xuan Don is dismissed from the position of Member of the Board of Directors of the Company for the term 2020 - 2025 according to the personal request of Mr. Nguyen Xuan Don .

2. Change the number of Board of Directors members from 07 to 08 people

3. Approved the election of 02 additional members of the Board of Directors for the remaining period of the 2020 - 2025 term.

4. To have additional personnel to fill the position of member of the Board of Directors of the Company for the 2020-2025 term, the Board of Directors would like to introduce 01 candidate for the general meeting to approve.

Candidate background is as follows:

First and last name:	NGO MINH TRUONG
Sex	Male
Date of birth	March 22, 1991
Place of birth	Bac Giang
Personal certificate	024091013482
Nationality	Vietnam
Ethnic group	Kinh
Permanent address	CHA0516 Imperia Garden, 203 Nguyen Huy Tuong Street, Thanh Xuan Trung Ward, Thanh Xuan District, Hanoi.

Phone	0828888666
Education level	12/12
Qualification	Bachelor of Accounting
Working process	
October 2013 to October 2014	Assistant auditor of Hanoi Auditing and Consulting Services Company Limited
November 2014 to October 2016	Auditor of CPA VIETNAM Auditing Company Limited
November 2016 - present	Chairman of the Board of Directors Members of RUBIK Auditing Firm Company Limited
Position currently held at the Company	No
Position currently held at another organization	Chairman of the Board of Directors Members of RUBIK Auditing Firm Company Limited
Number of shares owned	190.205
Criminal	No
Conflicting interests with the Company	No
Debts to the Company	No
Benefits related to the Company	No
Related people hold shares	No

In addition, the Board of Directors also attached this report with instructions, introduction, candidacy, and nomination of Board of Directors members for the position proposed for additional election mentioned above.

Note: candidates must meet the criteria specified in Clause 1, Article 155 of the Enterprise Law 2020 and other relevant documents according to the provisions of law and the current Charter, internal rules and current regulations publicly announced by the Company.

Best regards !

Recipients:

- As above.
- Save: Archives , PC, Congress profile.

**On behalf of THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD**

(Signed)

Hoang Tuyen

INSTRUCTIONS FOR NOMINATION AND CANDIDATION DOCUMENTS
Candidates for additional election to the Board of Directors for the 2020-2025
term
Thai Nguyen International Hospital Joint Stock Company

The Board of Directors of the Company announces that shareholders or groups of shareholders owning 10% or more of the total common shares of the Company wish to nominate candidates to join the Board of Directors of the Company for 2020-2025 term, this shareholder or group of shareholders will prepare candidate documents including:

1. Application for nomination/candidacy of candidates to join the Board of Directors;
2. Minutes of shareholder group meeting (if nominated by a group of shareholders) ;
3. Candidate's resume (according to sample) ;
4. Copy of candidate's ID card and household registration.
5. Candidate's diploma and certificate.

To facilitate the organization and preparation of election documents, the company respectfully requests shareholders/groups of shareholders who meet the candidacy/nomination conditions to fax the above candidacy and nomination documents to the Company before 5:00 p.m. of June 17 , 2024. Original candidature and nomination documents (in case they have not been sent to the Company directly or by post) the shareholder/group of shareholders are sent directly to the Organizing Committee when completing registration procedures to attend the Congress on June 28, 2024

- o Contact address: No. 328 Luong Ngoc Quyen Street, Dong Quang Ward, Thai Nguyen City, Thai Nguyen Province;
- o Contact person: **Ms. Thao (0983595746) or Mrs. Ha (0945293806)** or send a letter/feedback directly to the email below of Thai Nguyen International Hospital Joint Stock Company;
- o Email: ctcpbenhvienquoctethainguyen@gmail.com
- o If a shareholder or group of shareholders does not submit the original copy of the candidacy and nomination documents specified above to the company before approving the candidate/nomination list at the General Meeting, the candidacy/nomination of the shareholder/ the shareholder group does not comply with the provisions of the Enterprise Law and the Company's Charter, the candidacy/nomination of the shareholder/group of shareholders will not be valid at the General Meeting.

Based on the candidacy documents, nominations of shareholders, shareholder groups and accompanying documents of candidates, The Board of Directors will prepare and approve a list of candidates who meet the conditions as prescribed and submit it to

the General Meeting of Shareholders for approval to elect to the Board of Directors. In case of before 5:00 p.m. of June 17, 2024, the number of Board of Directors members standing for election or nomination is lower than the number of elected Board members, then the remaining candidates will be introduced by the Board of Directors or nominated by the organization according to the provisions of law and Company's Charter.

Best regards!



NOMINATION FORM
CANDIDATES JOINING THE BOARD OF DIRECTORS
(term 2020-2025)

To: Thai Nguyen International Hospital Joint Stock Company

I/ We are (organization/individual) :

ID card / Business registration number: Date of issue:

Issued by:.....

Address / Head office :
.....

Currently owning: shares (In words:.....)

Corresponding:% of total shares with
voting rights calculated on the list of shareholders as of May 28 , 2024 .

Representative (for organization) :.....Position:
.....

I /We unanimously recommend:

Mr/Mrs:

ID card /Passport number: Date and place of issue :

Permanent address:
.....

Education level: Major:

Currently owning: shares (In words:)

Corresponding:% of total shares with voting rights

as a candidate to join **the Board of Directors** Thai Nguyen International Hospital
Joint Stock Company for the term of 2020-2025

Detailed candidate information is stated in the candidate's resume attached to this
application.

Attached to this application are:

1. Minutes of shareholder group meeting (if nominated by a group of shareholders)
2. Candidate's resume (according to sample)
3. Copy of candidate's ID card and household registration.

4. Candidate's diploma and certificate.

We recommend that the Congress consider verifying the candidate's qualifications and candidacy conditions and include them in the election list if qualified.

Best regards !

**SHAREHOLDERS/REPRESENTATIVES
OF SHAREHOLDERS GROUP**



**CANDIDATION APPLICATION
MEMBER OF THE BOARD OF DIRECTORS
(term 2020-2025)**

To: Thai Nguyen International Hospital Joint Stock Company

My name is:

ID card/ Passport number:

Date of issued: Issued by:

Permanent address:

Education level:

Major:

Currently owns: shares (In words:)

Corresponding % of total shares with voting rights
calculated on the list of shareholders as of May 28 , 2024 .

After researching the standards and conditions for being a member of the Company's Board of Directors for the 2020-2025 term and relevant legal regulations; I find that I am qualified and with this application, I nominate myself to be a member **of the Board of Directors** of Thai Nguyen International Hospital Joint Stock Company for the 2020-2025 term.

If trusted by shareholders, elected to be a member of **the Board of Directors** for the 2020-2025 term, I would like to bring all my energy and enthusiasm to contribute to the development of Thai Nguyen International Hospital Joint Stock Company

I certify that the information I have provided is true and take responsibility before the law and before the General Meeting of Shareholders for the accuracy and truthfulness of the content of the attached documents.

Thank you very much!

Attached documents:

- Valid copy of ID card/CCCD/Passport,
- Valid copies of qualifications (If any);
- Candidate resume (according to form).

..., month date..... 2024

CANDIDATE

(Sign and write full name)



CANDIDATE RESUME SAMPLE
Joining the Company's Board of Directors for the 2020-2025 term

Full name		
Gender		
Date of birth		
Place of birth		
Personal certificate		
Nationality		
Ethnic group		
Permanent address		
Phone		
Education level		
Qualification		
Working process:		
Position currently held at the Company		
Position currently held at another organization		
Number of shares owned		
Criminal record		
Conflicting interests with the Company		
Debts to the Company		
Benefits related to the Company		
Related people hold shares		

DECLARANT

Thai Nguyen , June 7, 2024

No. 324/TTr-HĐQT

REPORT

Approving the reduction of charter capital due to the Company buying back shares from employees according to regulations on issuing shares to employees as treasury shares

To: General Meeting of Shareholders of Thai Nguyen International Hospital Joint Stock Company

- Pursuant to the Enterprise Law and detailing documents and documents guiding implementation;*
- Pursuant to the Securities Law and detailing documents and documents guiding implementation;*
- Pursuant to Company 's Charter of Organization and Operation and Internal Management Regulations .*

The Board of Directors (BOD) of the Company requests that the General Meeting of Shareholders approve the reduction of charter capital due to the Company repurchasing shares from employees according to the regulations on issuing shares to employees as treasury shares with specific content as follows:

ON	Total number of treasury shares up to the present time (date of submission)	Face value (VND)	Total value by face value (VND)
1	70,000 shares	10,000	700,000,000

Accordingly, the Board of Directors of the Company submits to the General Meeting of Shareholders to approve the plan to cancel treasury shares and reduce the Company's charter capital as follows:

1. Cancel 70,000 treasury shares, correspondingly reduce the Company's Charter capital from 1,102,445,800,000 VND (*One thousand, one hundred and two billion, four hundred forty-five million, eight hundred thousand VND*) to 1,101.745,800,000 VND (*One thousand, one hundred and one billion, seven hundred forty-five million, eight hundred thousand VND*).

2. Authorize the Board of Directors/Legal Representative of the Company to reduce the Company's charter capital accordingly update and adjust relevant information in Appendix I of the Charter organization and operation of the Company and at the same time carry out procedures to adjust the Company's Business Registration Certificate at the competent State agency.

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

Best regards !

Recipients:

- As above.
- Save: Archives , PC, Congress profile.

**On behalf of ADMINISTRATIVE COUNCIL
CHAIRMAN OF THE BOARD**

(Signed)

Hoang Tuyen

DIVIDEND PAYMENT PLAN PROPOSAL
(Re: Approving the plan to pay dividends in shares in 2023)

To: General Meeting of Shareholders of Thai Nguyen International Hospital JSC

- Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2020, approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 ;
- Pursuant to Decree No. 155/2020/ND-CP of the Government detailing and guiding the implementation of a number of articles of the Securities Law;
- Pursuant to the Charter of Organization and Operations of Thai Nguyen International Hospital Joint Stock Company;
- Pursuant to the Resolution of the 2023 Annual General Meeting of Shareholders No. 501/NQ-DHDCD dated June 19, 2023;
- Pursuant to Board of Directors Resolution No. 258 / 2024 /NQ-HĐQT dated May 6, 2024 ;
- Based on the Company's business plan.

Board of Directors (BOD) of Thai Nguyen International Hospital Joint Stock Company respectfully submits to the Annual General Meeting of Shareholders 2024 (AGM) the plan to pay dividends in 2023 to existing shareholders, with specific content as follows:

I. DIVIDEND PAYMENT PLAN IN 2023

1. Dividend payment in 2023 for existing shareholders: 15% of charter capital
Payment method: Dividend payment in shares.
2. Capital source: Accumulated retained earnings as of December 31, 2023 on the audited 2023 Consolidated Financial Statements .
3. Dividend payment time is in 2024 after being approved by the General Meeting of Shareholders and the State Securities Commission notifies in documents about receiving full issuance report documents of TNH .

II. PLAN FOR ISSUING SHARES TO PAY DIVIDENDS

1	Issuers	:	Thai Nguyen International Hospital Joint Stock Company
2	Charter capital before issuance (*)	:	1,253,765,800,000 VND
3	Number of shares in circulation (*)	:	125,376,580 shares
4	Treasury shares	:	0 shares
5	Name of shares issued	:	Shares of Thai Nguyen International Hospital Joint Stock Company
6	Stocks	:	TNH
7	Stock type	:	Common shares
8	Par value shares	:	10,000 VND/share
9	Purpose of release	:	Payment of stock dividends in 2023
ten	Number of shares issued	:	Expected maximum 18,806,487 shares
11	Total issuance value at par value	:	Expected maximum 188,064,870,000 VND
twelfth	Release rate	:	15 % (Number of shares issued/Number of shares outstanding)
13	Release object	:	Existing shareholders whose names are on the list at the last registration date to finalize the list of shareholders to exercise the right to receive dividends in shares provided by Vietnam Securities Depository and Clearing Corporation
14	Rights exercise rate	:	100: 15 On the date of closing the list of shareholders to exercise their rights, a shareholder who owns 01 share will be entitled to 01 right to receive dividends and for every 100 rights, he/she will receive 15 newly issued shares according to the principle of rounding down to the nearest decimal unit.
15	Issued capital	:	Accumulated retained earnings as of December 31, 2023 on the audited 2023 consolidated financial statements of Thai Nguyen International Hospital Joint Stock Company .
16	Transfer restrictions	:	Shares issued to pay dividends to existing shareholders are not restricted to transfer. Shares in transfer restriction status will still receive shares from the issuance. Treasury shares (if any) cannot exercise their rights. The right to receive dividends in shares is not transferable

17	Expected release time	:	From 3rd quarter/2024 to 4th quarter//2024 after being approved by the General Meeting of Shareholders and notified in documents by the State Securities Commission of receiving full issuance report documents of TNH .
18	Plan for handling fractional shares	:	The number of new shares issued to make stock dividend payments that each shareholder receives will be rounded to the nearest unit according to the rounding down principle. The resulting decimal fraction (if any) will be canceled and not issued. <i>For example: Shareholder A on the closing date of the list exercises the right to receive stock dividends and owns 2,222 shares, the number of additional shares that shareholder A will receive will be calculated as follows: $2,222/100 * 15 = 333,3$ shares. According to the plan to handle odd shares, the number of shares that shareholder A actually receives from receiving dividends is 333 shares (odd shares 0, 3 will be cancelled).</i>

(*) Pre-issuance charter capital and number of outstanding shares are based on:

- *Expected results of the public offering of additional shares to existing shareholders according to Proposal No. 323/TTr-HĐQT dated May 27, 2023 approved by the 2023 Annual General Meeting of Shareholders at the Resolution No. 501/NQ-DHĐCĐ dated June 19, 2023: The maximum total value of shares offered for sale at par value is 152,020,000,000 VND, corresponding to the maximum number of shares offered for sale is 15,202,000 shares .*

- *Expected results after reducing charter capital due to the Company buying back shares from employees according to the regulations on issuing shares to employees as treasury shares according to Proposal No. 324/TTr-HĐQT dated July 7 /6/ 2024 (Total value of the Company's treasury shares calculated at par value of 700,000,000 VND corresponding to the total number of treasury shares of 70,000 shares)*

III. SECURITIES REGISTRATION AND ADDITIONAL LISTING

All shares issued to pay 2023 dividends to existing shareholders will be registered for additional securities at the Vietnam Securities Depository and Clearing Corporation and registered for additional listing at the Stock Exchange immediately after completing the issuance in accordance with legal regulations.

IV. AMENDMENT TO THE CHARTER

The General Meeting of Shareholders authorizes the Board of Directors to update and amend contents related to charter capital and stock shares in Appendix I of the Company's Charter of Organization and Operation updated according to Charter capital after completing the share issuance.

V. AUTHORIZATION TO THE BOARD OF DIRECTORS

Implement and complete procedures related to the 2023 dividend payment plan for existing shareholders mentioned above, including but not limited to the following tasks:

- Select the issuance time and implement the plan to issue shares to pay dividends to existing shareholders in accordance with the provisions of current law.
- Adjusting and updating the contents of the above plan must ensure the correct implementation of dividends , and the number of expected issued shares does not exceed the total number of issued shares approved by the General Meeting of Shareholders.
- Carry out documents and related procedures with the State Securities Commission (SSC) in order to be licensed to issue shares to pay dividends and report issuance results to the SSC.
- Implement documents and related procedures with Vietnam Securities Depository and Clearing Corporation (VSDC)/Stock Exchange to implement dividend payments to existing shareholders after approval by the State Securities Commission , including:
 - (i) Closing the list of shareholders exercising their rights;
 - (ii) Last trading date for rights allocation;
 - (iii) Listing additional shares.
- Carry out relevant legal procedures after completing the issuance: change the Business Registration Certificate (register to increase charter capital) at the business registration agency.
- Amend the charter capital section and related contents in the Company's Charter of Organization and Operation after completing the share issuance and other legal documents according to the provisions of law.
- Other issues related to the issuance of shares to pay dividends.

VI. IMPLEMENTATION

The General Meeting of Shareholders authorizes the Board of Directors to implement plans to offer/issue shares to increase charter capital in the following order:

1. Offering additional shares to the public for existing shareholders (approved by the 2023 Annual General Meeting of Shareholders in Resolution No. 501/NQ-DHDCD dated June 19, 2023).
2. Issuing shares to pay dividends in 2023 (According to Proposal No. 325 /TTr-HDQT dated June 7, 2024)

The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders for consideration and approval.

Recipients:

- *Company shareholders;*
- *Save : Clerical dept, Board of Directors, Supervisory Board.*

**On behalf of
ADMINISTRATIVE COUNCIL
CHAIRMAN OF THE BOARD**

Hoang Tuyen

Thai Nguyen , June 7, 2024

No: 329/TTr-HĐQT

REPORT

Regarding adjusting the total investment of Viet Yen TNH Hospital Project

To: General Meeting of Shareholders of JSC Thai Nguyen International Hospital

- Pursuant to the Enterprise Law and documents detailing and guiding implementation;*
- Pursuant to the Company's Charter of Organization and Operation and Internal Management Regulations;*
- Pursuant to the 2022 Annual General Meeting of Shareholders Resolution No. 551/NQ-DHDCD dated May 20, 2022 of the Company's General Meeting of Shareholders.*

Board of Directors (BOD) of the Company proposes that the Company's General Meeting of Shareholders approve the adjustment of the total investment of the TNH Viet Yen Hospital construction investment project with the following contents:

1. Adjust total investment

Adjusting the total project investment from: 617,508,052,000 VND to 752,597,553,000 VND (increased by 135,089,501,000 VND), specifically as follows:

Unit: VND

ON	Cost category	Approved investment level	Investment level proposed to be adjusted	Difference
1	Construction costs	448.405.214.042	550.827.575.579	102.422.361.537
2	Construction investment consulting costs	20,852,375,520	22,557,495,545	1,705,120,025
3	Equipment costs	108,900,847,000	132.586.090.827	23.685.243.827
4	Contingency costs	4,923,845,000	11,958,251,712	7,034,406,712
5	Other costs	3,675,770,544	3,918,138,951	242.368.407
6	Project management costs	2,500,000,000	2,500,000,000	0
7	Land costs	28,250,000,000	28,250,000,000	0

Total:	617.508.052.106	752.597.552.614	135.089.500.508
Rounding	617,508,052,000	752,597,553,000	135,089,501,000

Reasons for adjusting total investment:

TNH Viet Yen Hospital project was approved by the 2022 Annual General Meeting of Shareholders in Resolution No. 550/NQ-DHĐCD dated May 20, 2022 and construction began from February 2023.

However, up to now, the price of fuel, materials, labor and other costs have increased according to price announcement No. 08/CBGVLXD-LS dated September 11, 2023 of the Inter-department of Construction - Finance of Bac Giang province. At the same time, during the project construction process, there were some design changes, causing the volume of some items to increase compared to the total approved investment; and adding a number of equipment and machinery that have not been included in the estimate, so need to be adjusted accordingly to serve as a basis for adjusting the value of bidding packages and implementing construction to suit the actual situation.

At the same time, authorize the Board of Directors of the Company to decide on adjusting the total investment of the project within an increase/decrease margin of no more than 8% of the total project investment value after adjustment to facilitate project implementation. In case there are changes in the materials market, exchange rates, etc.

2. Source of investment capital for additional costs:

The Board of Directors respectfully requests that the General Meeting of Shareholders approve the use of commercial loans to pay for additional items to ensure balance of capital to continue implementing the project.

We respectfully request the General Meeting of Shareholders to vote to approve the above issue./.

**On behalf of ADMINISTRATIVE
COUNCIL
CHAIRMAN OF THE BOARD**

Recipients:

- General Meeting of Shareholders;
- Saved: Archives, PC, Congress Records.

(Signed)

Hoang Tuyen

Thai Nguyen, June 07, 2024

No: 330/TTr-HĐQT

PRESENTATION MEMORANDUM

**Regarding the adjustment of the investment project to build Yen Binh Thai Nguyen
General Hospital**

**To: General Meeting of Shareholders of Thai Nguyen International
Hospital JSC**

- Pursuant to the Law on Enterprise and detailed guiding regulations;
- Pursuant to the Company's Charter and Internal Governance Regulations;
*- Pursuant to Decision No. 3170/QĐ - UBND dated October 26, 2018 of the Thai
Nguyen Provincial People's Committee on adjusting the investment policy of the Yen
Binh Thai Nguyen General Hospital project in Nam Tien commune, Pho Yen town of
Thai Nguyen International Hospital JSC.*

The Company's Board of Directors (BOD) proposes that the Company's General Meeting of Shareholders approve the adjustment of the Yen Binh Thai Nguyen General Hospital Construction Investment Project with the following contents:

No.	Content of adjustment	Content approved according to the Decision on adjusting the investment policy	Content requested to be adjusted
1	Project scale	300 beds, of which: Phase I: 150 beds; Phase II: 150 beds;	200 beds, of which: Phase I: 150 beds; Phase II: 50 beds;
2	Project implementation progress	- Phase 1: From 2018 to 2020, invest in building 150 beds with a total investment capital of VND 270.82 billion, which has been completed and put into operation. - Phase 2: From 2021 to 2024, invest in building 150 beds with a total investment	- Phase 1: From 2018 to 2020, invest in building 150 beds, which has been completed and put into operation. - Phase 2: From 2021 to 2026, invest in building 50 beds with a total investment capital of VND 227.66

		capital of VND 227.66 billion	billion
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Reason: Phase I of the Yen Binh Thai Nguyen General Hospital Project has been completed and put into operation since December 2019. Since its operation, Yen Binh Thai Nguyen General Hospital has received the trust and satisfaction of patients with relatively stable business results. Currently, the service capacity of Phase I basically meets the medical examination and treatment needs of the people in the region. The Company proposes to reduce the project scale of Phase 2 from 150 beds to 50 beds and requests to adjust the implementation progress of Phase II of the Project to 2026 to suit the actual implementation situation of the project and the needs of the people and businesses.

The adjusted project reduces the scale from 150 beds to 50 beds, but due to fluctuations in fuel, materials, labor, and other costs compared to the previously planned investment capital, the total investment capital decreases insignificantly, so the change in the total investment level does not fall within the case of having to adjust the investment policy of the project according to Clause 3, Article 41 of the Investment Law 2020 (*Changing the total investment capital by 20% or more changes the scale of the investment project*).

We kindly request the General Meeting of Shareholders to vote and approve the above issue./.

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

Place of receipt:

- General Meeting of Shareholders;
- File: Clerical Dep., Legal Dep., Meeting Records

(signed)

Hoang Tuyen

Thai Nguyen, June 07, 2024

No. 331/TTr-HĐQT

REPORT

Regarding adjusting the investment project to build Thai Nguyen International Hospital

To: General Meeting of Shareholders of Thai Nguyen International Hospital Joint Stock Company

- Pursuant to the Law on Enterprises and detailed guiding texts;
- Pursuant to the Company's Charter and Internal Governance Regulations;
- Pursuant to Investment Certificate No. 17121000028 issued by the People's Committee of Thai Nguyen Province on August 27, 2013, and amended for the first time on October 9, 2013;
- Pursuant to Decision No. 2281/QĐ - UBND dated July 25, 2019 of the People's Committee of Thai Nguyen Province on adjusting the investment policy of Thai Nguyen International Hospital project in Dong Quang Ward, Thai Nguyen City of Thai Nguyen International Hospital JSC.

The Company's Board of Directors proposes that the Company's General Meeting of Shareholders approve the adjustment of the investment project to build Thai Nguyen International Hospital with the following contents:

1. Amendment Content 1: Project Objectives and Scale

**** The content has been stipulated in Clause 1, Article 1 of Decision on adjustment of investment policy No. 2282/QĐ-UBND issued by Thai Nguyen Provincial People's Committee on July 25, 2019 on adjustment of investment policy of Thai Nguyen International Hospital Project:***

- Project objective:

To invest in building a multi-disciplinary hospital with a scale of 450 beds, fully equipped and capable of meeting the high-quality medical examination and treatment needs of the people of Thai Nguyen province and neighboring provinces, contributing to reducing the overload of public hospitals in the province and central hospitals.

Gradually develop the economy in the medical field, increase income for employees, and contribute to the socio-economic development of the locality.

- Project scale:

To invest in the construction of Thai Nguyen International Hospital with a scale of 450 beds, divided into 2 phases:

+ Phase 1: From August 2013 to December 2015, invest in building 150 beds with a total investment capital of VND 230 billion, which has been completed and put into operation.

+ Phase 2: From January 2016 to December 2020, invest in building 300 beds with a total investment capital of VND 427.8 billion.

+ The total investment capital of both phases of the project is: VND 657.8 billion.

**** Now proposed to be revised as follows:***

- Project objective:

No.	Business objectives	Industry name	VSIC Industry code	CPC industry code (*)
1	Investing in the construction of a multidisciplinary hospital with sufficient conditions and capacity to meet the high-quality medical examination and treatment needs of the people of Thai Nguyen province and neighboring provinces, contributing to reducing the overload of public hospitals in the province and central hospitals. Step by step develop the economy in the health sector, increase the income of workers, and contribute to the socio-economic development of the locality.	Activities of hospitals and medical stations	8610	

- Project scale: To invest in the construction of a multi-disciplinary hospital with a scale of 450 beds, including many departments, clinics, and specialized high-quality medical service centers, of which:

+ Phase 1: 150 beds

+ Phase 2: 300 beds

+ Phase 3: Transfer 100 beds invested in the hospital building phase 1 to the hospital building phase 2 (increasing the total number of beds in phase 2 building to 400 beds); renovate and upgrade the phase 1 building towards upgrading to 50 high-quality beds, with departments, clinics, specialized high-quality medical service centers, etc.

**** Explanation of reasons, basis for proposed adjustment:***

The Company adjusts to renovate and upgrade the building of Thai Nguyen International Hospital Phase 1 into a building for hospital purposes, medical examination and treatment, focusing on departments, clinics, and specialized high-quality medical service centers, etc.

2. Amendment Content 2: Project Implementation Location, Land Use Area

**** The content has been stipulated in Article 4 of Investment Certificate No. 171210000028 issued by Thai Nguyen Provincial People's Committee on August 27, 2013:***

- Project implementation location: No. 328, Group 4, Dong Quang Ward, Thai Nguyen City.

- Planned land use area: 11,600m²

**** Now proposed to be revised as:***

- Project implementation location: Groups 2 and 3, Dong Quang Ward, Thai Nguyen City, Thai Nguyen Province.

- Land use area: 8305.6m²

**** Justification and basis for the proposed adjustment:***

The Company adjusted the project implementation location due to changes in administrative boundaries and reduced the planned land use area in accordance with the land area that the Company had been allocated and granted a land use right certificate up to the present time. The reduced land area includes parts of land that were donated for the construction of a cultural house for the residential group, a drainage ditch, and other parts that could not be cleared.

3. Adjustment content 3: Total investment capital

**** The content has been specified in Article 5 of Investment Certificate No. 171210000028 issued by Thai Nguyen Provincial People's Committee on August 27, 2013 (as amended in Clause 1, Article 1 of Decision No. 2282/QĐ-UBND adjusting the investment policy issued by Thai Nguyen Provincial People's Committee on July 25, 2019 on the adjustment of the investment policy for the Thai Nguyen International Hospital Project):***

Total investment capital: VND 657.8 billion

**** Now proposed to be revised as:***

- Total investment capital: VND 803.24 billion, including:

+ Total investment capital for Phase 1: VND 230 billion.

+ Total investment capital for Phase 2: VND 427.8 billion

+ Total investment capital for Phase 3: VND 145.44 billion

- Investment capital source:

+ Phase 1:

Owner's equity: VND 160 billion

Loan capital from credit VND 70 billion

+ Phase 2:

Owner's equity: VND 227.8 billion

Loan capital from credit VND 200 billion

+ Phase 3:

Owner's equity: VND 58.176 billion

Loan capital from credit VND 87.264 billion

* Justification and basis for the proposed adjustment:

Increase capital to invest in repairing the Thai Nguyen International Hospital building in Phase 1 and purchasing machinery and equipment for the department, clinic, and specialized high-quality medical service center... The investment capital source is the Company's owner's equity and bank loans.

4. Adjustment content 4: Project implementation progress

** The content has been specified in Clause 2, Article 1 of Investment Certificate No. 171210000028 issued by Thai Nguyen Provincial People's Committee on October 9, 2013 (as amended in Clause 1, Article 1 of Decision No. 2282/QĐ-UBND adjusting the investment policy issued by Thai Nguyen Provincial People's Committee on July 25, 2019 on the adjustment of the investment policy for the Thai Nguyen International Hospital Project)*

Project implementation progress:

- Phase 1: August 2013 - December 2015: Apply for an Investment Certificate, apply for land allocation and construction permit, proceed with construction and complete Phase 1, and put the project into operation with a scale of 150 hospital beds with a total investment capital of VND 230 billion.

- Phase 2: January 2016 - December 2020: Proceed with the construction of Phase 2, complete the overall project, and put the project into operation with a scale of 450 hospital beds (Phase 2 is 300 beds) with a total investment capital for Phase 2 of VND 427.8 billion

** Now proposed to be revised as:*

Project implementation progress:

- Phase 1: From August 2013 to December 2015: invest in construction and put into operation 150 hospital beds.

- Phase 2: From January 2016 to December 2020: invest in construction and put into operation 300 hospital beds (both phases are 450 hospital beds).

- Phase 3: From July 2024 to the end of July 2026: Transfer 100 hospital beds invested in the Phase 1 Hospital Building to the Phase 2 Hospital Building (increasing the total number of hospital beds in the Phase 2 Building to 400 hospital beds); renovate and upgrade the Phase 1 Building to become 50 high-quality hospital beds, with departments, clinics, and high-quality specialized medical service centers...

**** Explanation of the reason and basis for the proposed adjustment:***

The Company adjusts the project implementation progress to transfer 100 hospital beds invested in the Phase 1 Hospital Building to the Phase 2 Hospital Building (increasing the total number of hospital beds in the Phase 2 Building to 400 hospital beds); renovate and upgrade the Phase 1 Building to become 50 high-quality hospital beds, with departments, clinics, and high-quality specialized medical service centers... expected to take 2 years to complete the administrative procedures and complete the above contents.

I kindly request that the General Meeting of Shareholders vote on the above issue./.

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

Recipients:

- General Meeting of Shareholders;
- File: Clerical Dep., Legal Dep., Meeting Records

(signed)

Hoang Tuyen

No. 332 /TTr-HĐQT

Thai Nguyen, June 07, 2024

REPORT

Approving the Company's audited Report on the use of capital obtained from the public offering of shares to existing shareholders.

To: General Meeting of Shareholders of Thai Nguyen International Hospital Joint Stock Company

- Pursuant to the Enterprise Law and detailing documents and documents guiding implementation;*
- Pursuant to the Securities Law and detailing documents and documents guiding implementation;*
- Pursuant to the Charter of organization and operation and internal regulations on corporate governance.*

The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders for consideration and approval:

1. Report on the progress of using capital obtained from the public offering of shares to existing shareholders according to the plan of offering additional shares to the public to existing shareholders approved by the Extraordinary General Meeting of Shareholders 2022 approved under Resolution No. 110/2022/NQ-DHDCD dated October 10, 2022 and has been audited by Vietnam Auditing and Valuation Company Limited.

2. According to the Plan approved by the 2022 Extraordinary General Meeting of Shareholders according to Resolution No. 110/2022/NQ-DHDCD dated October 10, 2022, the expected period of use of the offering is in 2023. However, because the project implementation progress is longer than planned, the time to use the capital obtained from the offering for the items of the TNH Viet Yen Hospital project is also prolonged. . As of March 31, 2024, the Company still has a portion of the proceeds from the offering as detailed in the attached Capital Utilization Progress Report and will continue to use the proceeds from the offering in 2024.

For detailed information, see the attached Capital Utilization Progress Report.

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

Best regard!

Recipients:

- As above.
- Save: Archives, PC, Congress Records.

**On behalf of ADMINISTRATIVE COUNCIL
CHAIRMAN OF THE BOARD**

(Signed)

Hoang Tuyen

Thai Nguyen , June 7, 2024

REPORT

Regarding changing the maximum foreign ownership ratio of the Company

To: General Meeting of Shareholders of Thai Nguyen International Hospital JSC

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

Considering that the increase of the ownership rate of foreign investors brings good opportunities for TNH shares to increase liquidity in transactions, enhance the ability to mobilize capital, expand the Company's operational scale and change The Company's shareholder structure is in the direction of having more foreign investors.

The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders for considering and approving:

1. The Company's maximum foreign ownership ratio is 70%.
2. The General Meeting of Shareholders authorizes the Board of Directors to review business lines and implement necessary procedures to complete registration with competent authorities on changing the maximum foreign ownership ratio of the Company according to the provisions of law.

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

Best regards !

Recipients:

- As above.
- Save: Archives , PC, Congress profile.

**On behalf of ADMINISTRATIVE COUNCIL
CHAIRMAN OF THE BOARD**

(Signed)

Hoang Tuyen

REPORT
**Regarding changing the Company's registered business lines and
professions**

**To: General Meeting of Shareholders of Thai Nguyen International
Hospital JSC**

- Pursuant to the Enterprise Law and documents guiding implementation;*
- Pursuant to the Charter of Organization and Operation and Internal Regulations on Administration Company ;*
- Pursuant to the actual business situation of the Company.*

The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders to approve the change in the Company's registered business lines as follows:

1. Adjust and supplement details of the Company's business lines as follows:

No	Industry name	Industry code
1	Operations of hospitals and medical stations Detail: - Hospital services (CPC 9311); - Dental and medical examination services (CPC 9312)	8610 (Main)
2	Short-stay services Details: Hotel accommodation arrangement service (CPC 64110)	5510
3	Restaurants and mobile food services Details: Services providing food (CPC 642) and beverages (CPC 643)	5610

2 . Add the following business lines:

No	Industry name	Industry code
1	Activities of general, specialized and dental clinics	8620

	Detail: - Hospital services (CPC 9311); - Dental and medical examination services (CPC 9312)	
2	Preventive medical activities Detail: - Vaccination activities; - Vaccine injection service to prevent disease	8691

3 . Quit the following business lines:

No	Industry name	Industry code
1	Real estate business, land use rights belonging to the owner, user or tenant Details: Real estate business, land use rights belonging to the owner, user or tenant - except investing in the construction of cemetery and graveyard infrastructure to transfer land use rights associated with the infrastructure	6810

3. Correspondingly amend the above contents in **Article 4. The Company's business lines** are stated in the Company's Charter. Authorize the Board of Directors/Legal Representative of the Company to carry out procedures to adjust the Company's Business Registration Certificate and Operation Registration Certificate of Branches at Competent authorities.

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

Best regards!

(This proposal replaces Proposal No. 336/TTr-HDQT dated June 7, 2024 of the Board of Directors on changing the Company's business registration industry).

**O/B ADMINISTRATIVE COUNCIL
CHAIRMAN OF THE BOARD**

Recipients:

- As above.
- Save: Archives , PC, Congress profile.

(Signed)

Hoang Tuyen

No. 439/TTr-HĐQT

Thai Nguyen , May 25 June 2024

**REPORT
Regarding changing the Company name**

To: General Meeting of Shareholders of Thai Nguyen International Hospital JSC

- *Pursuant to the Enterprise Law and documents guiding implementation;*
- *Pursuant to the Charter of Organization and Operation and Internal Regulations on Administration Company ;*
- *Pursuant to the actual business situation of the Company.*

The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders to consider and approve the change of Company name as follows:

1. Approving the change of the Company's name as follows:

- Current name: CONG TY CO PHAN BENH VIEN QUOC TE THAI NGUYEN
- Company name expected to change: CONG TY CO PHAN TAP DOAN BENH VIEN TNH
- English name: TNH HOSPITAL GROUP JOINT STOCK COMPANY
- Abbreviated name: TNH.,JSC

2. Amendment to Article 2. Name, form, headquarters, branches, representative offices, business location and duration of operation of the Company in the Company's Charter.

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

Best regards !

Recipients:

- As above.
- Save: Archives , PC, Congress profile.

**O/B ADMINISTRATIVE COUNCIL
CHAIRMAN OF THE BOARD**

(Signed)

Hoang Tuyen

**REPORT
Regarding the adjustment of the Company's Charter of Organization and
Operations**

**To: General Meeting of Shareholders of Thai Nguyen International Hospital
JSC**

*- Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National
Assembly of the Socialist Republic of Vietnam on June 17, 2020;*

*- Pursuant to Securities Law No. 54/2019/QH14 approved by the National
Assembly of the Socialist Republic of Vietnam on November 26, 2019;*

*- Pursuant to Decree No. 155/2020/ND-CP of the Government detailing the
implementation of a number of articles of the Securities Law;*

*- Pursuant to the Charter of Organization and Operations of Thai Nguyen
International Hospital Joint Stock Company ;*

In order to be consistent with the corporate governance activities, the Board of Directors requests that the Company's General Meeting of Shareholders approve an amendment to the Company's Charter of Organization and Operations approved in Resolution No.501/NQ-ĐHĐCĐ dated June 19, 2023 of the Company's General Meeting of Shareholders at the 2023 Annual General Meeting of Shareholders.

Detailed content of adjustments and supplements to the Charter of Organization and Operations is presented in the Appendix attached to this Report. The amended and supplemented regulations will take effect from the date approved by the General Meeting of Shareholders. We respectfully submit to the General Meeting of Shareholders to authorize the Board of Directors to sign and promulgate the Charter of Organization and Operations according to the amendments and supplements approved by the General Meeting of Shareholders.

The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders for consideration and approval.

Best regards ./.

*(This proposal replaces Proposal No. 334/TTr-HĐQT dated June 7, 2024 of
the Board of Directors on changing the Company's business registration industry).*

Recipients:

- As above;
- Administrative Councils, Board of Directors;
- Save: Archives, PC, Congress profile .

**On behalf of ADMINISTRATIVE
COUNCIL
CHAIRMAN OF THE BOARD**

(Signed)

Hoang Tuyen

APPENDIX: AMENDMENT AND SUPPLEMENT CONTENT IN THE CHARTER OF ORGANIZATION AND OPERATIONS

(Attached to Report No. 440/TTr-HĐQT, dated June 25 , 2024)

Note:

- Articles not detailed in this appendix are unchanged
- The proposed changes in the section "Regulations in the Current Charter" are the lines shown in underlined form .
- The contents that need to be amended and supplemented in the section "Regulations in the Supplementary Charter" are **in red and bold** .
- The Enterprise Law is Enterprise Law No. 59/2020/QH14 passed by the XIV National Assembly of the Socialist Republic of Vietnam on June 17, 2020.
- The Securities Law is Securities Law No. 54/2019/QH14 passed by the XIV National Assembly of the Socialist Republic of Vietnam on November 26, 2019.
- Decree 155/2020/ND – CP is Decree No. 155/2020/ND – CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law.

Regulations in the current charter	Regulations in the supplementary charter	Reason for modification
HEADING	HEADING	
Pursuant to the Enterprise Law 2020 and detailing documents and guiding implementation; Pursuant to the Securities Law 2019 and detailing documents and guiding implementation; This Charter is amended and supplemented on June 19 , 2023 according to Resolution No. 51 0/NQ-DHĐCD dated June 19 , 2023 of the Company's General Meeting of Shareholders .	Pursuant to the Enterprise Law 2020 and detailing documents and guiding implementation; Pursuant to the Securities Law 2019 and detailing documents and guiding implementation; This Charter is amended and supplemented on June 28 , 2024 according to Resolution No. ... /NQ-DHĐCD dated June 28 , 2024 of the Company's General Meeting of Shareholders .	Update reference information in accordance with the time of Charter amendment
CHAPTER II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY	CHAPTER II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY	

Article 2. Name, form, headquarters, branches, representative offices, business locations and duration of operation of the Company	Article 2. Name, form, headquarters, branches, representative offices, business locations and duration of operation of the Company																												
1. Company Name - Company name written in Vietnamese: <u>CÔNG TY CỔ PHẦN BỆNH VIỆN QUỐC TẾ THÁI NGUYỄN</u> - Company name written in a foreign language: THAI NGUYEN INTERNATIONAL HOSPITAL JOINT STOCK COMPANY - Abbreviated Company name: TNH .,JSC	1. Company Name - Company name written in Vietnamese: CÔNG TY CỔ PHẦN TẬP ĐOÀN BỆNH VIỆN TNH - Company name written in a foreign language: TNH HOSPITAL GROUP JOINT STOCK COMPANY - Abbreviated Company name: TNH .,JSC	Change of company's name																											
CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY	CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY																												
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CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS	CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS				
Article 7. Charter capital, shares, founding shareholders , maximum foreign ownership ratio	Article 7. Charter capital, shares, founding shareholders, maximum foreign ownership ratio				
9. The Company's maximum foreign ownership ratio is <u>49%</u> .	9. The Company's maximum foreign ownership ratio is 70% . The company changes its maximum foreign ownership ratio				
CHAPTER VII. ADMINISTRATIVE COUNCIL	CHAPTER VII. ADMINISTRATIVE COUNCIL				
Article 26. Members and term of members of the Board of Directors	Article 26. Members and term of members of the Board of Directors				
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Article 58. Effective date	Article 58. Effective date				
1. This Charter includes 18 chapters and 58 articles; unanimously approved by the General Meeting of Shareholders of Thai Nguyen International Hospital Joint Stock Company on June 19, 2023 at the 2023 annual general meeting of shareholders and jointly approved the full validity of this Charter. .	1. This Charter includes 18 chapters and 58 articles; unanimously approved by the General Meeting of Shareholders of Thai Nguyen International Hospital Joint Stock Company on June 28 , 2024 at the 2024 annual general meeting of shareholders and jointly approved the full validity of this Charter. Re-update				

**THAI NGUYEN
INTERNATIONAL HOSPITAL
JOINT STOCK COMPANY**

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

No. /NQ - DHDCD

Thai Nguyen, June 28, 2024

**RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024**

**GENERAL MEETING OF SHAREHOLDERS
THAI NGUYEN INTERNATIONAL HOSPITAL JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises and its guiding documents;
- Pursuant to the Law on Securities and its guiding documents;
- Pursuant to the Charter and Internal Regulations on Corporate Governance;
- Pursuant to the minutes of the meeting No./BB-DHDCD dated June 28, 2024, of the General Meeting of Shareholders of Thai Nguyen International Hospital Joint Stock Company;

RESOLVES:

Article 1: Approval of the following proposals:

1. Approving the Separate and Consolidated Financial Statements audited for the year 2023 of Thai Nguyen International Hospital Joint Stock Company according to Proposal No. 319/TTr-HDQT dated June 7, 2024, of the Administrative Council.

2. Approving the selection of the auditing firm for the financial statements of 2024 according to Proposal No. 321/TTr-HDQT dated June 7, 2024, of the Administrative Council.

3. Approving the Report on Business Results for 2023 and the Business Plan for 2024 of the Company according to Proposal No. 370/TTr-HDQT dated June 17, 2024, of the Administrative Council.

4. Approving the Report No. 335/BC-HDQT dated June 7, 2024, on the operational results for 2023 and the operational direction for 2024 of the Administrative Council of the Company.

5. Approving the 2023 Annual Report of the independent member of the Administrative Council in the Audit Committee dated June 7, 2024.

6. Approving the Report No. 322/BC-BKS dated June 7, 2024, on the operational results for 2023 and the operational direction for 2024 of the Supervisory Board of the Company.

7. Approving the remuneration for the Administrative Council and the Supervisory Board for 2023 according to Proposal No. 326/TTr-HDQT dated June 7, 2024, of the Administrative Council.

8. Approving the dismissal of Mrs. Le Thi Anh Hang and Mr. Dang Duc Huan from the positions of Members of the Supervisory Board and electing 02 additional members to the Supervisory Board for the 2020-2025 term.

9. Approving the dismissal of Mr. Nguyen Xuan Don from the position of Member of the Administrative Council, changing the number of members of the Administrative Council, and nominating candidates for the Administrative Council for the 2020-2025 term.

10. Approving the reduction of charter capital due to the Company repurchasing shares from employees according to the employee stock issuance regulations to become treasury shares according to Proposal No. 324/TTr-HDQT dated June 7, 2024, of the Administrative Council.

11. Approving the plan to pay dividends in shares for 2023 according to Proposal No. 325/TTr-HDQT dated June 7, 2024, of the Administrative Council.

12. Approving the adjustment of the total investment for the TNH Viet Yen Hospital Project according to Proposal No. 329/TTr-HDQT dated June 7, 2024, of the Administrative Council.

13. Approving the adjustment of the Yen Binh Thai Nguyen General Hospital Project according to Proposal No. 330/TTr-HDQT dated June 7, 2024, of the Administrative Council.

14. Approving the adjustment of the Thai Nguyen International Hospital Project according to Proposal No. 331/TTr-HDQT dated June 7, 2024, of the Administrative Council.

15. Approving the report on the progress of using the capital raised from the public share offering audited by the Company according to Proposal No. 332/TTr-HDQT dated June 7, 2024, of the Administrative Council.

16. Approving the change of business lines according to Proposal No. 438/TTr-HDQT dated June 25, 2024, of the Administrative Council.

17. Approving the change in the maximum foreign ownership ratio according to Proposal No. 333/TTr-HDQT dated June 7, 2024, of the Administrative Council.

18. Approval of changing the Company's name according to report No. 439/TTr-HDQT dated June 25, 2024

19. Approving the amendment of the Company's Charter of organization and operation according to Proposal No. 440/TTr-HDQT dated June 25, 2024.

Article 2: Effect and Implementation

1. This resolution is effective from the date of signing.

2. The Administrative Council, the Executive Board, the Supervisory Board, the legal representative, and all officers and employees of the Company are responsible for organizing and implementing the contents of this resolution./.

Recipient:

- Shareholdres of the company;
- Administrative Council; Board of Directors; Supervisory Board;
- Reporting relevant agencies, organizations;
- Archived: Documentation, PC, Congress File.

**ON BEHALF OF GENERAL
MEETING OF SHAREHOLDERS
CHAIRMAN OF
ADMINISTRATIVE COUNCIL**

Hoang Tuyen

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INTRODUCTION

Pursuant to the Law on Enterprises 2020 and the detailed regulations and implementation guidelines;

Pursuant to the Law on Securities 2019 and the detailed regulations and implementation guidelines;

This Charter was amended and supplemented on June 28, 2024, according to Resolution No./NQ-GMS dated June 28, 2024, of the General Meeting of Shareholders of the Company.

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) *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

d) *Law on Securities* means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

e) *Vietnam* means 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 Officers, 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;

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 (Sections, 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 prevailing 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: ctcpbenhvienquoctethainguyen@gmail.com
- Website: <https://tnh.com.vn/>

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.

Unless terminated earlier as stipulated in Clause 2, Article 54, or extended in accordance

with Article 55 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 as prescribed by law.
2. The Company shall have **one** 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 2 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 has the following responsibilities:
 - 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.

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

Article 4. Business Lines of the Company

No.	Business Lines Names	Code
1	Hoạt động của các bệnh viện, trạm y tế Details: Hospital services (CPC 9311); Dental and medical consultation services (CPC 9312)	8610 (Primary)
2	Short-term Accommodation Services Details: Hotel accommodation services (CPC 64110)	5510
3	Restaurant and Mobile Food Service Activities Details: Food services (CPC 642) and beverage services (CPC 643)	5610
4	Activities of General, Specialized, and Dental Clinics Details: Hospital services (CPC 9311); Dental and medical consultation services (CPC 9312)	8620
5	Preventive medical activities Detail: - Vaccination activities; - Vaccine injection service to prevent disease	8691

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 prevailing 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 adoption 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 regarding the founding shareholders as stipulated by the Law on Enterprises are detailed in Appendix 01 attached. This Appendix is an integral 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 prevailing 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 Board of Supervisors.
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 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 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 or 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 5% 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 reports, reports of the Board of Supervisors, 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 Supervisors to inspect specific issues related to the management and operation of the Company when deemed necessary. The request must

be in writing and include the following details: full name, contact address, nationality, identification documents of individuals who are shareholders; name, enterprise registration number or legal document number, head office address of organizations who are shareholders; number of shares and date of share registration of each shareholder, total shares of the shareholder group and ownership percentage in the total shares of the Company; issue to be inspected, purpose of inspection;

d) To propose agenda items for the General Meeting of Shareholders. Proposals must be in writing and sent to the Company no later than 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 common shares have the right to nominate persons for the Board of Directors and the Board of Supervisors. The nomination of candidates for the Board of Directors and the Board of Supervisors shall be as follows:

a) Common shareholders forming a group to nominate persons for the Board of Directors and the Board of Supervisors 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 and the Board of Supervisors, shareholders or groups of shareholders specified in this clause have the right to nominate one or more candidates as decided by the General Meeting of Shareholders to run for positions in the Board of Directors and the Board of Supervisors. If the number of candidates nominated by shareholders or groups of shareholders is less than the number they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

Article 13. Obligations of Shareholders

Common shareholders have the following obligations:

1. To fully and timely pay for the subscribed shares.

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 within the Company shall jointly and severally bear responsibility for the debts and other property obligations of the Company within the value of the withdrawn shares and any resulting losses.

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

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

the Board of Directors.

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

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

- a) Attending and voting directly at the meeting;
- b) Authorizing another individual or organization to attend and vote at the meeting;
- c) Participating and voting through online meetings, electronic voting, or other electronic forms;
- d) Sending voting ballots to the meeting by mail, fax, or email.

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

- a) Violating laws;
- b) Engaging in business and other transactions for the benefit or in the interest of other organizations or individuals;
- c) Settling debts before they are due against the Company's financial risks.

9. To fulfill other obligations as prescribed by current legal regulations.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The Annual General Meeting of Shareholders is held once a year within four (04) months from the end of the financial year. The Board of Directors may extend the deadline for convening the Annual General Meeting of Shareholders when necessary, but not more than six (06) months from the end of the financial year. Apart from the annual meeting, the General Meeting of Shareholders may also convene extraordinary meetings. The meeting place of the General Meeting of Shareholders is determined as the location where the meeting is chaired and must be within the territory of 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 or the Board of Supervisors 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) Upon request from shareholders or groups of shareholders as stipulated in Article 115(2) of the Enterprise Law; the request to convene the General Meeting of Shareholders must be in writing, specifying the reason and purpose of the meeting, and must include sufficient signatures of the relevant shareholders or the written request must be prepared in multiple copies and include sufficient signatures of the relevant shareholders.
- d) Upon request from the Board of Supervisors.
- e) Other cases as prescribed by law.

4. The procedures for convening an Extraordinary General Meeting of Shareholders are as follows

- 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, or remaining members of the Board of Supervisors 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 of this Article, within the next 30 days, the Board of Supervisors shall replace the Board of Directors to convene an Extraordinary General Meeting of Shareholders as prescribed in Article 140(3) of the Enterprise Law;
- c) If the Board of Supervisors fails to convene an Extraordinary General Meeting of Shareholders as prescribed in point b of this Article, 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, shareholders or groups of shareholders convening the Extraordinary General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures, conduct the meeting, and issue resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not

include costs incurred by shareholders attending the General Meeting of Shareholders, including costs of food, lodging, and transportation.

d) Procedures for organizing the General Meeting of Shareholders as prescribed in Article 140(5) of the Enterprise Law.

5. Members of the Board of Directors and members of the Board of Supervisors 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 and members of the Board of Supervisors must report in writing to the Board of Directors and the Board of Supervisors.

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, members of the Board of Supervisors;
- 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 report;
- e) Decide to amend, supplement the Company's Charter;
- f) Approve the annual financial report;
- 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, members of the Board of Supervisors 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, Board of Supervisors;
- l) Approve the internal governance regulations; Regulations on the operation of the Board of Directors, Board of Supervisors;
- m) Approve the list of approved audit firms; decide on the audit firm approved to audit the Company, dismiss 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) Annual business plan of the Company;
- b) Annual audited financial report;

- c) Report of the Board of Directors on management and performance of the Board of Directors and each member of the Board of Directors;
- d) Report of the Board of Supervisors on the business results of the Company, the performance of the Board of Directors, and the Chief Executive Officer;
- e) Self-assessment report on the performance results of the Board of Supervisors and its members;
- f) Dividend rate for each type of shares;
- g) Number of members of the Board of Directors, Board of Supervisors;
- h) Election, dismissal, or removal of members of the Board of Directors, Board of Supervisors;
- i) Decision on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors, Board of Supervisors;
- k) Approval of the list of approved audit firms; decision on the approved audit firm to audit the Company's activities when deemed necessary;
- l) Amendment and supplementation of the Company's Charter;
- m) Type of shares and the number of new shares to be issued for each type of shares, and the transfer of shares of founding members within the first 03 years from the date of establishment;
- n) Division, split, merger, consolidation, or conversion of the Company;
- o) Restructuring and dissolution (liquidation) of the Company and appointment of a liquidator;
- p) Decision on investments or sales of assets worth 35% or more of the total asset value recorded in the Company's most recent financial report;
- q) Decision on the repurchase of over 10% of the total sold shares of each type;
- r) Approval of contracts, transactions with subjects specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial report;
- s) Approval of 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 certain provisions of the Securities Law;
- t) Approval of internal governance regulations, Regulations on the operation of the Board of Directors, Regulations on the operation of the Board of Supervisors;
- u) Other issues as prescribed by law, or at the proposal of the Board of Directors, Board of Supervisors.

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. Shareholders, or their authorized representatives including organizations, may directly attend the meeting or authorize one or more individuals or organizations to attend the meeting through one of the forms specified in Article 144(3) of the Enterprise Law.

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 respective shareholding 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 Special Rights

1. The amendment or cancellation of special rights attached to a type of preferred shares becomes effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting. A resolution of the General Meeting regarding changes detrimental to the rights and obligations of shareholders owning preferred shares can only be passed if approved by shareholders owning 75% or more of the total shares of that type of preferred shares attending the meeting or through written consent.
2. The organization of a meeting of shareholders holding a type of preferred shares to approve the above-mentioned changes is valid only if at least 2 shareholders (or their authorized representatives) holding at least 1/3 of the nominal value of the issued shares of that type are present. If the required number of representatives is not met, the meeting shall be reconvened within 30 days, and shareholders holding shares of that type (irrespective of the number of persons and shares) present either in person or through authorized representatives shall be considered sufficient representatives. At such meetings of shareholders holding preferred shares, shareholders of that type present in person or through representatives may request a secret ballot. Each share of the same type carries equal voting rights at such meetings.
3. The conditions, procedures, and forms for conducting and voting on resolutions at such separate meetings shall be similar to those for the General Meeting of Shareholders stipulated in these Articles of Association.
4. Unless otherwise stipulated in the terms of issuance of shares, the special rights attached to types of preferred shares regarding the distribution of profits or assets of the Company shall not be altered 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 these Articles of Association.
2. The convener of the Shareholders' General Meeting must carry out 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 resolutions of the Shareholders' General Meeting 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, Board of Supervisors members;
 - 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. Notice of Convocation of Shareholders' General Meeting shall be sent to all shareholders using methods ensuring delivery to shareholders' contact addresses, and simultaneously published on the company's electronic portal and the State Securities Commission, Stock Exchange where the company's shares are listed or registered for trading. The convener of the Shareholders' General Meeting must send the notice of convocation to all shareholders on the Shareholders' List eligible to attend the meeting no later than 21 days before the meeting date (calculated from the date the notice is sent or validly transmitted). The notice of convocation must include the company's name, head office address, business registration number; name, contact address of shareholders, time, meeting venue, and other requirements for attendees. The agenda of the Shareholders' General Meeting, related documents on the issues to be voted on at the meeting, will be sent to shareholders and/or published on the company's electronic portal. In cases where documents are not sent together with the notice of convocation, the notice must specify the link to access all meeting documents so that shareholders can access, including:
- a) Meeting agenda, documents to be used in the meeting;
 - b) List and detailed information of candidates in case of election of members of the Board of Directors, members of the Board of Supervisors;
 - c) Voting ballot;

d) Draft resolutions for each agenda item in the meeting program.

4. Shareholders or shareholder groups holding 5% or more of the total outstanding ordinary shares have the right to propose agenda items for the Shareholders' General Meeting. Proposals must be in writing and must be submitted to the company no later than 3 working days before the meeting date. Proposals must specify the shareholder's name, quantity of each type of shareholder's shares, and the proposed agenda item.

5. If the convener of the Shareholders' General Meeting rejects the proposal as stipulated in Clause 4 of this Article, they must respond in writing no later than two (02) working days before the meeting date, stating the reasons for the rejection. The convener of the Shareholders' General Meeting may only reject the proposal if it falls under one of the following circumstances:

a) The proposal was not submitted according to the provisions of Clause 4 of this Article;

b) At the time of the proposal, the shareholder or shareholder group did not hold at least 5% of the ordinary shares;

c) The proposed issue does not fall within the jurisdiction of the Shareholders' General Meeting to decide;

d) Other cases as stipulated by law and these Articles of Association.

6. The convener of the Shareholders' General Meeting must accept and include the proposal as stipulated in Clause 4 of this Article in the draft agenda and content of the meeting, except as provided in Clause 5 of this Article; the proposal shall be formally added to the agenda and content of the meeting if approved by the Shareholders' General Meeting.

Article 19. Conditions for Conducting Shareholders' General Meeting

1. The Shareholders' General Meeting shall be conducted when there is a quorum of shareholders representing over 50% of the total voting shares.

2. If the first meeting does not meet the conditions specified in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the planned date of the first meeting. The second Shareholders' General Meeting shall be conducted when there is a quorum of shareholders representing at least 33% of the total voting shares.

3. If the second meeting does not meet the conditions specified in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the planned date of the second meeting. The third Shareholders' General Meeting shall be conducted without dependence on the total voting shares of attending shareholders.

4. Only the Shareholders' General Meeting has the right to decide to amend the agenda sent with the notice of convocation as specified in Article 142 of the Enterprise Law.

Article 20. Procedures for Conducting and Voting at the Shareholders' General Meeting

1. Before the meeting commences, the Company must conduct shareholder registration and continue registration until all shareholders eligible to attend are registered in the following sequence:

a) During the shareholder registration process, the Company issues a voting card and/or ballot (if applicable) to each shareholder or their authorized representative with the registered number, full name of the shareholder or representative, and the number of voting/ballot papers allocated to them.

b) In the case of the Company organizing an online Shareholders' General Meeting with electronic voting, shareholders and their authorized representatives (if any) access the online Shareholders' General Meeting system to participate and exercise their voting rights and ballots electronically.

c) Shareholders or their authorized representatives who are organizations or individuals delegated to attend the meeting after it has commenced are still eligible for registration and have the right to participate in voting immediately after registration. The chairperson is not responsible for stopping the general meeting for late-registered shareholders, and the validity of previously voted matters remains unchanged.

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

a) The Chairman of the Board of Directors presides over or delegates another member of the Board of Directors to chair the Shareholders' General Meeting convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors elect one of themselves as the chairman of the meeting by majority vote. If unable to elect a chairman, the Chairman of the Board of Supervisors shall conduct the meeting and the person with the highest number of votes shall preside over the meeting.

b) Except as provided in point a above, the person who signs the notice convening the Shareholders' General Meeting shall conduct the meeting, and the person with the highest number of votes shall preside over the meeting.

c) The chairman appoints one or more persons to act as secretaries of the meeting.

d) The Shareholders' General Meeting elects one or more persons to the Vote Counting Committee as proposed by the chairman of the meeting.

3. The agenda and content of the meeting must be approved by the Shareholders' General Meeting during the opening session. The agenda must specify and detail the time allocated for each item on the agenda.

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

- a) Arrange seating at the meeting venue.
 - b) Ensure the safety of everyone present at the meeting venues.
 - c) Facilitate shareholders' attendance (or continued attendance) at the general meeting. The person convening the Shareholders' General Meeting has full authority to change the above measures and apply all necessary measures. The measures applied may include issuing entry passes or using other forms of selection.
5. The Shareholders' General Meeting discusses and votes on each item on the agenda. Voting is conducted by affirmative vote, dissenting vote, and abstention. The results of the vote are announced by the chairman immediately before the meeting is adjourned.
6. Shareholders or their authorized representatives who arrive after the meeting has commenced are still eligible to register and participate in voting immediately upon registration. In this case, the validity of decisions already voted upon remains unchanged.
7. The person convening the meeting or the chairman of the Shareholders' General Meeting has the following rights:
- a) Requesting all attendees to undergo checks or other lawful and reasonable security measures.
 - b) Requesting competent authorities to maintain order at the meeting; expelling individuals who fail to comply with the chairman's instructions, deliberately disrupt order, obstruct the normal progress of the meeting, or fail to comply with security checks from the Shareholders' General Meeting.
8. The chairman has the right to postpone a Shareholders' General Meeting that has achieved the maximum registered attendees for up to 3 working days from the scheduled date of the meeting. This can only occur under the following circumstances:
- a) The meeting venue lacks sufficient seating for all attendees.
 - b) The information technology at the meeting venue does not ensure shareholders can participate, discuss, and vote.
 - c) Attendees disrupt order, pose a risk of unfair or illegal conduct of the meeting.
9. If the chairman postpones or suspends the Shareholders' General Meeting contrary to the provisions of point 8, a substitute chairman shall be elected from among the attendees to conduct the meeting until its conclusion. All resolutions passed at that meeting shall be effective and enforceable.
10. If the company applies modern technology to organize the Shareholders' General Meeting through online means, the company is responsible for ensuring shareholders can participate and vote electronically or through other electronic means as specified in Article 144 of the Enterprise Law and Article 3 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Securities Law.

Article 21. Conditions for Resolutions of the General Meeting of Shareholders to be Passed

1. Resolutions on the following matters are passed if they receive the affirmative votes representing 65% or more of the total voting shares of all shareholders present and voting at the meeting, except as provided in Articles 3, 4, and 6 of Article 148 of the Enterprise Law:

- a) Type of shares and total number of each type of shares;
- b) Changes in industries, trades, and business sectors;
- c) Changes in the organizational structure of the company's management;
- d) Investment projects or the sale of assets valued at 35% or more of the total asset value as stated in the latest financial statements of the Company;
- e) Restructuring or dissolution of the Company.

2. Resolutions are passed when they receive the affirmative votes representing more than 50% of the total voting shares of all shareholders present and voting at the meeting, except as provided in Article 1 of this Article and Articles 3, 4, and 6 of Article 148 of the Enterprise Law.

3. Voting to elect members of the Board of Directors and the Board of Supervisors can be conducted by cumulative voting, where each shareholder's total voting shares correspond to the total shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and shareholders have the right to cast all or part of their total voting shares for one or more candidates. The elected members of the Board of Directors or the Board of Supervisors are determined by the number of votes received, starting from the candidate with the highest number of votes down to meet the number of members specified in the company's charter. In cases where two (02) or more candidates receive an equal number of votes for the last member of the Board of Directors or the Board of Supervisors, a re-election will be conducted among the candidates with equal votes or according to the criteria specified in the election regulations. Additionally, voting to elect members of the Board of Directors and the Board of Supervisors may be conducted by other methods as stipulated in the Election Regulations for each election.

4. In the case of resolutions passed by written consent, the resolution of the General Meeting of Shareholders is deemed passed if it receives the consent of shareholders representing more than fifty percent (50%) of the total voting shares of all shareholders entitled to vote.

5. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the procedures for convening and passing the resolution violate the provisions of the Enterprise Law and the company's charter.

Article 22. Authority and Procedure for Obtaining Shareholder Written Consent to Pass Resolutions of the General Meeting of Shareholders

The authority and procedure for obtaining shareholder written consent to pass resolutions of the General Meeting of Shareholders are carried out according to the following regulations:

1. When deemed necessary for the Company's interests, the Board of Directors has the authority to obtain shareholder written consent to pass resolutions of the General Meeting of Shareholders on all matters within its jurisdiction, except as provided in Article 2 of Article 147 of the Enterprise Law.

2. The Board of Directors must prepare a ballot for obtaining consent, draft resolutions of the General Meeting of Shareholders, explanatory documents for draft resolutions, and send them to all shareholders entitled to vote no later than 10 days before the deadline for returning the ballot. The preparation of the list of shareholders sending the consent ballot is conducted in accordance with the provisions of Article 1 and Article 2 of Article 141 of the Enterprise Law. The requirements and methods for sending the consent ballot and accompanying documents shall be carried out similarly to the provisions regarding the notice of invitation to the General Meeting of Shareholders as stipulated in Article 3 of these Articles.

3. The consent ballot must include the following key contents:

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

b) Purpose of obtaining consent;

c) Full name, contact address, nationality, legal identification document number for individual shareholders; name, business registration number, or legal identification document number of the organization, registered office address for organizational shareholders; full name, contact address, nationality, legal identification document number for individuals representing organizational shareholders; number of shares of each type and number of voting shares of the shareholder;

d) Issues requiring consent to pass a decision;

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

f) Deadline for returning the answered consent ballot to the Company;

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

4. Shareholders may send the answered consent ballots to the Company via mail, fax, or email according to the following regulations:

a) In the case of sending by mail, the consent ballot must bear the signature of the individual shareholder, authorized representative, or legal representative of the corporate shareholder. The consent ballot sent to the Company must be sealed in a closed envelope, and no one is allowed to open it before vote counting;

b) In the case of sending by fax or email, the consent ballot sent to the Company must be kept confidential until the vote counting period;

c) Consent ballots sent to the Company after the specified deadline stated in the consent ballot or those that have been opened in the case of mail or disclosed in the case of fax or email are invalid. Ballots not returned are considered as non-participation in the vote.

5. The Board of Directors shall verify the votes and prepare a vote counting report under the supervision of the Board of Supervisors or a shareholder who does not hold a managerial position in the Company. The vote counting report must include the following key 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 in favor, against, 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 vote counting report and resolutions must be sent to shareholders within 15 days from the end of the vote counting period. The sending of the vote counting report and resolutions may be replaced by posting on the Company's electronic information page within 24 hours from the end of the vote counting period.

7. The answered consent ballots, vote counting report, resolutions passed, and related documents accompanying the consent ballots must be kept at the Company's registered office.

8. Resolutions passed through shareholder written consent, if approved by shareholders owning more than 50% of the total voting shares of all shareholders entitled to vote, are valid as if they were passed at the General Meeting of Shareholders.

Article 23. Resolutions and Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in another electronic form. The minutes must be prepared in Vietnamese, may also be prepared in a foreign language, and must include the following key contents:

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

- b) Time and venue of the General Meeting of Shareholders;
 - c) Agenda and content of the meeting;
 - d) Name of the chairman and secretary;
 - e) Summary of the proceedings and opinions expressed at the General Meeting of Shareholders on each agenda item;
 - f) Number of shareholders and total voting shares of attending shareholders, appendix list of registered shareholders, representatives of attending shareholders with corresponding shares and votes;
 - g) Total votes for each voting issue, specifying the voting methods, total valid and invalid votes, approvals, disapprovals, and abstentions; corresponding percentages over the total votes of attending shareholders;
 - h) Issues that have been passed and corresponding voting percentages;
 - i) Name, signature of the chairman and secretary. If the chairman or secretary refuses to sign the minutes, it shall be valid if signed by all other members of the Board of Directors present at the meeting and contains all required contents as per this provision. The minutes must clearly state the refusal of the chairman or secretary to sign.
2. The 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 signatories in the minutes are jointly responsible for the accuracy and truthfulness of the content of the minutes.
3. The minutes, whether in Vietnamese or in a foreign language, have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the content in the Vietnamese version shall prevail.
4. Resolutions and minutes of the General Meeting of Shareholders must be fully disclosed on the Company's electronic information page, the State Securities Commission portal, and the Stock Exchange within twenty-four (24) hours from the date the General Meeting of Shareholders passes them, in accordance with the provisions of the Enterprise Law.
5. The minutes of the General Meeting of Shareholders, appendix list of registered attending shareholders, resolutions passed, and related documents accompanying the meeting invitation must be kept at the Company's registered office.

Article 24. Request for Annulment of Resolutions of the General Meeting of Shareholders

Within a period of 90 days from the date of receipt of the resolution, minutes of the General Meeting of Shareholders, or the minutes of the results of voting by written ballot of the General Meeting of Shareholders, shareholders or a group of shareholders as stipulated in Clause 2 of Article 115 of the Enterprise Law have the right to request a Court or Arbitration to review and annul the resolution or a part of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedure and process of convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and these Articles of Association, except for cases stipulated in Clause 5 of Article 21 of these Articles of Association.

2. The content of the resolution violates the law or these Articles of Association.

CHAPTER VII. BOARD OF DIRECTORS

Article 25. Nomination and Candidacy of Board Members

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose relevant information about 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. Candidates for the Board of Directors must provide a written commitment to the truthfulness and accuracy of the personal information disclosed and commit to fulfilling their duties honestly, carefully, and in the best interests of the Company if elected as a member of the Board of Directors. The disclosed information about Board of Directors candidates includes:

a) Full name, date of birth;

b) Professional qualifications;

c) Career background;

d) Other management positions (including positions on the boards of other companies);

e) Interests related to the Company and related parties of the Company;

f) Other information (if any) as stipulated in the Articles of Association;

g) The Company must responsibly disclose information about the companies where the candidate holds a position as a member of the Board of Directors, other management positions, and interests related to the Company of the Board of Directors candidate (if any).

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

3. If the number of candidates for the Board of Directors through nomination and candidacy still does not meet the required number as stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall introduce additional candidates concurrently with organizing nominations for candidates as specified in Clause 2 of this Article, the Articles of Association, the Company's internal governance regulations, and the Operating Regulations of the Board of Directors. The incumbent Board of Directors must clearly announce the introduction of additional candidates for the Board of Directors before the General Meeting of Shareholders votes to elect Board

members, in accordance with legal provisions.

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

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

1. The Board of Directors consists of 8 members.

2. The term of office for Board members shall not exceed 5 years and may be renewed indefinitely. An individual may serve as an independent Board member for a maximum of 2 consecutive terms. Should all Board members conclude their terms simultaneously, they shall continue until new members are elected to replace and assume their responsibilities.

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

The structure of the company's Board of Directors must ensure that at least 1/3 (minimum of 2) of the total number of Board members are non-executive members. The company limits the maximum number of Board members who concurrently hold executive positions within the company to ensure the independence of the Board of Directors.

The company must also ensure that there are 2 independent members on the Board of Directors.

4. A Board member forfeits their position upon dismissal, removal, or replacement as stipulated in Article 160 of the Enterprise Law.

5. The appointment of Board members must be publicly disclosed in compliance with legal requirements regarding information disclosure in the securities market.

6. Board members are not necessarily shareholders of the company.

Article 27. Powers and Duties of the Board of Directors

1. The Board of Directors is the governing body of the Company, vested with full authority in the name of the Company to decide, exercise rights, and fulfill obligations of the Company, except those within the jurisdiction of the General Meeting of Shareholders.

2. The powers and duties of the Board of Directors are governed by laws, the Company's Charter, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:

a) Determine the Company's mid-term development strategy, annual business plans, and propose the type and total number of shares to be offered for sale;

b) Decide on the sale of unsold shares within the scope of the authorized number of shares for each type; decide on raising additional capital through other forms;

c) Determine the selling price of Company shares and bonds;

d) Decide on the repurchase of shares as stipulated in Articles 133.1 and 133.2 of the

Enterprise Law;

- e) Decide on the selling price of the Company's shares and bonds;
- f) Decide on investment plans and investment projects within its authority and within the limits prescribed by law;
- g) Determine market development, marketing, and technology solutions;
- h) Approve contracts for purchase, sale, loan, lending, and transactions exceeding 35% of the total value of the Company's latest audited financial statements, excluding contracts and transactions within the authority of the General Meeting of Shareholders as specified in points d of Clause 2 of Article 138, Clause 1 and Clause 3 of Article 167 of the Enterprise Law;
- i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the CEO and other key executives as regulated by the Charter, Internal Corporate Governance Regulations; decide on their salaries, remuneration, bonuses, and other benefits; appoint representatives by proxy to participate in the Board of Directors or General Meeting of Shareholders in other companies, decide on their remuneration and other benefits;
- k) Supervise, direct the CEO and other executives in the daily management of the Company's operations;
- l) Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices, and the participation in capital contributions, share purchases of other enterprises;
- m) Approve the program, content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or seek opinions to pass resolutions;
- n) Report annually audited financial statements to the General Meeting of Shareholders;
- o) Propose the dividend payout rate; decide on the timeframe and procedures for dividend payments or handling losses incurred during business operations;
- p) Propose restructuring, dissolution of the Company; request bankruptcy of the Company;
- q) Decide on the issuance of private bonds, including the type of bonds, total bond value, and the timing of issuance, excluding cases specified in point a of Clause 1 of Article 130 of the Enterprise Law, but must report to the General Meeting of Shareholders at the nearest meeting;
- r) Decide to issue the Operating Regulations of the Board of Directors, Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; decide on the issuance of regulations on information disclosure of the company;
- s) Other rights and obligations as stipulated by the Enterprise Law, related laws, this

Charter, and Internal Corporate Governance Regulations.

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

Article 28. Remuneration, Salary, and Other Benefits of the Board of Directors Members

1. The company has the right to pay remuneration, bonuses to the members of the Board of Directors based on business results and effectiveness.

2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. Remuneration for work is calculated based on the number of working days required to complete the tasks of the Board of Directors members and the daily remuneration rate. The Board of Directors plans the remuneration level for each member based on consensus. The total remuneration and bonuses of the Board of Directors are decided by the Annual General Meeting of Shareholders.

3. The remuneration of each member of the Board of Directors is included in the company's operating expenses in accordance with the regulations of corporate income tax laws, shown as a separate item in the company's annual financial statements, and must be reported to the Annual General Meeting of Shareholders at the annual meeting.

4. Board of Directors members holding executive positions or serving on subcommittees of the Board of Directors, or performing duties beyond the usual scope of a Board of Directors member, may receive additional remuneration in the form of a lump-sum payment, salary, commission, profit share, or other forms as decided by the Board of Directors.

5. Board of Directors members have the right to be reimbursed for all travel, meal, accommodation, and other reasonable expenses they incur while fulfilling their responsibilities as Board members, including expenses arising from attending General Meetings of Shareholders, Board of Directors meetings, or Board subcommittee meetings.

6. Board of Directors members may be covered by the company's liability insurance with the approval of the Annual General Meeting of Shareholders. This insurance does not cover liabilities related to violations of laws and the company's articles of association by the Board of Directors members.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed 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 duties:

- a) Develop the agenda and operational plans of the Board of Directors;
- b) Prepare the agenda, content, and documents for meetings; convene, preside over, and chair the 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 duties as stipulated by the Enterprise Law and the company's articles of association.

4. In the event the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the date of 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 delegate in writing to the Vice Chairman of the Board of Directors or to the CEO (if there is no Vice Chairman) to exercise the rights and duties of the Chairman of the Board of Directors according to the principles stipulated in the company's articles of association. If there is no authorized person available or if the Chairman of the Board of Directors is deceased, missing, in temporary detention, serving a prison sentence, undergoing compulsory drug rehabilitation or compulsory education, absconding from residence, under restricted legal capacity, having difficulty in cognition or self-control, barred by court from assuming office or engaging in certain professions or occupations, then the remaining members shall elect a person from among themselves to act as Chairman of the Board of Directors by a majority vote of the remaining members until a new decision is made by the Board of Directors.

Article 30. Meetings 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 7 working days from the end 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 highest proportion of votes. In case there are multiple members with the same highest number of votes or proportion of votes, the members shall vote to select one person among them to convene the meeting of the Board of Directors.

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

3. The Chairman of the Board of Directors shall convene meetings of the Board of Directors in the following cases:

- a) Upon request from the Board of Supervisors or independent members of the Board of Directors;
- b) Upon request from the CEO or at least 5 other managers;

c) Upon request from at least 2 members of the Board of Directors.

4. The requests specified in clause 3 of this Article must be made in writing, clearly stating the purpose, issues for discussion, and decisions within the competence of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receiving a request as stipulated in clause 3 of this Article. In case the Chairman fails to convene the meeting upon request, he/she shall be held responsible for any damages incurred by the Company; the requesting party has the right to substitute the Chairman of the Board of Directors in convening the meeting.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the invitation notice at least 3 working days before the meeting. The invitation notice must specify the time and venue of the meeting, the agenda, the issues for discussion, and decisions to be made. The invitation notice must include the documents to be used at the meeting and voting ballots of the members.

Invitation notices for the Board of Directors meeting may be sent by written invitation, telephone, fax, electronic means, or other methods as stipulated in the company's articles of association, ensuring delivery to the registered contact address of each member of the Board of Directors at the Company.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the invitation notice and accompanying documents to the members of the Board of Supervisors in the same manner as for the members of the Board of Directors.

Members of the Board of Supervisors have the right to attend Board of Directors meetings, participate in discussions, but they do not have voting rights

8. A Board of Directors meeting is conducted when attended by at least three-fourths of the total members. If a meeting convened under this provision does not have the required number of attending members, a second meeting shall be convened within 7 days from the scheduled date of the first meeting. In this case, the meeting shall proceed if more than half of the total members of the Board of Directors attend.

9. Members of the Board of Directors are considered present and can vote at the meeting under the following circumstances:

a) Attending and voting directly at the meeting;

b) Authorizing another person to attend and vote as specified in clause 11 of this Article;

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

d) Sending voting ballots to the meeting via mail, fax, or email;

10. In cases where voting ballots are sent to the meeting via mail, the ballots must be sealed in a securely sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 1 hour before the meeting starts. Voting ballots can only be

opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings in full. Members may authorize others to attend and vote on their behalf if approved by a majority of the Board of Directors.

12. Resolutions and decisions of the Board of Directors are adopted if they receive the approval of the majority of attending members. In case of a tie in votes, the final decision belongs to the opinion of the Chairman of the Board of Directors.

Article 31. Committees of the Board of Directors

1. The Board of Directors may establish sub-committees to oversee policies on development, personnel, compensation, internal audit, and risk management. The number of members in each sub-committee is determined by the Board of Directors, with a minimum of 3 members including members of the Board of Directors and external members. Independent members of the Board of Directors or non-executive members should constitute the majority in the sub-committee, and one of these members shall be appointed as the Chair of the sub-committee according to the decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of Directors. Resolutions of the sub-committee are valid only when a majority of members participate and vote at the sub-committee meeting.

2. The implementation of decisions by the Board of Directors or its sub-committees must comply with current legal regulations and the provisions of the company's Articles of Association and Internal Governance Rules.

Article 32. Corporate Governance Officer

1. The Board of Directors of the Company must appoint at least 01 Corporate Governance Officer to support corporate governance activities within the enterprise. The Corporate Governance Officer may also serve as the Company Secretary as regulated in Article 156(5) of the Enterprise Law.

2. The Corporate Governance Officer may not simultaneously work for an approved auditing organization conducting audits of the Company's financial statements.

a) Advising the Board of Directors on organizing Shareholders' Meetings as regulated and related activities between the Company and shareholders;

b) Preparing meetings of the Board of Directors, Audit Committee, and Shareholders' Meetings upon request of the Board of Directors or Audit Committee;

c) Advising on meeting procedures;

d) Attending meetings;

e) Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;

f) Providing financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and Audit Committee;

- g) Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;
- h) Acting as a liaison with relevant stakeholders;
- i) Safeguarding information in accordance with legal regulations and the Company's Articles of Association;
- k) Other rights and responsibilities as stipulated by law.

CHAPTER VIII. CEO AND OTHER EXECUTIVES

Article 33. Organization of Management Structure

The management system of the Company must ensure that the management team is accountable to the Board of Directors and is supervised and directed by the Board of Directors in the Company's daily business operations. The Company has a Chief Executive Officer (CEO), Deputy CEOs, Chief Accountant, and other management titles appointed by the Board of Directors. The appointment, dismissal, and removal of the above-mentioned positions must be approved by resolutions and decisions of the Board of Directors.

Article 34. Company Executives

1. The Company executives include the CEO, Deputy CEOs, and Chief Accountant.
2. Upon the proposal of the CEO and with the approval of the Board of Directors, the Company may recruit other executives in numbers and standards appropriate to the Company's organizational structure and management regulations as stipulated by the Board of Directors. Business executives must be responsible for assisting the Company in achieving its stated objectives in its operations and organization.
3. The CEO is entitled to salary and bonuses. The salary and bonuses of the CEO are determined by the Board of Directors.
4. The salary of executives is included in the Company's operating expenses according to the regulations of the corporate income tax law, shown as a separate item in the Company's annual financial statements, and must be reported to the Shareholders' General Meeting at the annual meeting.

Article 35. Appointment, Dismissal, Duties, and Powers of the Chief Executive Officer (CEO)

1. The Board of Directors appoints a member of the Board of Directors or hires another person as the Chief Executive Officer.
2. The Chief Executive Officer is responsible for managing the Company's daily business operations; is supervised by the Board of Directors; and is accountable to the Board of Directors and the law for the exercise of delegated rights and duties.
3. The tenure of the Chief Executive Officer shall not exceed 5 years and may be reappointed for an unlimited number of terms. The Chief Executive Officer must meet the standards and conditions stipulated by law.

4. The Chief Executive Officer has the following rights and duties:

- a) Decide on matters related to the Company's daily business operations that are not within 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 plans and investment plans;
- d) Propose organizational restructuring plans and internal management regulations of the Company;
- e) Appoint, dismiss, and remove management positions within the Company, except for positions within the authority of the Board of Directors;
- g) Decide on salaries and other benefits for employees in the Company, including managers appointed by the Chief Executive Officer's authority;
- h) Recruit employees;
- i) Propose dividend payment plans or measures to handle business losses;
- j) Other rights and duties as stipulated by law.

5. The Board of Directors may dismiss the Chief Executive Officer when a majority of its members with voting rights at the meeting agree and appoint a new Chief Executive Officer as a replacement.

Article 36. Responsibilities of the Chief Executive Officer regarding Employees and Trade Unions

- 1. The Chief Executive Officer must draft plans for the Board of Directors to approve issues related to recruitment, employee dismissal, salaries, social insurance, welfare, commendations, and disciplinary actions for employees and executives of the enterprise.
- 2. The Chief Executive Officer must draft plans for the Board of Directors to approve issues related to the Company's relations with trade union organizations according to standards, norms, and best management practices, as well as the regulations stipulated in this Charter, the Company's internal regulations, and current legal provisions.

CHAPTER IX. BOARD OF SUPERVISORS

Article 37. Candidacy, Nomination, Election of Board of Supervisors Members (Supervisors)

- 1. The process of candidacy and nomination for members of the Board of Supervisors shall be conducted similarly to the provisions in Clause 1 and Clause 2 of Article 25 of this Charter.
- 2. In cases where the number of candidates for the Board of Supervisors nominated and put forward through candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company's Charter, internal governance regulations, and the Operating Rules of the Board of Supervisors. The introduction of additional Board of Supervisors candidates by

the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect Board of Supervisors members as stipulated by law.

Article 38. Composition of the Board of Supervisors

1. The number of members of the Company's Board of Supervisors is 3. The term of office of a Board of Supervisors member shall not exceed 5 years and may be re-elected without limitation on the number of terms.

2. The members of Board of Supervisors must meet the standards and conditions as stipulated in Article 169 of the Enterprise Law and shall not fall under the following cases:

- a) Working in the accounting or finance departments of the Company;
- b) Being a member or employee of an independent audit firm performing audits of the Company's financial statements in the past 3 consecutive years;

3. The members of Board of Supervisors shall be dismissed under the following circumstances:

- a) No longer meeting the standards and conditions to serve as a Board of Supervisors member as stipulated in Clause 2 of this Article;

- b) Resignation letter submitted and approved;

4. Board of Supervisors members shall be removed under the following circumstances:

- a) Failing to fulfill assigned duties and tasks;
- b) Not exercising their rights and obligations continuously for 6 months, except in cases of force majeure;
- c) Repeatedly violating or seriously violating the duties of a Board of Supervisors member as stipulated by the Enterprise Law.
- d) Other cases as stipulated by the General Meeting of Shareholders.

Article 39. Chief Supervisor

1. The Chief Supervisor is elected by the Board of Supervisors from among its members; elections, dismissals, and removals follow the majority principle. The Board of Supervisors must have more than half of its members permanently residing in Vietnam. The Chief Supervisor must hold at least a bachelor's degree in economics, finance, accounting, auditing, law, business administration, or a related field relevant to the company's business operations.

2. Rights and duties of the Chief Supervisor:

- a) Convene meetings of the Board of Supervisors;
- b) Request the Board of Directors, the Chief Executive Officer, and other executives to provide relevant information for reporting to the Board of Supervisors;

c) Prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Article 40. Rights and Duties of the Board of Supervisors

The Board of Supervisors has rights and duties as regulated in Article 170 of the Enterprise Law, and additionally:

1. Propose, recommend to the General Meeting of Shareholders for approval of the list of approved audit firms to audit the Company's Financial Statements; decide on the appointment of audit firms approved to inspect the Company's operations, and dismiss or exempt approved auditors when deemed necessary.
2. Be responsible to shareholders for their supervisory activities.
3. Monitor the financial situation of the Company, compliance with laws by the Board of Directors, Chief Executive Officer, and other managers.
4. Ensure coordination with the Board of Directors, Chief Executive Officer, and shareholders.
5. In case of discovering violations of laws or the Company's Charter by members of the Board of Directors, Chief Executive Officer, or other executives of the company, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, request the cessation of violations, and propose measures to remedy the consequences.
6. Develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. Report at the General Meeting of Shareholders as stipulated in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of some provisions of the Securities Law.
8. Have the right to access records and documents of the Company kept at the head office, branches, and other locations; have the right to visit the workplace of managers and employees of the Company during working hours.
9. Have the right to request the Board of Directors, members of the Board of Directors, Chief Executive Officer, and other managers to provide complete, accurate, and timely information, documents regarding management, operation, and business activities of the Company.
10. Other rights and duties as stipulated by law.

Article 41. Meetings of the Board of Supervisors

1. The Board of Supervisors must hold meetings at least 02 times per year, with the attendance of at least 2/3 of its members. The minutes of the Board of Supervisors meetings must be detailed and clear. The minute-taker and all attending members of the Board of Supervisors must sign the minutes of the meeting. The minutes of the Board of Supervisors meetings must be kept to determine the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the Chief Executive Officer, and representatives of approved audit firms to attend and clarify issues as needed.

Article 42. Salaries, Fees, Bonuses, and Other Benefits of Board of Supervisors Members

Salaries, fees, bonuses, and other benefits of Board of Supervisors members are governed by the following regulations:

1. Board of Supervisors members are compensated with salaries, fees, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders determines the total amount of salaries, fees, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Board of Supervisors members are reimbursed for reasonable expenses incurred for meals, accommodations, transportation, and expenses for using independent advisory services. The total amount of fees and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operational expenses of the Board of Supervisors are accounted for as business expenses of the Company in accordance with the laws on corporate income tax and other relevant regulations. These expenses must be separately disclosed in the Company's annual financial statements.

CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES

Members of the Board of Directors, Members of the Board of Supervisors, Chief Executive Officer, and other executives are responsible for fulfilling their duties, including those as members of sub-committees of the Board of Directors, in an honest and prudent manner for the benefit of the Company.

Article 43. Honest Responsibilities and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, Members of the Board of Supervisors, Chief Executive Officer, and other executives must disclose their related interests as regulated by the Enterprise Law and relevant legal documents.
2. Members of the Board of Directors, Members of the Board of Supervisors, Chief Executive Officer, other executives, and related persons of these members may only use information obtained through their positions to serve the Company's interests.
3. Members of the Board of Directors, Members of the Board of Supervisors, Chief Executive Officer, and other executives have the obligation to notify the Board of Directors, Board of Supervisors in writing about transactions between the Company and subsidiaries, or other companies where the Company holds over 50% of charter capital, with these entities or related persons of these entities according to legal regulations. For

such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions according to securities laws.

4. Members of the Board of Directors are not allowed to vote on transactions that benefit themselves or related persons according to the Enterprise Law.

5. Members of the Board of Directors, Members of the Board of Supervisors, Chief Executive Officer, other executives, and related persons of these entities are not allowed to use or disclose internal information to execute related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, Members of the Board of Supervisors, Chief Executive Officer, other executives, and individuals or organizations related to these entities are not void in the following cases:

a) For transactions with a value less than or equal to 35% of the total value of assets recorded in the most recent financial statements, significant contents of the contract or transaction, as well as the relationships and benefits of the members of the Board of Directors, Members of the Board of Supervisors, Chief Executive Officer, other executives, have been reported to the Board of Directors and approved by a majority vote of the non-conflicted members of the Board of Directors;

b) For transactions with a value greater than 35%, or transactions resulting in a transaction value occurring within 12 months from the date of the first transaction with a value of 35% or more of the total value of assets recorded in the most recent financial statements, significant contents of this transaction, as well as the relationships and benefits of the members of the Board of Directors, Members of the Board of Supervisors, Chief Executive Officer, other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders through votes of shareholders without related interests.

Article 44. Liability for Damages and Compensation

1. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, and other executives who violate their duties, responsibilities of honesty and prudence, or fail to fulfill their obligations shall be liable for damages resulting from their wrongful acts.

2. The company shall compensate individuals who are, were, or may become parties involved in complaints, lawsuits, prosecutions (including civil and administrative cases, excluding cases where the company is the plaintiff), if such individuals are or were members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, other executives, employees, or authorized representatives acting in good faith and prudence for the benefit of the company, based on compliance with the law and absence of evidence confirming their breach of duty.

3. Compensation costs include judgment costs, fines, and other payments incurred in practice (including lawyer fees) when resolving these matters within the framework

permitted by law. The company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

CHAPTER XI. RIGHT TO ACCESS REGISTER AND COMPANY RECORDS

Article 45. Right to Access Register and Company Records

1. Ordinary shareholders have the right to access registers and company records as follows:
 - a) Ordinary shareholders have the right to review, access, and extract information regarding their names and contact addresses in the list of voting shareholders; request correction of their inaccurate information; review, access, extract, or copy the company's Articles of Association, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - b) Shareholders or groups of shareholders owning 5% or more of the total ordinary shares have the right to review, access, and extract the register of minutes and resolutions, decisions of the Board of Directors, interim and annual financial reports, reports of the Board of Supervisors, contracts, transactions subject to Board approval, and other documents, except documents related to trade secrets or business secrets of the Company.
2. In cases where authorized representatives of shareholders or groups of shareholders request access to registers and records, they must provide a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of this power of attorney.
3. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, and other executives have the right to access the shareholder register, shareholder list, registers, and other records of the Company for purposes related to their positions, provided that this information is kept confidential.
4. The Company must keep this Articles of Association and any amendments or supplements to the Articles of Association, the Certificate of Business Registration, regulations, documents proving ownership rights, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as required by law at its principal office or another location, provided that shareholders and the Business Registration Office are informed of the location of these documents.
5. The Articles of Association of the Company must be published on the Company's website.

CHAPTER XII. PROFIT DISTRIBUTION

Article 46. Profit Distribution

1. The General Meeting of Shareholders decides on the dividend payment rate and form

of annual dividend payment from the retained earnings of the Company.

2. The Company shall not pay interest on the amount for dividends or related payments on a class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of the dividends in shares, and the Board of Directors is the authority to execute this decision.
4. In the case of dividends or other amounts related to a class of shares paid in cash, the Company must pay in Vietnamese dong. Payment may be made directly or through banks based on detailed bank account information provided by shareholders. If the Company has transferred the amount according to the detailed bank information provided by the shareholder but the shareholder does not receive the money, the Company shall not be liable for the amount transferred to that shareholder. Payment of dividends for listed shares/traded on the Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Enterprise Law, Securities Law, the Board of Directors passes a resolution or decision determining a specific date for closing the shareholder register. Based on that date, those registered as shareholders or owners of other securities are entitled to receive cash dividends or shares, and receive notifications or other documents.
6. Other issues related to profit distribution shall be conducted in accordance with the provisions of the law.

CHAPTER XIII. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 47. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.
2. With prior approval from the authorized agency, when necessary, the Company may open bank accounts abroad in accordance with legal regulations.
3. The Company shall conduct all payments and accounting transactions through accounts in Vietnamese dong or foreign currency at the banks where the Company has opened accounts.

Article 48. Fiscal Year

The Company's fiscal year starts on January 1st and ends on December 31st of each year. The first fiscal year starts from the date of issuance of the Certificate of Business Registration.

Article 49. Accounting System

1. The Company's accounting system shall be either the enterprise accounting system or

specialized accounting system issued and approved by the competent authority.

2. The Company shall maintain accounting records in Vietnamese and keep accounting documents in accordance with accounting regulations and relevant laws. These records must be accurate, updated, systematic, and sufficient to demonstrate and explain the Company's transactions.

3. The Company shall use the Vietnamese dong as the accounting currency. In cases where the Company's primary economic transactions are conducted in a specific foreign currency, the Company may choose that foreign currency as the accounting currency, taking responsibility for this choice under the law and notifying the tax authorities directly.

CHAPTER XIV. ANNUAL REPORTS, FINANCIAL STATEMENTS, AND DISCLOSURE RESPONSIBILITIES

Article 50. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company must prepare annual financial statements and have them audited in accordance with legal regulations. The Company shall disclose the audited annual financial statements in accordance with securities market disclosure regulations and submit them to the competent state authority.

2. The annual financial statements must include all required reports, appendices, and explanatory notes as stipulated by enterprise accounting laws. The annual financial statements must truthfully and objectively reflect the Company's operational activities.

3. The Company must prepare and disclose semi-annual financial reports and quarterly financial reports as reviewed, in accordance with securities market disclosure regulations, and submit them to the competent state authority.

Article 51. Annual Report

The Company must prepare and disclose an Annual Report in accordance with securities laws and regulations governing the securities market.

CHAPTER XV. COMPANY AUDIT

Article 52. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these entities to audit the Company's financial statements for the upcoming fiscal year based on agreed terms and conditions with the Board of Directors.

2. The audit report shall be attached to the Company's annual financial statements.

3. The independent auditor conducting the audit of the Company's financial statements shall attend the General Meeting of Shareholders, receive notices and other information related to the meeting, and express opinions at the meeting on matters related to the audit of the Company's financial statements.

CHAPTER XVI. COMPANY DISSOLUTION

Article 53. Company Dissolution

1. The company may be dissolved in the following cases:
 - a) By resolution or decision of the General Meeting of Shareholders;
 - b) Revocation of the Certificate of Business Registration, except where tax regulations provide otherwise;
 - c) Other cases as stipulated by law.
2. The dissolution of the company shall be decided by the General Meeting of Shareholders and executed by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

Article 54. Extension of Operations

1. The Board of Directors shall convene the General Meeting of Shareholders at least seven (07) months before the expiration of the operating term so that shareholders can vote on the extension of the company's operations as proposed by the Board of Directors.
2. The operating term shall be extended when shareholders representing at least sixty-five percent (65%) of the total voting shares of all shareholders present at the General Meeting of Shareholders consent.

Article 55. Liquidation

1. At least six (06) months before the expiration of the company's operating term or after a decision to dissolve the company, the Board of Directors shall establish a Liquidation Committee consisting of 03 members, including 02 members appointed by the General Meeting of Shareholders and 01 member appointed by the Board of Directors from an independent auditing company. The Liquidation Committee prepares its operational regulations. Members of the Liquidation Committee may be selected from the company's employees or independent experts. All expenses related to liquidation shall be prioritized for payment by the company before other debts.
2. The Liquidation Committee is responsible for reporting to the business registration authority regarding the date of establishment and commencement of operations. From that point onward, the Liquidation Committee acts on behalf of the company in all matters related to the company's liquidation before the court and administrative authorities.
3. Proceeds from liquidation shall be distributed in the following order:
 - a) Liquidation expenses;
 - b) Debts for salaries, severance allowances, social insurance, and other employee benefits under collective labor agreements and signed labor contracts;
 - c) Tax debts;

d) Other debts of the company;

e) Any remaining amount after settling all debts from (a) to (d) above shall be distributed to shareholders. Preferred shares shall be paid first.

CHAPTER XVII. INTERNAL DISPUTE RESOLUTION

Article 56. Internal Dispute Resolution

1. In case of disputes or complaints related to the operations of the company, rights and obligations of shareholders as stipulated in the Enterprise Law, the company's Articles of Association, other legal regulations, or agreements between:

a) Shareholders and the company;

b) Shareholders and the Board of Directors, Board of Supervisors, Chief Executive Officer, or other executives;

The involved parties shall endeavor to resolve the dispute through negotiation and reconciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall lead the dispute resolution and request each party to present relevant information regarding the dispute within 30 working days from the date the dispute arises. In cases involving disputes related to the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Board of Supervisors to appoint an independent expert as a mediator for the reconciliation process.

2. If no reconciliation decision is reached within 06 weeks from the start of the reconciliation process or if the decision of the mediator is not accepted by the parties, either party may refer the dispute to arbitration or court.

3. The parties shall bear the costs related to the negotiation and reconciliation procedures. Payment of court costs shall be made in accordance with the court's judgment.

CHAPTER XVIII. AMENDMENTS AND SUPPLEMENTARY PROVISIONS TO THE CHARTER

Article 57. Charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In cases where the law stipulates activities of the Company that are not covered in this Charter or where new legal provisions differ from the provisions in this Charter, those legal provisions shall apply to regulate the Company's activities.

Article 58. Effective Date

1. This Charter, comprising 18 chapters and 58 articles, was unanimously approved by the General Meeting of Company on June 28, 2024, at the annual general meeting of shareholders for the year 2024, and the full text of this Charter was concurrently approved.

2. The Charter is made in 5 copies of equal validity and must be kept at the Company's head office.
3. This Charter is the sole and official one of the Company.
4. Copies or excerpts of the 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 OF THE BOARD OF DIRECTORS**

(signed)

Hoang Tuyen

APPENDIX 01

**DETAILS OF CHARTER CAPITAL OF THE COMPANY FROM
ESTABLISHMENT UNTIL NOW AND OWNERSHIP RATIOS OF FOUNDING
SHAREHOLDERS AT THE ESTABLISHMENT DATE OF THE COMPANY**

No.	Date	Charter Capital (VND)	Total shares	Shares type
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

Note:

- 1. The company does not have preferred shares*
- 2. Par value of common shares: 10,000 VND per share*

2. Ownership percentage of founding shareholders on the date of company establishment

No.	Shareholder's names	Nationality	Total Shares			Type of shares	Contact Address	Identity Card	
			Quantity	Value (VND)	Percent (%)			Number	Issued by
1	Hoang Tuyen	Vietnam	133.190	13.319.000.000	39,73	Common Share	1514 CT5X2, Hoàng Liệt Ward, Hoàng Mai District, Hanoi City	013177543	Hanoi Police on March 28, 2009
2	Luong Dinh Hien	Vietnam	38.847	3.884.700.000	15,00	Common Share	Group 27, Phan Đình Phùng Ward, Thai Nguyen City, Thai Nguyen Province	090426463	Thai Nguyen Provincial Police on September 23, 2004
3	Nguyen Vu Phuong	Vietnam	55.496	5.549.600.000	20,00	Common Share	Group 32, Phan Đình Phùng Ward, Thai Nguyen City, Thai Nguyen Province	090857411	Thai Nguyen Provincial Police on October 14, 2013
4	Nguyen Van Thuy	Vietnam	27.748	2.774.800.000	10,00	Common Share	Vang Hamle, Tân Hương Commune, Phổ Yên District, Thai Nguyen Province	090094474	Thai Nguyen Provincial Police on March 11, 2018
5	Le Xuan Tan	Vietnam	13.874	1.387.400.000	5,00	Common Share	Group 8, Ba Hàng Town, Phổ Yên District, Thai Nguyen Province	090451238	Thai Nguyen Provincial Police on March 8, 2013
6	Nguyen Thi Thanh Thuy	Vietnam	8.325	832.500.000	0,27	Common Share	301-C8, Nghĩa Tân Ward, Cầu Giấy District, Hanoi City	013142181	Issued by Hanoi Police Department on February 11, 2009

Total	2.774.800	27.748.000.000	100				
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