



**CÔNG TY CỔ PHẦN  
BỆNH VIỆN TIM TÂM ĐỨC**

No: 552-26/CV-TD

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM**

Độc lập - Tự do - Hạnh Phúc

*Ho Chi Minh City, July 3, 2026*

To: - **State Securities Commission;**  
- **Hanoi Stock Exchange.**

Company Name : **Tam Duc Cardiology Hospital Joint Stock Company**  
Stock Code : TTD  
Head Office : No. 04 Nguyen Luong Bang, Tan My Ward, Ho Chi Minh City  
Telephone : 1900 561 539 Fax: (028) 5411 0029  
Information Disclosure Officer : Nguyen Ngoc Chieu Position: Chairman of the Board of Directors  
Type of Information Disclosure :  24 h  Required  Extraordinary  Periodic  
Content of Information Disclosure :

Disclosure of information on the Board of Directors' Resolution No. VII.14.01 dated July 3, 2026 approving the registration for change of the Company's charter capital; approving the amendment of the Company's Charter; and approving the continued implementation of the bonus share issuance plan under the employee stock ownership plan in accordance with Resolution No. VII.13.01/NQ-HDQT dated May 11, 2026 of the Company's Board of Directors. The full text of the Board of Directors' Resolution No. VII.14.01/NQ-HDQT dated July 3, 2026 is attached to this information disclosure.

This information has been disclosed on the website of Tam Duc Cardiology Hospital Joint Stock Company: <http://www.tamduchearthospital.com> on July 3, 2026.

We hereby undertake that the information disclosed herein is truthful and we assume full responsibility before the law for the content of the disclosed information.

**Recipients:**

- As above;
- Archived at: VT.

**INFORMATION DISCLOSURE OFFICER**



**DR. NGUYEN NGOC CHIEU**

**CHAIRMAN OF THE BOARD OF DIRECTORS**



**TAM DUC CARDIOLOGY HOSPITAL**  
**JOINT STOCK COMPANY**

No.: VII.14.01/NQ-HDQT

*Ho Chi Minh City, July 3, 2026*

## **BOARD OF DIRECTORS**

### **TERM VII.14**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17/06/2020;
- Pursuant to the Company Charter of Tam Duc Cardiology Hospital Joint Stock Company approved by the General Meeting of Shareholders on 28/04/2022;
- Pursuant to Resolution 01.2026/NQ-DHCD dated 24/04/2026 of the 2026 Annual General Meeting of Shareholders of Tam Duc Cardiology Hospital Joint Stock Company;
- Pursuant to Resolution VII.13.01/NQ-HDQT dated 11/05/2026, of the Board of Directors Term VII of Tam Duc Cardiology Hospital Joint Stock Company;
- Pursuant to the Meeting Minutes of the Board of Directors Term VII of Tam Duc Cardiology Hospital Joint Stock Company held on 03/07/2026.



Attendees:

1. Dr. Nguyen Ngoc Chieu, Founder, Advisor, Chairperson of the Board of Directors.
2. Dr. Phan Kim Phuong, Founder, Advisor, Member of the Board of Directors.
3. Dr. Chu Trong Hiep, Director of Surgery, Member of the Board of Directors.
4. Mr. Pham Anh Dung, Member of the Board of Directors.
5. Dr. Pham Bich Xuan, Member of the Board of Directors.
6. Dr. Do Van Buu Dan, General Director.

Meeting Secretary:

Ms. Nguyen Ngoc Nhu Anh

In charge of Corporate Governance

## **RESOLUTION**

**Article 1. Approval of the registration for changes to the Company's charter capital, specifically:**

1. Registered charter capital: VND 155,520,000,000 (*One hundred fifty-five billion five hundred twenty million Vietnamese Dong*).

2. Charter capital after change (in figures, in words, VND): VND 311,040,000,000 (*Three hundred eleven billion forty million Vietnamese Dong*).
3. Effective date of capital change: 25/06/2026.
4. Form of capital increase: Issuance of shares to increase share capital from owner's equity.

The Board of Directors authorizes the Chairperson of the Board of Directors to carry out the necessary procedures to register the change of the Business Registration Certificate to update the new charter capital mentioned above and other related tasks.

*The Board of Directors VII.14 unanimously approves 100% the content of the registration for changes to the Company's charter capital and assigns the Chairperson of the Board of Directors to implement it.*

**Article 2. Approval of the amendment of the Company's Charter, specifically:**

Before the change	After the change
<p><b>Article 7: Capital, Shares, and Stocks of the Company</b></p> <p><b>1. Charter Capital:</b></p> <p>The Company's charter capital is set at: VND 155,520,000,000 (One hundred fifty-five billion, five hundred twenty million dong).</p> <p>The total charter capital of the Company is divided into 15,552,000 shares with a par value of VND 10,000 per share.</p>	<p><b>Article 7: Capital, Shares, and Stocks of the Company</b></p> <p><b>1. Charter Capital:</b></p> <p>The Company's charter capital is set at: VND 311,040,000,000 (Three hundred eleven billion, forty million dong).</p> <p>The total charter capital of the Company is divided into 31,104,000 shares with a par value of VND 10,000 per share.</p>

The Board of Directors authorizes the Chairman of the Board of Directors to sign and issue the above-mentioned amended and supplemented Charter, including the update and adjustment of other provisions of the Company's Charter relating to the change in charter capital, including the provision in Article 25 on the date of amendment and supplementation of the Charter, being July 3, 2026.

*The Board of Directors VII.14 unanimously approves 100% the content of the amendment of the Company's Charter and assigns the Chairperson of the Board of Directors to implement it.*

**Article 3. Approval of the continued implementation of the plan to issue bonus shares under the employee stock ownership plan according to Resolution VII.13.01/NQ-HDQT dated 11/05/2026, of the Company's Board of Directors, specifically:**

Continue the implementation of the plan to issue bonus shares under the employee stock ownership plan pursuant to Resolution VII.13.01/NQ-HDQT dated 11/05/2026, of the Company's Board of Directors. For clarification, the implementation of the plan shall be carried out according to the specific issuance plan as follows:

1. Share name: Tam Duc Cardiology Hospital Joint Stock Company Shares
2. Type of shares: Common Shares

3. Par value of shares: VND 10,000 per share
4. Estimated number of shares to be issued: 700,000 shares.
5. Issuance price: Not applicable (the company awards shares to employees).
6. Total par value of shares issued: VND 7,000,000,000.
7. Issuance ratio (number of shares expected to be issued/number of shares outstanding): 2.25%.
8. Source of funds (in case of issuing bonus shares to employees): From the owner's equity based on the audited financial statements for 2025, specifically:
  - Using undistributed post-tax profits: VND 7,000,000,000.
9. Transfer restriction: All bonus shares issued under the employee stock ownership plan will be subject to a transfer restriction for one year from the end of the issuance period.  
The bonus shares issued will not be recalled in the event that employees resign during the transfer restriction period.
10. Expected issuance period: Expected in the third quarter of 2026, after the State Securities Commission issues a notice confirming receipt of all required issuance report documents.
11. Handling plan in case of non-distribution: In the event that employees refuse to accept the bonus shares (if any), the number of bonus shares for employees will be canceled and not be further distributed to any other persons.

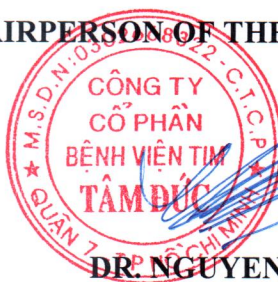
All the above content is amended, supplemented, and replaces all content stated in Section II, Article 1 of Resolution VII.13.01/NQ-HDQT dated 11/05/2026. Other contents of Resolution VII.13.01/NQ-HDQT dated 11/05/2026, remain unchanged and continue to be effective.

*The Board of Directors VII.14 unanimously approves 100% of the content to continue the implementation of the plan to issue bonus shares under the employee stock ownership plan pursuant to Resolution VII.13.01/NQ-HDQT dated 11/05/2026, of the Board of Directors Term VII and to replace, amend, and supplement the content of Resolution VII.13.01/NQ-HDQT dated 11/05/2026, as stated above.*

**CHAIRPERSON OF THE BOARD OF DIRECTORS**

**Recipients:**

- Board of Directors, Supervisory Board, General Director, Chief Financial Officer;
- Archive: Office.



**DR. NGUYEN NGOC CHIEU**

# **COMPANY CHARTER**

## **TAM DUC CARDIOLOGY HOSPITAL**

### **JOINT STOCK COMPANY**

**This Charter inherits the original Charter dated May 17, 2002, and its first amendment on October 27, 2007, in accordance with the Enterprise Law 2005; the second amendment on April 26, 2014, pursuant to Circular No. 121/2012/TT-BTC dated July 26, 2012, issued by the Ministry of Finance on corporate governance applicable to public companies; the third amendment on April 29, 2017, adjusting the company's charter capital, in compliance with the Enterprise Law 2014 and Decree No. 71/2017/ND-CP dated June 6, 2017, approved by the General Meeting of Shareholders on April 28, 2018; *the fourth amendment pursuant to the Enterprise Law 2020 and Decree No. 155/2020/ND-CP dated December 31, 2020, approved by the General Meeting of Shareholders on April 28, 2022, and was further amended and supplemented on July 3, 2026 (to update the charter capital).***

## CHAPTER I

### GENERAL PROVISIONS

In this Charter, certain terms are defined as follows:

- Company** : the abbreviation for Tam Duc Cardiology Hospital Joint Stock Company
- Share** : A unit used to determine the level of ownership in the Company.
- Shareholder** : Is an individual or organization holding at least one issued share of the Company.
- Major Shareholder** : Is a shareholder or group of shareholders holding *from 5%* of the total number of common shares.
- Dividend** : The net profit paid to each shareholder in cash or other assets from the remaining profits of the Company after fulfilling financial obligations.
- Company Reorganization** : Includes division, separation, consolidation, merger, and transformation of the Company.
- Enterprise Law** : Is the Enterprise Law 2020.
- Securities Law** : Is the Securities Law 2019.
- Insider of the Company:** As the Chairperson of the Board of Directors, a member of the Board of Directors, the General Director, Deputy General Director, Chief Financial Officer, Chief Accountant; Head of the Supervisory Board and members of the Supervisory Board, members of the internal audit committee; Company Secretary, person in charge of corporate governance, and the authorized representative for information disclosure.
- Related persons** : Are individuals or organizations related to each other as stipulated in Clause 46, Article 4 of the Securities Law.
- Company Executives** : Include the General Director, Deputy General Director, and Chief Accountant of the Company.
- Non-executive Members of the Board of Directors:** Are members of the Board of Directors who are not the General Director, Deputy General Director, or Chief Accountant of the Company.

## CHAPTER II

### SCOPE AND RESPONSIBILITIES, NAME, HEAD OFFICE, OBJECTIVES, AND BUSINESS LINES

#### Article 1: Scope of Responsibility

Each shareholder in the Company is only liable for the Company's debts and other financial obligations within the amount of capital contributed to the Company.

#### Article 2: Establishment of the Company

1. **Company Name** : TAM DUC CARDIOLOGY HOSPITAL JOINT STOCK COMPANY
2. **Trade Name** : TAM DUC CARDIOLOGY HOSPITAL JOINT STOCK COMPANY
3. **Abbreviated Name** : TAM DUC CO.
4. **Company Head Office** : 04 Nguyen Luong Bang, Tan Phu Ward, District 7, Ho Chi Minh City.

*This head office may be relocated elsewhere by a resolution (ordinary or extraordinary) of the Board of Directors and must notify the business registration authority within 10 days from the date of change.*

5. **Type of Company** : TAM DUC CARDIOLOGY HOSPITAL JOINT STOCK COMPANY is a Joint Stock Company, established and operating under the Enterprise Law of the Socialist Republic of Vietnam.
6. The Company Charter is a detailed document that specifies the provisions of the Enterprise Law as applied to the Company. The Company Charter does not conflict with the Enterprise Law. Provisions not specified in the Company Charter shall be implemented as stipulated in the Enterprise Law.
7. The Company's capital is contributed by individuals and organizations.
8. The Company's legal status is confirmed by the BUSINESS REGISTRATION CERTIFICATE issued by the competent authority *for the first time*.
9. The Company has its own seal in accordance with the provisions of the *Enterprise Law*, and accounts *for transactions* at banks.
10. The interests of the shareholders and the Company are protected by law.

### **Article 3: Purpose of Operations**

1. Objectives and business sectors: Hospital, pharmacy, and general clinic.
2. Scope of operations: Nationwide.

### **Article 4: Duration of Operations**

1. The duration of the Company's operations is **50 years** from the date the business registration certificate is issued by the registration authority.
2. The Company may dissolve before the term or extend the duration of operations as decided by the General Meeting of Shareholders.

### **Article 5: Legal Representative**

#### **Dr. Nguyen Ngoc Chieu**

Date of Birth: 25/11/1946    Ethnicity: Kinh    Nationality: Vietnam

Identity Card Number: 020149840

Date of Issue: Aug 10, 2007    Place of Issue: Ho Chi Minh City Police Department

Permanent Residence Registration: R4.51 Hung Gia 4, Phu My Hung, Tan Phong Ward, District 7, Ho Chi Minh City.

Current Residence: R4.51 Hung Gia 4, Phu My Hung, Tan Phong Ward, District 7, Ho Chi Minh City.

He is the Chairperson of the Board of Directors and the legal representative of the Company.

### **Article 6: Founding Shareholders of the Company**

- |                        |                   |
|------------------------|-------------------|
| 1. Cao Hoai Trung      | ID No.: 020932206 |
| 2. Nguyen Anh Thu      | ID No.: 020936480 |
| 3. Vu Thi Xuan Hoa     | ID No.: 020399470 |
| 4. Dao Huu Trung       | ID No.: 021571707 |
| 5. Le Thi Bach Lan     | ID No.: 020850375 |
| 6. Nguyen Ngoc Nhu Anh | ID No.: 023128448 |
| 7. Dang Phuoc Dua      | ID No.: 023132240 |
| 8. Nguyen Ngoc An Khoi | ID No.: 022773770 |

## CHAPTER III

### CHARTER CAPITAL – SHAREHOLDERS – SHARES – STOCK

#### Article 7: Capital, Shares, and Stock of the Company

##### 1. Charter Capital:

The Company's charter capital is determined to be VND 311,040,000,000 (*Three hundred eleven billion, forty million dong*).

The total charter capital of the Company is divided into 31,104,000 shares with a par value of VND 10,000 per share.

##### 2. Capital Contribution to the Company:

Individuals and organizations contributing assets to the Company to become joint owners of the Company are referred to as contributing capital to the Company. Contributed assets may include Vietnamese currency, freely convertible foreign currency, gold, the value of land use rights, intellectual property rights, technology value, technical secrets, software value, machinery and equipment, lawful tangible assets, and commercial advantages. All must be converted into Vietnamese currency at the time of share purchase settlement.

#### Article 8: Valuation of Contributed Assets

Contributed assets, if not in Vietnamese currency, freely convertible foreign currency, or gold, must be valued. To ensure fairness and avoid complications, the Company stipulates the method of asset valuation as follows:

- 2.1 Upon establishment, all founding members shall be the valuers of contributed assets.
- 2.2 During operations, the Board of Directors shall be the valuers of contributed assets.
- 2.3 The appraiser shall be responsible for the accuracy and reasonableness of the valuation of contributed assets.
- 2.4 The appraiser must notify the valuation of contributed assets to the current common shareholders of the Company. In the event that within 45 days from the date of notification, any party with rights, obligations, and related interests can prove that the valuation of the contributed assets is unreasonable compared to the actual value at the time and place of contribution, they have the right to request the appraiser to re-evaluate. If the appraiser refuses to re-evaluate, they have the right to request the General Meeting of Shareholders to decide to compel the appraiser to re-evaluate the contributed assets. After 45 days from the date of notification to all shareholders, any disputes regarding the valuation of contributed assets shall be null and void.

2.5 Shareholders who arrive later shall not have the right to question the previous valuation of the Company's assets. If they disagree with the previous asset valuation, they have the right to refuse to purchase shares.

2.6 The value of contributed assets is approved by minutes, based on principles of transparency, consensus, reasonableness, and market value at the time and place of contribution (actual at the date of contribution).

## **Article 9: Shares**

### **1. Types of Shares:**

The Company has two types of shares: common shares and preferred shares. Each share of the same type confers equal rights, obligations, and benefits to its holder. Common shares cannot be converted into preferred shares. Preferred shares may be converted into common shares by resolution of the General Meeting of Shareholders.

#### ***1.1 Common Shares:***

Holders of common shares prioritize the issue of "company development". Each share carries one voting right. Common shares only yield dividends when the Company is profitable. The dividend rate for common shares is determined by the General Meeting of Shareholders. In the event of the Company's dissolution, common shares are settled last. The proportion of common shares must constitute at least 30% of the Company's total shares of all types.

#### ***1.2 Preferred Shares:***

The Company has the following types of preferred shares:

1.2.1 Dividend Preferred Shares: This type of preferred share includes both fixed and regular dividends. Dividend preferred shares are paid at a higher rate than common shares or at a stable annual rate. Fixed dividends are not dependent on the Company's business results. Regular dividends are only available when the Company is profitable. Each fixed dividend and the method of determining regular dividends are clearly stated on the certificate of dividend preferred shares. In the event of the Company's dissolution, they are settled after the Company's debts and redeemable preferred shares.

1.2.2 Voting Preferred Shares: These are shares with more voting rights than common shares. The number of voting rights for one voting preferred share is: *02 votes*.

Only organizations authorized by the Government and founding shareholders have the right to hold voting preferred shares. The voting preference of founding shareholders is only valid for three years from the date the Company is issued a Business Registration Certificate. After this period, the voting preferred shares of founding shareholders are converted into common shares.

1.2.3 Redeemable Preferred Shares: This type of share allows for capital withdrawal when necessary. The company will refund the contributed capital of this type of share at any time upon the request of the owner or under the conditions specified in the share certificate of the redeemable preferred shares. The dividends of this type of share are similar to those of common shares.

The entities eligible to purchase redeemable preferred shares are determined by the Board of Directors. In the event of the company's dissolution, payment is made after the company's debts, but before preferred dividend shares and common shares.

#### **Article 10: Shares**

Shares are certificates issued by the company or book entries confirming ownership of one or more shares of the company. If issued as certificates by the company, each share bears the signature specimen of the company's legal representative and the company's seal, specifying the type of share, par value, and number of shares. Shares certify the shareholder's ownership of the company's shares. Shares may be registered or bearer. Shares must contain the following essential information:

- The company's name and headquarters.
- The number and date of issuance of the business registration certificate.
- The type and quantity of shares.
- The par value of each share and the total par value of the shares recorded on the share certificate.
- The name of the shareholder for registered shares.
- A summary of the procedures for share transfer.
- The signature specimen of the company's legal representative and the company's seal.
- The registration number in the company's shareholder register and the date of share issuance.
- The terms of preference for preferred shares.

### **Article 11: Shareholder Register**

1. Immediately after obtaining the business registration certificate, the company shall establish and maintain the shareholder register. The shareholder register must contain the following essential information:
  - 1.1.1 Company Name, Company Headquarters.
  - 1.1.2 Total number of shares eligible for offering, type of shares eligible for offering, and the number of shares eligible for offering of each type.
  - 1.1.3 Total number of shares sold of each type and the contributed share capital value.
  - 1.1.4 Shareholder's name, address, number of shares of each type held by each shareholder, date of share purchase.
2. The shareholder register is maintained at the company's headquarters or the securities depository center. Shareholders have the right to inspect, search, or extract and copy the contents of the shareholder register during the working hours of the company or the securities depository center.
3. In the event of a change in the shareholder's permanent address, timely notification must be made to the company for updating in the shareholder register. The company shall not be liable for failure to contact the shareholder due to the shareholder's failure to notify the change of address.

### **Article 12: Issuance of Bonds by the Company**

1. When capital mobilization is needed, the Company is entitled to issue bonds in accordance with legal regulations.
2. The Board of Directors decides on the type of bonds, total bond value, and issuance timing.

### **Article 13: Purchase of Shares and Bonds of the Company**

1. Shares and bonds of the Company may be purchased with Vietnamese currency or other assets as stipulated in Clause 2, Article 7 of this Charter.
2. The Company has the following forms of share purchase: Registered shares, bearer shares, shareholder register.
3. The purchaser of shares or bonds of the Company must make full payment in one installment.

#### **Article 14: Method of Share Transfer**

1. Shares that have been sold or transferred, when recorded in the shareholder register, must include the following information: Shareholder's name, address, number of shares of each type held by each shareholder, date of share registration; from that time, the purchaser or transferee of shares becomes a shareholder of the Company.
2. After settling the full subscription of shares, the Company issues shares upon the shareholder's request. In the event that shares are lost, torn, damaged, or destroyed in any other form, the shareholder must immediately notify the Company and has the right to request the Company to reissue the shares, subject to a fee as prescribed by the Company.
3. The Company may sell shares without issuing share certificates. In this case, it is sufficient to record in the shareholder register to certify the shareholder's ownership of shares in the Company.
4. The Company offers shares:
  - The Board of Directors decides to offer shares in accordance with the resolution of the General Meeting of Shareholders.
  - The procedures and sequence for offering shares shall be implemented in accordance with the provisions of securities law.

*The issue price of new shares to increase capital may be higher than the par value of the shares, but it must be decided by the general meeting; this difference shall not be accounted for as revenue but must be accounted for in the reserve fund to supplement the charter capital.*

## CHAPTER IV

### RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

#### Article 15: Rights and Obligations of Shareholders

##### 1. Rights of Shareholders:

##### 1.1 Rights of Common Shareholders:

Common shareholders are owners of common shares and have the following rights:

- 1.1.1 Each share owned carries one voting right. Shareholders participate in management through their voting rights at the General Meeting of Shareholders and the Board of Directors.
- 1.1.2 Entitled to receive dividends at the rate determined by the General Meeting of Shareholders.
- 1.1.3 Entitled to preemptive rights to purchase newly offered shares corresponding to the proportion of common shares held by each shareholder in the Company. This proportion is calculated by dividing the number of common shares of a shareholder by the total number of shares of the Company.
- 1.1.4 Upon the dissolution of the Company, receive a portion of the remaining assets corresponding to the number of shares contributed to the Company, after the Company has settled with creditors and other classes of shareholders (preferred).
- 1.1.5 Participate directly or authorize another person in writing to attend the General Meeting of Shareholders.
- 1.1.6 Shareholders or groups of shareholders holding *from 5% of the total number of common shares or more* have the right to:
  - 1.1.6.1 *Request the Supervisory Board to examine specific issues related to the management and operation of the Company when deemed necessary.*
  - 1.1.6.2 *Request the convening of the General Meeting of Shareholders in accordance with the provisions of the Enterprise Law.*

*1.1.6.3 Review, examine, and extract, minutes and resolutions, decisions of the Board of Directors, and other documents, except those related to the Company's trade secrets and business secrets.*

1.1.7 *Shareholders or groups of shareholders holding from 10% of the total number of common shares or more have the right to nominate individuals to the Board of Directors and the Supervisory Board.*

1.1.8 Be allowed to freely transfer shares to others based on mutual agreement in writing and other rights as prescribed by law.

1.2 Rights of preferred dividend shareholders:

Preferred dividend shareholders (both ordinary and special) are those who own preferred dividend shares. They have the following rights:

1.2.8 Receive dividends.

1.2.9 Upon the dissolution of the Company, receive a portion of the remaining assets corresponding to the number of shares contributed to the Company, after all debts and preferred shares have been settled.

1.2.10 Be allowed to freely transfer shares to others based on mutual agreement in writing.

1.2.11 Preferred dividend shareholders have rights similar to common shareholders, except as provided in Clause 1.1.5 of this Article.

1.2.12 Shareholders holding preferred dividend shares do not have voting rights, are not entitled to attend the General Meeting of Shareholders, and cannot nominate individuals to the Board of Directors and the Supervisory Board.

1.3 Rights of Preferred Voting Shareholders:

1.3.1 Voting on matters within the authority of the General Meeting of Shareholders with the number of votes as prescribed.

1.3.2 Other rights similar to common shareholders, except as stipulated in Section 1.3.3 of this Article.

1.3.3 Shareholders holding voting shares are not allowed to transfer those shares to others.

1.4 Rights of Redeemable Preferred Shareholders:

Redeemable preferred shareholders are those who own redeemable preferred shares. They have the following rights:

1.4.1 To receive dividends.

- 1.4.2 Upon the dissolution of the Company, to receive a portion of the remaining assets corresponding to the number of shares contributed to the Company, after all debts have been settled.
- 1.4.3 To freely transfer shares to others based on mutual agreement in writing.
- 1.4.4 Redeemable preferred shareholders have other rights similar to common shareholders, except as stipulated in Clause 1, Point 5, of this Article.
- 1.4.5 Shareholders holding redeemable preferred shares do not have voting rights, are not entitled to attend the General Meeting of Shareholders, and cannot nominate individuals to the Board of Directors and the Supervisory Board.

## **2 Duties of Shareholders:**

- 2.1 To fully pay for the shares committed to purchase and be responsible for the debts and other financial obligations of the Company within the scope of the capital contributed. Not to withdraw contributed capital from the Company in any form, except in cases where the Company repurchases or another person purchases the shares.
- 2.2 To comply with the Company's Charter and internal management regulations.
- 2.3 To adhere to, *resolutions*, Resolution of the General Meeting of Shareholders and the Board of Directors.
- 2.4 Fulfillment of other obligations stipulated *by the Enterprise Law and the Company Charter*.
- 2.5 *Confidentiality of information provided by the Company as stipulated in the Company Charter and by law.*

## **CHAPTER V**

### **FORM OF CORPORATE MANAGEMENT ORGANIZATION AND PRINCIPLES FOR RESOLVING INTERNAL DISPUTES**

#### **Article 16: Structure of Corporate Management Organization**

Corporate management involves the execution of "making decisions and supervising, inspecting, and monitoring the implementation of decisions". The Company has a management system comprising: the General Meeting of Shareholders, the Board of Directors, the Chairperson of the Board of Directors, the Legal Representative of the Company, the General Director, and the Supervisory Board.

#### **Article 17: Form of Corporate Management Organization**

##### **1. Founding Shareholders:**

The Founding Shareholders manage the entire Company until the first General Meeting of Shareholders is convened. After this meeting, the Founding Shareholders shall transfer the highest decision-making authority to the General Meeting of Shareholders and dissolve themselves. At the first meeting of the General Meeting of Shareholders, the Board of Directors and the Chairperson of the Board of Directors shall be elected.

##### **2. General Meeting of Shareholders:**

The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company.

###### **2.1 Powers and Duties of the General Meeting of Shareholders:**

- 2.1.1 Decide on the types of shares and the total number of shares authorized for each type; determine the annual dividend rate for each type of share.
- 2.1.2 Elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board.
- 2.1.3 Review, handle rewards and discipline concerning the activities of the Board of Directors and the Supervisory Board.
- 2.1.4 Decide on the reorganization or dissolution of the Company.

- 2.1.5 Resolution on the amendment and supplementation of the Company Charter, except for the adjustment of charter capital due to the issuance of additional shares within the number of shares eligible for offering as stipulated in the Company Charter.
- 2.1.6 Approval of the annual financial statements.
- 2.1.7 Approval of the Company's development orientation, decision on investment or sale of assets valued at or exceeding 50% of the total asset value recorded in the Company's accounting books.
- 2.1.8 Decision to repurchase more than 10% of the total shares sold of each type.
- 2.1.9 Resolution on the handling of disputes regarding the valuation of contributed assets.
- 2.1.10 Other rights and obligations as stipulated in the Charter and the Enterprise Law.

## 2.2 Convene *the General Meeting of Shareholders*:

- 2.2.1 The Board of Directors *shall convene the Annual and Extraordinary General Meetings of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the following cases:*
  - a) The Board of Directors deems it necessary for the benefit of the company;
  - b) The number *of* remaining members of the Board of Directors and the Supervisory Board is less than the number *of* members *required* by law;
  - c) At the request of shareholders or a group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law;
  - d) At the request of the Supervisory Board;
  - e) Other cases as prescribed by law.
- 2.2.2 The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date of *occurrence of the event* as stipulated in point b *of Clause 2.2.1 of this Article* or upon receipt of a request *to convene a meeting* as stipulated in point c and point d *of Clause 2.2.1 of this Article*.

If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairperson of the Board of Directors and the members of the Board of Directors shall be liable for any damages incurred by the company.

- 2.2.3 If the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in Clause 2.2.2 of this Article then within the next 30 days, the Supervisory Board shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with the Enterprise Law.

If the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed, the Supervisory Board shall be liable for any damages incurred by the company.

- 2.2.4 In the event that the Supervisory Board does not convene the General Meeting of Shareholders as stipulated in Clause 2.2.3 of this Article, the shareholder or group of shareholders as specified in Clause 2, Article 115 of the Enterprise Law shall have the right to represent the Company in convening the General Meeting of Shareholders in accordance with the Enterprise Law.

All reasonable and lawful expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company.

### 2.3 Preparation for the General Meeting of Shareholders:

- 2.3.1 Preparation of the list of shareholders eligible to attend the General Meeting of Shareholders:

2.3.1.1 The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the Final Registration Date. The list of shareholders entitled to attend the General Meeting of Shareholders shall be based on the Company's Shareholder Register and must be prepared no more than 10 days before the date of sending the Notice of Meeting to the shareholders.

2.3.1.2 The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name and permanent address for individuals; headquarters for organizations; and the number of shares of each type held by each shareholder.

- 2.3.1.3 Each shareholder has the right to be provided with information related to themselves as recorded in the shareholder list.
- 2.3.1.4 Shareholders have the right to request corrections of any incorrect information or to supplement necessary information about themselves in the shareholder list, and have the right to attend the General Meeting of Shareholders.
- 2.3.2 Preparation of the agenda and content for the General Meeting of Shareholders:
  - 2.3.2.1 The person convening the General Meeting of Shareholders must prepare the agenda and content of the meeting.
  - 2.3.2.2 Shareholders *or groups of shareholders as specified in Clause 2, Article 115 of the Enterprise Law* have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company at least 3 days before the opening. The proposal must clearly state the name of the shareholder, the number of each type of shares held by the shareholder, and the issue proposed to be included in the agenda.
  - 2.3.2.3 The person convening the General Meeting of Shareholders may only reject a proposal if it *is related to* In one of the following cases:
    - 2.3.2.3.1 The proposal is submitted untimely or lacks sufficient or appropriate content.
    - 2.3.2.3.2 The proposed matter does not fall within the jurisdiction of the General Meeting of Shareholders.
- 2.3.3 Invitation to the General Meeting of Shareholders:
  - 2.3.3.1 The convener of the General Meeting of Shareholders must send *a notice* of the meeting to all shareholders *in the shareholder list* entitled to attend no later than *21* days prior to the opening date.
  - 2.3.3.2 *The notice of the meeting must be sent* together with a form for appointing an authorized representative to attend, the meeting agenda, *documents to be used in the meeting, and draft resolutions for each issue on the agenda.*

2.3.3.3 *The sending of documents accompanying the notice of meeting may be replaced by posting on the Company's electronic information page. In this case, the notice of meeting must specify the location and method for downloading the documents.*

2.4 Eligibility of Shareholders to Attend the General Meeting of Shareholders:

A shareholder is considered eligible to attend the General Meeting of Shareholders in the following cases: Possessing an invitation to attend; proving ownership of common shares. In the event that shares are transferred during the period from the date of completion of the shareholder list to the opening date of the General Meeting of Shareholders, the transferee has the right to attend the General Meeting of Shareholders in place of the transferor for the transferred shares. Shareholders may exercise their right to attend the General Meeting of Shareholders in the following ways:

2.4.1 Attend the meeting in person.

2.4.2 Authorize another person in writing to attend the meeting.

2.5 *Conditions for Conducting* the General Meeting of Shareholders:

The General Meeting of Shareholders is considered to meet the *conditions for conducting* in the following cases:

2.5.1 The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents **at least 65%** of the total *voting shares of the Company*

2.5.2 In the event that the first meeting does not meet the conditions for proceeding as stipulated in Section 2.5.1 above, a second meeting shall be convened within 30 days from the date of the unsuccessful first meeting. *The second meeting shall be conducted when the number of attending shareholders represents at least 51% of the total voting shares of the Company.*

2.5.3 In the event that the second meeting does not meet the conditions for proceeding as stipulated in Section 2.5.2 of this Article, a third meeting shall be convened within 20 days from the date of the unsuccessful second meeting. In this case, the General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the attending *shareholders*. The procedure for conducting.

2.6 The method of conducting *the General Meeting of Shareholders*:

The General Meeting of Shareholders shall be conducted in the following order:

- 2.6.1 The convener of the General Meeting of Shareholders appoints the Shareholder Qualification Verification Committee and the Delegate Qualification Verification Committee, the Chairing Board of the meeting, and the Secretariat of the meeting. The Chairperson of the meeting introduces the Vote Counting Committee for the General Meeting to vote for approval.
- 2.6.2 The Shareholder Qualification Verification Committee announces the verification results. In the event that the General Meeting of Shareholders does not meet the conditions for proceeding, the meeting is adjourned.
- 2.6.3 In the event that the General Meeting of Shareholders meets *the conditions for proceeding*, the meeting continues. *Conditions for convening*, the *General Meeting shall proceed* to discuss and vote to approve the agenda *and content* of the meeting. The meeting agenda shall proceed when shareholders representing *more than 50% of the total* voting shares of attending shareholders approve. The General Meeting of Shareholders is allowed to vote up to three times. If not approved, the General Meeting of Shareholders shall still proceed according to the agenda stated in the notice of meeting.
- 2.6.4 The Chairing Board of the meeting includes: Chairperson of the Board of Directors, General Director, Head of the Supervisory Board. The Chairperson of the Board of Directors shall be the chairperson of the meeting.
- 2.6.5 The Credentials Verification Committee shall have attending shareholders sign the shareholder list.
- 2.6.6 The *Vote Counting Committee* shall determine and announce the results after each voting session.
- 2.6.7 The Secretariat shall record the Meeting Minutes of the General Meeting of Shareholders.

2.7 Approval of *the resolution* of the General Meeting of Shareholders:

The General Meeting of Shareholders shall approve the *resolutions* within its authority by voting at the meeting or by written opinion. *The resolution* of the General Meeting of Shareholders shall be approved at the meeting when:

- 2.7.1 Represented by shareholders holding **at least 65%** of the total voting shares of all attending shareholders approve.
- 2.7.2 For important decisions, they must be approved by shareholders representing **at least 75%** of the total voting shares of all attending shareholders. The following decisions are considered important:
  - 2.7.2.1 Types of shares and the corresponding number of shares entitled to be offered.
  - 2.7.2.2 Amendments and supplements to the Company Charter.
  - 2.7.2.3 Reorganization and Dissolution of the Company.
  - 2.7.2.4 Sale of more than 50% of the total asset value recorded in the Company's accounting books.
- 2.7.3 The voting for the election of members to the Board of Directors and the Supervisory Board must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and the shareholder has the right to allocate all their votes to one or several candidates.
- 2.7.4 In the case of passing a *resolution* by way of collecting written opinions, the *resolution* of the General Meeting of Shareholders is approved if it is agreed upon by shareholders representing **at least 75%** of the total number of voting shares.
- 2.7.5 The resolution of the General Meeting of Shareholders must be notified to all shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date *the resolution* is passed. *The resolution must be signed by the Chairperson of the Board of Directors and bear the Company's seal.*

2.8 Meeting Minutes of the General Meeting of Shareholders:

2.8.1 The General Meeting of Shareholders must be recorded in the Company's minutes book. The minutes must include the following key contents:

2.8.1.1 The time and venue of the General Meeting of Shareholders;

2.8.1.2 The agenda *and content of the meeting*;

2.8.1.3 *The full name* of the Chairperson and the secretary;

2.8.1.4 A summary *of the meeting proceedings and* the opinions expressed;

2.8.1.5 The issues discussed and voted on at the General Meeting of Shareholders, *specifying the total* number of valid, invalid, agreed, and disagreed votes, *and no opinion; the corresponding percentage of the total voting ballots of the shareholders attending the meeting*;

2.8.1.6 *The number of shareholders and* the total number of voting ballots of the attending shareholders;

2.8.1.7 *The issues that have been approved and the percentage of voting ballots for each issue approved accordingly*;

2.8.1.8 Full name, signature of the chairperson and secretary.

2.8.2 The Meeting Minutes of the General Meeting of Shareholders must be completed and approved before the closing. *In the event that the chairperson and secretary refuse to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents specified in Section 2.8.1. The meeting minutes shall clearly state the refusal of the chairperson and secretary to sign the minutes.*

2.9 Request for annulment of the *resolution of the* General Meeting of Shareholders:

Within 90 days from the date of *receipt of the resolution* or meeting minutes of the General Meeting of Shareholders or the vote counting record of the General Meeting of Shareholders, *the group of shareholders specified in Clause 2, Article 115 of the Enterprise Law*, has the right to request the court to consider and annul the decision of the General Meeting of Shareholders. Cases in which the decision of the General Meeting of Shareholders may be annulled include:

- 2.9.1 The order, and procedures for convening the meeting *and making decisions of the* General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company Charter.
- 2.9.2 The content of the *resolution* violates the law or the Company Charter.

### **3. Board of Directors:**

The Board of Directors is the management body of the Company, having full authority to represent the Company *to decide, exercise the rights and obligations of the Company, except for the rights and obligations under the* authority of the General Meeting of Shareholders.

#### 3.1 Decision-making authority of the Board of Directors:

- 3.1.1 *Election, dismissal, and removal of the Chairperson of the Board of Directors.* Appointment, dismissal, and removal of the General Director, Deputy General Director, Chief Accountant of the Company, and other management personnel as proposed by the General Director; Decision on their salaries and other benefits.
- 3.1.2 Approval of personnel decisions for specialists in special positions in technology and research and development as proposed by the General Director. Decision on their salaries and other benefits.
- 3.1.3 Decision on the internal management regulations of the Company, decision on the establishment of subsidiaries, branches, representative offices, capital contribution, and share acquisition in other enterprises.
- 3.1.4 Proposal on the dividend rate to be paid, decision on the timing and procedures for dividend payment or handling of losses incurred during business operations.
- 3.1.5 Decision on the offering price of shares and bonds of the Company, valuation of contributed assets not in Vietnamese currency, freely convertible foreign currency, or gold.
- 3.1.6 Approval of the program, content, and materials for the General Meeting of Shareholders
- 3.1.7 Decision to repurchase no more than 10% of the total shares sold of each type.
- 3.1.8 Decision on the offering of new shares within the scope of the authorized offering of each type.
- 3.1.9 Decision on raising additional capital through other forms.

- 3.1.10 Decision on investment plans *and investment projects within the authority and limits as prescribed by law*;
- 3.1.11 Proposal on the type of shares and the total number of shares authorized for offering of each type.
- 3.1.12 Proposal on the reorganization or dissolution of the Company.
- 3.1.13 *Other rights and obligations as prescribed by the Enterprise Law.*

3.2 *Standards and conditions for becoming* a member of the Board of Directors:

- 3.2.1 Members of the Board of Directors must be residents of Vietnam, possess full civil act capacity, and not fall under the categories specified in *Clause 2 Article 17 of the Enterprise Law*;
- 3.2.2 Members of the Board of Directors must be shareholders owning at least 5% of the total common shares of the Company, or other shareholders with professional qualifications in medicine, or with qualifications and experience in financial management, or other individuals with qualifications and experience in financial management and approved by the shareholders *of significant influence* for nomination.
- 3.2.3 The term of office for members of the Board of Directors *shall coincide with the term of the Board of Directors*, or shall end earlier upon dismissal or removal. In cases where a member is elected to fill a vacancy or replace a dismissed or removed member, the term of that member shall be the remaining duration of the current Board of Directors' term. Members of the Board of Directors may be re-elected for an unlimited number of terms.
- 3.2.4 Members of the Board of Directors are only permitted to participate in the management and operation of other enterprises within the same industry or business sector of the Company with the written consent of the Board of Directors. All statements, writings, and information disclosures related to the Company in any form must comply with the regulations of the Board of Directors.

3.3 *Term and number of members* of the Board of Directors:

- 3.3.1 The Board of Directors shall consist of 5 members with a term of 5 years, *of which at least one-third of the total members of the Board of Directors shall be non-executive members.* **Note: According to Clause 1, Article 137 of the 2020 Enterprise Law, if the corporate**

**governance model includes a Supervisory Board, there shall be no independent members of the Board of Directors (point a). In the absence of a Supervisory Board, at least 20% of the Board of Directors must be independent members and there must be an Audit Committee under the Board of Directors (point b). Tam Duc has a Supervisory Board, so there are no independent members of the Board of Directors.**

3.3.2 *In the event that all members of the Board of Directors simultaneously conclude their term, those members shall continue to serve as members of the Board of Directors until new members are elected and assume their duties.*

3.4 Dismissal, removal, and supplementation of members of the Board of Directors:

3.4.1 *The General Meeting of Shareholders dismisses members of the Board of Directors under the following circumstances:*

3.4.1.1 *Not meeting the standards and conditions as prescribed;*

3.4.1.2 *Having a request from the organization;*

3.4.2 *The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the event that the member does not participate in the activities of the Board of Directors for six consecutive months, except in cases of force majeure.*

3.4.3 *In the event that the number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company Charter, the Board of Directors must convene a General Meeting of Shareholders within 60 days to elect additional members to the Board of Directors. In other cases, the nearest meeting of the General Meeting of Shareholders shall elect new members to replace the members of the Board of Directors who have been dismissed or removed.*

3.5 Form of decision-making by the Board of Directors:

*A meeting of the Board of Directors is conducted when at least three-quarters of the total number of members are present. Each member of the Board of Directors has one voting ballot. A decision of the Board of Directors is passed if more than 50% of the attending members approve; if the votes are equal, the decision-making right belongs to the side with the Chairperson of the Board of Directors. In the event that*

*a resolution or decision of the Board of Directors is contrary to the provisions of the law, the resolution of the General Meeting of Shareholders, or the Company Charter, causing damage to the Company, the shareholders of the Company have the right to request the Court to suspend or annul the said resolution or decision.*

3.6 *Standards and conditions for the position of Chairperson of the Board of Directors:*

3.6.1 The Board of Directors shall elect the Chairperson of the Board of Directors from among the members of the Board of Directors. *The Chairperson of the Board of Directors shall not concurrently hold the position of General Director.* The meeting to elect the Chairperson of the Board of Directors must have at least three-quarters of the members of the Board of Directors present.

3.6.2 A decision of the Board of Directors in this case is passed if more than 50% of the attending members vote in favor.

3.6.3 In the event that after three voting sessions, the Chairperson of the Board of Directors is not elected, the Board of Directors shall, within 30 days from the date of the second meeting to elect the Chairperson of the Board of Directors, *hold another meeting.*

3.6.4 The Chairperson of the Board of Directors must possess knowledge in economics, medical science, and fields related to the Company's operations.

3.6.5 The Chairperson of the Board of Directors is an individual with experience in project management and other relevant fields.

3.7 *Rights and duties of the Chairperson of the Board of Directors:*

3.7.1 Develop the program and operational plans of the Board of Directors.

3.7.2 Prepare the agenda, content, and materials for meetings; convene and preside over meetings of the Board of Directors.

3.7.3 Organize the adoption of decisions of the Board of Directors in other forms.

3.7.4 *Supervise* the organization and implementation of *resolutions*, decisions of the Board of Directors.

3.7.5 Preside over *meetings* of the *General Meeting of Shareholders*;

3.7.6 Decide on the approval of projects related to marketing, technology, investment, and contracts valued below 20% of the total value recorded in the Company's accounting books.

3.7.7 In the event that the Chairperson of the Board of Directors is absent or unable to perform the assigned duties, a member of the Board of Directors authorized in writing by the Chairperson shall perform the rights and duties of the Chairperson. If there is no authorized person, the remaining members shall select one among them to temporarily hold the position of Chairperson of the Board of Directors. The written authorization must clearly specify the duration of the authorization and the delegated functions.

### 3.8 Meetings of the Board of Directors:

Each Board of Directors must meet at least once every quarter. The meeting shall only proceed if at least three-fourths of the members are present. *In the event that the first convened meeting does not have the required number of attendees as stipulated, a second meeting shall be convened within seven days from the date of the initially scheduled meeting. In this case, the meeting shall proceed if more than half of the Board of Directors' members are present.* Members of the Board of Directors may be authorized to attend meetings on behalf of other shareholders if approved by the majority of the Board of Directors. Each decision may be voted on up to three times. The Board of Directors may convene at the Company's headquarters or another location. In necessary cases, extraordinary meetings may be convened at the request of the following parties:

3.8.1 Shareholders *or a group of shareholders holding 5% or more of the total shares.*

3.8.2 Majority of the Board of Directors.

3.8.3 A group of Board of Directors members holding at least 50% of the total shares of the Board of Directors.

3.8.4 General Director.

3.8.5 Supervisory Board.

3.9 Right to Access Information of Board of Directors Members:

- 3.9.1 Members of the Board of Directors have the right to request the General Director and management staff of other units within the Company to provide information and documents regarding the financial status and business operations of the Company and its subsidiaries.
- 3.9.2 Management staff are required to provide timely, complete, and accurate information and documents as requested by the Board of Directors members.

3.10 *Corporate Governance Officer*

3.10.1 The Board of Directors decides to appoint a Company officer as *Corporate Governance Officer concurrently holding the position of Company Secretary. Remuneration, salary, and bonuses of the Corporate Governance Officer are determined by the Board of Directors and accounted for as operating expenses of the Company.*

3.10.2 Corporate Governance Officer has the duties of:

- 3.10.2.1 Preparing documents for meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders as requested by the Board of Directors or Supervisory Board.
- 3.10.2.2 Attending, recording, and drafting Meeting Minutes for the Board of Directors meetings.
- 3.10.2.3 Scheduling meetings, planning work agendas, and drafting documents and resolutions of the Board of Directors as directed by the Chairperson of the Board of Directors.
- 3.10.2.4 Collecting documents, providing financial information, copies of the Meeting Minutes of the Board of Directors, and other information to members of the Board of Directors and the Supervisory Board.
- 3.10.2.5 Other tasks as assigned by and directed by the Board of Directors *and in accordance with the law.*
- 3.10.2.6 Confidentiality of information and documents as prescribed by law and the Company Charter.

3.11 *Members of the Board of Directors shall receive remuneration and bonuses based on business results and efficiency. The Board of Directors estimates the remuneration for each member based on the principle of unanimity. The total remuneration and bonuses for the Board of Directors are determined by the General Meeting of Shareholders at the annual meeting.*

❖ **Advisors to the Board of Directors:**

The Advisors to the Board of Directors are a group of members invited by the Founding Shareholders to advise the Board of Directors, with an indefinite term, unless members are dismissed, restricted by civil behavior, or voluntarily resign. Advisors to the Board of Directors must be invited to attend all regular or extraordinary meetings of the Board of Directors, have the right to be provided with information like the members of the Board of Directors, and have the function to advise on all areas of the Company's activities in determining the Company's and Hospital's operational directions in line with the Hospital's objectives of technical, humanitarian, economic, and decisions on the dismissal, appointment, and removal of the General Director, Director, Deputy Director, Chief Accountant of the hospital affiliated with the Company, and the Chief Accountant of the Company.

**4. General Director of the Company:**

4.1 Status of the General Director:

- 4.1.1 The Board of Directors appoints a member of the Board of Directors as the General Director or hires another person as the General Director. The General Director is subject to the supervision of the Board of Directors and is accountable to the Board of Directors and the law for the exercise of the assigned rights and duties, as expressed in a written agreement (or contract) between the Board of Directors and the General Director.
- 4.1.2 The General Director must be a university graduate, possessing medical knowledge or knowledge in business administration, legal knowledge, management experience, and sufficient health.
- 4.1.3 The General Director of the Company is not subject to the provisions of Clause 2, Article 17 of the Enterprise Law.
- 4.1.4 The term of office for the General Director is three years, unless the Board of Directors decides otherwise. The General Director may be reappointed for an unlimited number of terms.

4.2 Rights and duties of the General Director:

- 4.2.1 Decide on matters related to the company's daily business operations without requiring a decision from the Board of Directors.
- 4.2.2 Organize the implementation of the resolutions of the Board of Directors.
- 4.2.3 Organize the implementation of the company's business plan and investment plan.
- 4.2.4 Propose a plan for the organizational structure and internal management regulations of the company.
- 4.2.5 Appoint, dismiss, and remove managerial positions within the company, except for positions under the authority of the Board of Directors.
- 4.2.6 Decide on salaries and other benefits for employees in the company, including managers under the appointment authority of the Director or General Director.
- 4.2.7 Recruit labor.
- 4.2.8 Propose a plan for dividend distribution or handling business losses.
- 4.2.9 Other rights and obligations as prescribed by law, the Company Charter, and resolutions of the Board of Directors.

4.3 Dismissal and removal of the General Director:

- 4.3.1 The Board of Directors has the right to remove the General Director at any time without stating a reason. Within seven days, the General Director must hand over work in accordance with the company's internal management regulations.
- 4.3.2 The General Director is dismissed when:
  - 4.3.2.1 Has lost or restricted in civil act capacity.
  - 4.3.2.2 Resignation.
- 4.3.3 During the interim period awaiting the appointment of a new General Director, the Chairperson of the Board of Directors shall assume the role of General Director and act as the legal representative.

4.4 Resolution of disputes between the General Director and the Board of Directors:

- 4.4.1 The General Director must unconditionally comply with the decisions of the Board of Directors and the Chairperson of the Board of Directors.

The General Director may oppose the decisions of the Board of Directors and the Chairperson of the Board of Directors by organizing a meeting.

- 4.4.2 The General Director has the right to refuse to sign documents deemed unreasonable, unlawful, or beyond authority. In such cases, the Chairperson of the Board of Directors may sign and bear responsibility before the Company and the law.

## **5. Supervisory Board:**

- 5.1 The Company's Supervisory Board consists of three members. *Supervisors must be trained in one of the fields of economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the Company's operations; they must meet the standards and conditions prescribed in Article 169 of the Enterprise Law.* The General Meeting of Shareholders elects, dismisses, and removes members of the Supervisory Board.
- 5.2 The Head of the Supervisory Board must be a shareholder of the Company, *and must hold at least a university degree in one of the fields of economics, finance, accounting, auditing, law, business administration, or a discipline related to the Company's operations. The Head of the Supervisory Board is elected by the Supervisory Board from among the Supervisors; the election, dismissal, and removal are conducted by majority vote.*
- 5.3 Rights and duties of the Supervisory Board:
- 5.3.1 Inspect the legality and reasonableness of the Company's business management and operations.
- 5.3.2 Examine the Company's accounting records and financial statements.
- 5.3.3 Appraise the annual financial statements.
- 5.3.4 Investigate specific issues related to the Company's management and operations as requested by the Resolution of the General Meeting of Shareholders, major shareholders, or the Chairperson of the Board of Directors.
- 5.3.5 Report monthly to the Board of Directors on the Company's operational status.
- 5.3.6 Consultation with the Board of Directors prior to presenting reports, results, and recommendations to the General Meeting of Shareholders.

- 5.3.7 Report to the General Meeting of Shareholders on the reasonableness and accuracy of the report, and the legality of the Company's management and operations.
- 5.3.8 Recommendations to the Board of Directors and the General Meeting of Shareholders on measures to improve the Company's management and operations.
- 5.3.9 *Other rights and obligations as stipulated by the Enterprise Law and Securities Law.*
- 5.4 Provision of information to the Supervisory Board: The Board of Directors, members of the Board of Directors, the General Director, and other management personnel must provide complete and timely information and documents regarding the Company's business activities as requested by the Supervisory Board, except where the General Meeting of Shareholders decides otherwise.
- 5.5 Persons not eligible to be members of the Supervisory Board:
  - 5.5.1 *Individuals with family relations to members of the Board of Directors, the General Director, and the Chief Accountant of the Company. Individuals who are Company managers.*
  - 5.5.2 *Individuals subject to the provisions of Clause 2, Article 17 of the Enterprise Law.*
  - 5.5.3 *Individuals working in the Company's accounting or finance department;*
  - 5.5.4 *Members or employees of an auditing organization approved to audit the Company's financial statements in the preceding three consecutive years.*
- 5.6 The term of office for Members of the Supervisory Board is five years and may be re-elected for an unlimited number of terms. *In the event that the term ends and the new term's Supervisory Board members have not been elected, the outgoing Supervisory Board members shall continue to exercise their rights and obligations until the new term's Supervisory Board members are elected and assume their duties.*
- 5.7 *Supervisory Board members shall receive salaries, remuneration, bonuses, and other benefits as determined by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.*

## **6. Duties of Company managers:**

The Board of Directors, the General Director, and other management personnel, within their scope of responsibility and authority, have the following duties:

- 6.1 To perform the assigned rights and duties with integrity, diligence, and creativity for the benefit of the Company and its shareholders.
- 6.2 *Loyalty to the interests of the Company and shareholders;* shall not abuse their managerial position, *use information, know-how, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals, causing harm to the Company and shareholders; shall not disclose the Company's secrets, except when approved by the Board of Directors.*
- 6.3 When the Company is unable to fully settle its debts and other due financial obligations:
  - 6.3.1 The General Director shall decide to notify all creditors of the Company's financial situation. This decision must be approved by the Board of Directors before implementation.
  - 6.3.2 Shall bear personal liability for any damages incurred by creditors due to failure to fulfill obligations stipulated in Clauses 1 and 2 of this Article.
  - 6.3.3 Propose measures to overcome the Company's financial difficulties.
- 6.4 Members of the Board of Directors, the General Director, and other managers who violate the provisions of this Article shall bear personal responsibility or be jointly liable to compensate for lost benefits, return received benefits and indemnify all damages to the Company and third parties.

## **7. Anti-abuse of power regime for managers:**

Members of the Board of Directors, the General Director, members of the Supervisory Board, and shareholders owning more than 10% of the voting shares shall be restricted in economic and civil relations with the Company as follows:

- 7.1 Economic and civil contracts of the Company with members of the Board of Directors, the General Director, members of the Supervisory Board, shareholders owning more than 10% of the voting shares, and their related persons shall only be concluded under the following conditions:
  - 7.1.1 For contracts with a value exceeding 20% of the total asset value recorded in the Company's accounting books, approval from the General Meeting of Shareholders is required before signing.

Shareholders or shareholders with related persons as contracting parties shall not have voting rights.

7.1.2 For contracts valued at or below 20% of the total asset value recorded in the Company's accounting books, prior approval from the Board of Directors is required before signing. Members of the Board of Directors or members with related persons as contract signatories shall not have voting rights.

7.2 In cases where contracts specified in point 1, clause 7 of this article are signed without prior approval from the General Meeting of Shareholders or the Board of Directors, such contracts shall be null and void and handled in accordance with legal provisions. Those causing damage to the Company shall be liable for compensation.

## **8. Document retention regime of the Company:**

8.1 The joint stock company must retain the following documents:

8.1.1 The Company Charter, amendments and supplements to the Company Charter, internal management regulations of the Company, shareholder register.

8.1.2 Business registration certificate; industrial property ownership certificate; product quality registration certificate.

8.1.3 Documents and certificates confirming the Company's asset ownership.

8.1.4 Meeting Minutes of the General Meeting of Shareholders, Board of Directors, and resolutions passed.

8.1.5 Prospectus for securities issuance.

8.1.6 Reports of the Supervisory Board, conclusions of inspection agencies, conclusions of independent audit organizations.

8.1.7 Accounting books, accounting vouchers, annual financial statements.

8.2 The joint stock company must retain documents as stipulated in clause 1, at the head office or another location but must notify shareholders and the business registration authority. The retention period shall comply with legal regulations.

## **Article 18: Principles for Dispute Resolution**

*All disputes arising from or related to This Charter must first be resolved through negotiation and conciliation. In the event that the disputing parties cannot reach an agreement through*

*conciliation, the dispute shall be resolved by arbitration at the Vietnam International Arbitration Center (VIAC) in accordance with its procedural rules.*

## CHAPTER VI

### COMPANY REPURCHASE OF SHAREHOLDER'S SHARES

#### **Article 19: Company Repurchase of Shareholder's Shares:**

1. Shareholders, excluding preferred shareholders, have the right to request the Company to repurchase their shares in the event they disagree with decisions regarding the reorganization of the Company (division, separation, consolidation, merger, and transformation of the Company). The request must be in writing, clearly stating the shareholder's name, address, number of shares of each type, proposed selling price, and reason for requesting the Company to repurchase. The request must be sent to the Company within ten days from the date the General Meeting of Shareholders approves the matters mentioned in this clause.
2. The Company must repurchase shares upon the request of shareholders as stipulated in Clause 1 of this Article, at market price or a price determined according to the principles specified in the Company Charter, within ninety days from the date of receiving the request.
3. The Company has the right to repurchase no more than 30% of the total number of common shares sold, a portion, or all of the preferred dividend shares sold as per the following regulations:
  - 3.1 The repurchase of more than 10% of the total number of shares sold of each type is decided by the General Meeting of Shareholders. In other cases, it is decided by the Board of Directors.
  - 3.2 The Board of Directors decides the repurchase price of shares. For common shares, the repurchase price must not exceed the market price at the time of repurchase. For other types of shares, the repurchase price must not be lower than the market price.
  - 3.3 The company may repurchase shares from each shareholder corresponding to their shareholding ratio in the Company. In this case, the decision to repurchase shares of the Company must be notified to all shareholders within 30 days from the date such decision is approved. The notice must include the name and headquarters of the Company, the total number of shares and type of shares to be repurchased, the repurchase price or the pricing principle, the procedures and payment period, and the procedures and period for shareholders to accept the

sale of their shares in the Company. Shareholders must submit their offer to sell their shares to the Company within 30 days from the date of notification.

- 3.4 Payment conditions when the Company repurchases shares. The Company is only entitled to pay for the repurchase of shares from shareholders when such payments do not affect the assurance of full payment of debts and other asset obligations of the Company.
- 3.5 All shares repurchased by the Company under the provisions of this clause shall be considered unsold shares among the shares authorized for sale.
- 3.6 After completing the payment for the shares repurchased by the Company, if the total asset value recorded in the Company's accounting books decreases by 10%, the Company must notify all creditors of this within 15 days from the date of completing the repurchase payment.
- 3.7 In the event that the Company pays for repurchased shares contrary to the provisions of this clause, the shareholders must return the money or assets received to the Company. If shareholders cannot return to the Company, the shareholders and the Board of Directors shall be jointly and severally liable for the Company's debts.

## CHAPTER VII

### FINANCIAL ACCOUNTING SUMMARY PROFIT DISTRIBUTION

*(TYPES OF FUNDS AND FUND LIMITS, FUND ESTABLISHMENT,  
DIVIDEND PAYMENT, PROFIT DISTRIBUTION, LOSS BEARING)*

#### **Article 20: Fiscal Year, Fund Establishment, Dividend Payment, Profit/Loss Distribution.**

##### **1. Fiscal Year:**

- 1.1 The Company's fiscal year commences on January 1 and concludes on December 31 of the calendar year. The initial fiscal year begins on the date of issuance of the business registration certificate and ends on December 31 of the same year.
- 1.2 The Company is required to prepare annual financial statements in accordance with legal regulations and must submit the annual financial statements, which have been approved by the General Meeting of Shareholders, to the competent tax authority and the business registration authority.
- 1.3 The annual financial statements must include:
  - 1.3.1 Report on Business Results.
  - 1.3.2 Balance Sheet.
  - 1.3.3 Cash Flow Statement.
  - 1.3.4 Notes to the Financial Statements.

##### **2. Fund Establishment, Profit Distribution, and Loss Bearing:**

- 2.1 Profits shall be appropriated to establish the following funds:
  - 2.1.1 Financial Reserve Fund. Appropriation shall not be less than 5%. The specific rate is determined by the Board of Directors. The reserve level is 30% of the charter capital.
  - 2.1.2 Development Investment Fund, appropriated at not less than 30%. The specific rate is determined by the Board of Directors. There is no limit on the reserve level.

- 2.1.3 Scientific and Technological Research and Training Fund, appropriated at not less than 10%. The specific rate is determined by the Board of Directors. The reserve level is 10% of the charter capital.
- 2.1.4 Welfare and Reward Fund, appropriated not exceeding 5%. The specific rate is determined by the Board of Directors, the reserve level is 1% of the charter capital.
- 2.2 Profit Distribution: After appropriating to the funds, the Company shall distribute profits to shareholders by paying dividends. The specific rate is as follows: 5% of profits shall be distributed to founding shareholders according to their capital contribution ratio; thereafter, the remaining profits shall be equally distributed to all shareholders (including founding shareholders and other shareholders), according to their capital contribution ratio to the Company.
- 2.3 Loss Distribution:
  - 2.3.1 Provisions shall be deducted from the funds until sufficient, in the following order: "Financial Reserve Fund," "Development Investment Fund," "Scientific Research Fund," and "Welfare and Reward Fund."
  - 2.3.2 In the event that the funds do not fully cover the losses, the Board of Directors shall decide to mobilize available payment means not exceeding 20% of the total value recorded in the Company's accounting books. If the rate exceeds 20%, the decision of the Board of Directors must be approved by the General Meeting of Shareholders.
  - 2.3.3 In the event that the Company incurs prolonged losses, with liabilities exceeding 50% of the total value recorded in the Company's accounting books, the Board of Directors or the General Meeting of Shareholders has the right to propose to the General Meeting of Shareholders to increase capital according to the proportion of common shares held by shareholders or to dissolve the Company.
  - 2.3.4 In the event that the losses render the Company unable to pay creditors, the Company shall be dissolved in accordance with bankruptcy law.

### **3. Dividend Payment:**

- 3.1 Payment of dividends to common shareholders shall be conducted when the Company operates profitably, has fulfilled tax obligations, paid fixed dividends to preferred shareholders, and other financial obligations as prescribed by law. Even after paying all declared dividends, the Company must ensure full

payment of debts and other financial obligations due and allocate to the Company's funds.

- 3.2 The Board of Directors must compile a list of shareholders entitled to receive dividends, determine the dividend amount per share, the timeline, and the method of payment, no later than 30 days prior to each dividend payment. The dividend payment notice must be sent to all shareholders at least 15 days before the dividend payment is executed. The notice must clearly state the Company's name, the Company's address, the shareholder's address, the number of shares of each type held by the shareholder, the dividend amount per share, the total dividends the shareholder is entitled to receive, and the time and method of dividend payment.
- 3.3 Shareholders transferring their shares between the time of finalizing the shareholder list and the dividend payment date shall be the recipients of the dividend from the Company.
- 3.4 The fixed dividends of preferred shares are paid quarterly, independent of business results. The regular dividends of preferred shares depend on business results. The regular dividend payment period is executed according to the common shares' dividend schedule.
- 3.5 The dividends of redeemable preferred shares depend on business results. The payment period is executed according to the common shares' dividend schedule.
- 3.6 The dividend payment period for common shares is determined by the Board of Directors.
- 3.7 In the event the Company pays dividends contrary to the provisions of this section, shareholders must return the money or assets received to the Company. If shareholders cannot return them to the Company, the shareholders and the Board of Directors shall be jointly and severally liable for the Company's debts.

## **CHAPTER VIII**

### **ESTABLISHMENT, REORGANIZATION, AND DISSOLUTION OF THE COMPANY**

#### **Article 21: Establishment of the Company**

The company shall be established after this Charter is approved by the founding shareholders and the business registration certificate is issued by the business registration authority.

All expenses related to the establishment of the Company shall be recorded as Company expenses and amortized in the first fiscal year.

#### **Article 22: Reorganization, Dissolution, and Liquidation of Company Assets, Bankruptcy of the Company**

##### **1. Reorganization of the Company:**

The General Meeting of Shareholders shall decide on the reorganization of the Company, with the following cases of reorganization:

- 1.1 Division of the Company. In this case, the Company shall be divided into several new companies of the same type. Upon business registration of the new companies, the Company shall cease to exist. The procedure for the division of the Company shall be conducted in accordance with the law by a committee established by the General Meeting of Shareholders.
- 1.2 Separation of the Company. In this case, the Company transfers part of its assets (referred to as the separated company) to establish one or several new companies of the same type. Upon business registration of the new companies, the Company does not cease its existence. The Company and the new companies shall jointly be responsible for any outstanding debts, labor contracts, and other financial obligations of the Company. The procedure for the separation of the Company shall be conducted in accordance with the law by a committee established by the General Meeting of Shareholders.
- 1.3 Merger of the Company. In this case, the Company merges with another company of the same type to establish a new company by transferring all assets, rights, obligations, and legitimate interests to the merged company. Upon business registration of the new company, the Company shall cease to exist. The

procedure for the merger shall be conducted in accordance with the law by a committee established by the General Meeting of Shareholders.

- 1.4 The company is merged into another company. In this case, the company is merged into another company of the same type by transferring all assets, rights, obligations, and legitimate interests to the receiving company. The company ceases to exist. After business registration, the receiving company shall enjoy the legitimate rights and interests and assume responsibility for unpaid debts, labor contracts, and other asset obligations of the company. The merger procedures are conducted in accordance with the law by a committee established by the General Meeting of Shareholders.
- 1.5 Another company is merged into the company. In this case, another company of the same type is merged into the company by transferring all assets, rights, obligations, and legitimate interests to the company. The merged company ceases to exist. After business registration, the company shall enjoy the legitimate rights and interests and assume responsibility for unpaid debts, labor contracts, and other asset obligations of the merged company. The merger procedures are conducted in accordance with the law by a committee established by the General Meeting of Shareholders.
- 1.6 The company is converted into a limited liability company. In this case, the company is converted from a joint-stock form to a limited liability form. After business registration of the limited liability company, the company ceases to exist. The newly established limited liability company shall enjoy the legitimate rights and interests and assume responsibility for unpaid debts, labor contracts, and other asset obligations of the company.

## **2. Dissolution of the Company:**

- 2.1 The company is dissolved in the following cases:
  - 2.1.1 Decision of the General Meeting of Shareholders.
  - 2.1.2 The company no longer meets the minimum number of shareholders as prescribed by law for six consecutive months.
  - 2.1.3 Revocation of the business registration certificate, except where otherwise provided by the Tax Management Law.
- 2.2 Procedure for Dissolution:
  - 2.2.1 Meeting of the Board of Directors:
    - 2.2.1.1 Meeting of the Board of Directors:

The Board of Directors shall convene to discuss and propose a dissolution plan. The main contents of the plan include: the dissolution timeline, liquidation procedures, settlement of debts, handling of relationships arising from labor contracts, and the establishment of a liquidation team based on the legal regulations in effect at that time and convening an Extraordinary General Meeting of Shareholders to decide on the dissolution.

2.2.1.2 Convening the General Meeting of Shareholders:

The General Meeting of Shareholders shall consider and discuss the dissolution plan and make a decision on the dissolution. The decision shall be passed when more than 65% of the attending shareholders vote in favor. From the date the dissolution decision is approved, the Company shall cease all business activities. The management of the Company shall be under the responsibility of the Liquidation Team, whose primary duty is to implement the dissolution plan.

2.2.1.3 Information Disclosure

Within a period of seven (7) days from the date the dissolution decision is approved by the General Meeting of Shareholders, the Company shall send the decision to the business registration authority, creditors, related parties, and employees of the Company. For creditors, the decision sent shall be accompanied by a notice of the debt settlement plan, which specifies the location and method of debt payment. The dissolution decision shall also be posted at the Company's headquarters and published in a local newspaper or a national daily newspaper for three consecutive issues.

2.2.1.4 Liquidation of Assets and Settlement of the Company's Debts.

Seven days after the dissolution decision is approved, the Board of Directors shall establish a Liquidation Team. This team shall consist of five members, including the General Director and Chief Accountant of the Company, and three individuals who are either shareholders or external parties. The team must include at least one experienced accountant. The

General Director and the accountant are not permitted to serve as the Head of the Liquidation Team.

The liquidation team shall implement and complete the dissolution plan within no more than six months from the date of establishment.

After settling all the Company's debts, the liquidation team shall submit the dissolution dossier to the business registration authority to remove the Company's name from the business registration records.

### **3. Company Bankruptcy:**

In the event that the Company is insolvent and unable to pay its debts, leading to bankruptcy, this shall be conducted in accordance with the legal provisions on enterprise bankruptcy.

## CHAPTER IX

### ENFORCEMENT EFFECTIVENESS OF THE CHARTER

#### **Article 23: Effectiveness of the Company's Charter**

This Charter shall take effect from the date it is approved by the General Meeting of Shareholders.

#### **Article 24: Form of Amendment and Supplementation of the Company's Charter**

1. During the Company's operations, the Charter shall be amended and supplemented as decided by the General Meeting of Shareholders.
2. The Board of Directors shall prepare the content for amendments and supplements to the Company's Charter and submit it to the General Meeting of Shareholders for decision.
3. All amendments and supplements to the Charter must be registered with the competent authority in accordance with the Enterprise Law.
4. In cases where there are legal provisions related to the Company's operations not covered in this Charter, or in cases where new legal provisions differ from the provisions in this Charter, such legal provisions shall automatically apply and adjust the Company's operations.

#### **Article 25:**

The Charter, upon registration of the enterprise's establishment, was approved by the founding shareholders on May 17, 2002; amended and supplemented for the first time on October 27, 2007, in accordance with the Enterprise Law 2005; amended and supplemented for the second time on April 26, 2014, in accordance with Circular No. 121/2012/TT-BTC dated July 26, 2012, of the Ministry of Finance on corporate governance applicable to public companies; amended for the third time on April 29, 2017, adjusting the Company's Charter capital, amended for the fourth time on April 28, 2018, in accordance with the Enterprise Law 2014 and Decree No. 71/2017/ND-CP dated June 6, 2017.

Pursuant to the Enterprise Law 2020 and Decree No.155/2020/ND-CP dated December 31, 2020, inheriting the original Company Charter and its subsequent amendments and supplements, this Company Charter was approved by the General Meeting of Shareholders on April 28, 2022, and was further amended and supplemented on July 3, 2026 (to update the charter capital), comprising 9 chapters, 25 articles, and 44 pages.

This Company Charter is made in eighteen (18) copies of equal validity, one (1) copy registered with the business registration authority, one (1) copy sent to the Securities Depository Center, and sixteen (16) copies retained at the company. Any reproduction or excerpt must be signed and confirmed by the Chairperson of the Board of Directors or the legal representative of the Company.

Date: July 03, 2026

Chairperson of the Board of Directors  
Tam Duc Cardiology Hospital Joint Stock Company



Dr. Nguyen Ngoc Chieu