CÔNG TY CỔ PHẦN TẬP ĐOÀN BỆNH VIỆN TNH
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DN: C=VN, CN=CÔNG TY CỔ PHẦN TẬP ĐOÀN BỆNH VIỆN TNH, L=THÁI NGUYÊN, UID=MST:4601039023, E=LEQUANGHUY25@GMAIL.COM
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CÔNG TY CỔ PHẦN TẬP ĐOÀN BỆNH VIỆN TNH

TNH HOSPITAL GROUP JOINT STOCK COMPANY

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

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Số/*No:* 335/2026/CBTT-TNH

Thái Nguyên, ngày 29 tháng 10 năm 2026
Thai Nguyen, October 29, 2026

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
UNUSUAL INFORMATION DISCLOSURE

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

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

Đồng kính gửi: Ủy ban Chứng khoán nhà nước

And to: *State Securities Commission*

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

1. ***Organization name:*** *TNH Hospital Group Joint Stock Company*

Mã chứng khoán / *Stock code:* TNH

Địa chỉ: Số 328, đường Lương Ngọc Quyến, phường Phan Đình Phùng, tỉnh Thái Nguyên.

Address: No. 328, Luong Ngoc Quyen Street, Phan Dinh Phung Ward, Thai Nguyen Province.

Điện thoại / *Phone number:* 0208 628 5658 Email: ir@tnh.com.vn

2. Nội dung thông tin công bố: Công ty Cổ phần Tập đoàn Bệnh viện TNH công bố thông tin về việc ban hành Nghị quyết số 335/2026/CBTT-TNH Về việc điều chỉnh nội dung chương trình, tài liệu cuộc họp Đại hội đồng cổ đông bất thường lần 1 năm 2026 của Công ty

2. Information to be Disclosed: *TNH Hospital Group Joint Stock Company announces the issuance of Resolution No. 335/2026/CBTT-TNH On the Adjustment of the Agenda and Meeting Documents of the Company's First Extraordinary General Meeting of Shareholders in 2026*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 29 tháng 10 năm 2026 tại đường dẫn: https://tnh.com.vn/quan-he-co-dong

3. *This information has been published on the company's website on October 29, 2026, at the following link: https://tnh.com.vn/quan-he-co-dong*

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

We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

ĐẠI DIỆN TỔ CHỨC
NGƯỜI ĐƯỢC ỦY QUYỀN CBTT
ORGANIZATION REPRESENTATIVE
PERSON AUTHORIZED TO DISCLOSE INFORMATION

Tài liệu đính kèm:
- Tài liệu liên quan đến CBTT

Attached documents:
- Documents on disclosed information

TẬP ĐOÀN BỆNH VIỆN TNH - C.T.C.P
TNH
M.S.D.N: 4601[illegible]023

Hứa Thị Hoa Linh

CÔNG TY CỔ PHẦN **TẬP ĐOÀN BỆNH VIỆN TNH**	**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM** **Độc lập – Tự do – Hạnh phúc**
TNH HOSPITAL GROUP ***JOINT STOCK COMPANY***	***SOCIALIST REPUBLIC OF VIETNAM*** ***Independence – Freedom – Happiness***
Số/*No.: 334/2026/NQ -HĐQT*	*Thái Nguyên, ngày 29 tháng 10 năm 2026* *Thai Nguyen, October 29, 2026*

NGHỊ QUYẾT
Về việc điều chỉnh nội dung chương trình, tài liệu cuộc họp Đại hội đồng cổ đông bất thường lần 1 năm 2026 của Công ty

RESOLUTION
On the Adjustment of the Agenda and Meeting Documents of the Company's First Extraordinary General Meeting of Shareholders in 2026

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

Căn cứ Luật Doanh nghiệp năm 2020 và các văn bản sửa đổi bổ sung, quy định chi tiết, hướng dẫn thi hành;

Căn cứ Luật Chứng khoán năm 2019 và các văn bản sửa đổi bổ sung, quy định chi tiết, hướng dẫn thi hành;

Căn cứ Điều lệ của Công ty;

Căn cứ Biên bản họp HĐQT Công ty số 330/2026/BB-HĐQT ngày 29/10/2026.

Pursuant to the Law on Enterprises 2020 and its amendments and supplements, as well as the regulations detailing and guiding its implementation;

Pursuant to the Law on Securities 2019 and its amendments and supplements, as well as the regulations detailing and guiding its implementation;

Pursuant to the Company's Charter;

Pursuant to the Minutes of the Company's Board of Directors Meeting No. 330/2026/BB-HĐQT dated 29 October 2026.

QUYẾT NGHỊ / *RESOLUTION:*

Điều 1. Thông qua việc điều chỉnh, bổ sung chương trình cuộc họp Đại hội đồng bất thường lần 1 năm 2026 của Công ty với nội dung như sau:

Article 1. *Approval of the adjustment and supplementation of the agenda for the Company's First Extraordinary General Meeting of Shareholders in 2026, with the following details:*

Nội dung chương trình được bổ sung: Thảo luận và thông qua việc Phê duyệt Phương án phát hành cổ phiếu để hoán đổi nợ của Người Sở Hữu Trái Phiếu trong đợt phát hành trái phiếu chuyển đổi

Additional agenda item: *Discussion and approval of the plan for issuing shares to swap for debt owed to Bondholders under the convertible bond issuance.*

Nội dung chương trình họp sau khi được điều chỉnh bổ sung:

- Thảo luận và thông qua việc phát hành trái phiếu chuyển đổi riêng lẻ của Công ty;
- Thảo luận và thông qua việc Phê duyệt Phương án phát hành cổ phiếu để hoán đổi nợ của Người Sở Hữu Trái Phiếu trong đợt phát hành trái phiếu chuyển đổi
- Thảo luận và thông qua phương án đảm bảo việc phát hành cổ phiếu để chuyển đổi trái phiếu đáp ứng quy định về tỷ lệ sở hữu nước ngoài;
- Thảo luận và thông qua việc thay đổi số lượng người đại diện theo pháp luật của Công ty;
- Thảo luận và thông qua việc sửa đổi, bổ sung Điều lệ Công ty;
- Thảo luận và thông qua các vấn đề khác thuộc thẩm quyền của Đại hội đồng cổ đông (nếu có phát sinh).

Meeting Agenda as Amended and Supplemented:

- *Discussion and approval of the private placement of convertible bonds by the Company;*
- *Discussion and approval of the plan for issuing shares to swap for debt owed to Bondholders under the convertible bond issuance.*
- *Discussion and approval of the plan to ensure that the issuance of shares for conversion of bonds complies with foreign ownership ratio regulations;*
- *Discussion and approval of the change in the number of the Company's legal representatives;*
- *Discussion and approval of amendments and supplements to the Company's Charter;*
- *Discussion and approval of other matters falling within the authority of the General Meeting of Shareholders (if any).*

Điều 2. Thông qua việc điều chỉnh, bổ sung tài liệu cuộc họp Đại hội đồng bất thường lần 1 năm 2026 của Công ty với nội dung như sau:

Article 2. *Approval of the adjustment and supplementation of the meeting documents for the Company's First Extraordinary General Meeting of Shareholders in 2026, with the following details:*

1. Điều chỉnh thay thế các Tờ trình của HĐQT đã ban hành phục vụ cho việc thảo luận các chương trình nghị sự của Đại hội với nội dung như sau:

Amendment and replacement of the submissions issued by the Board of Directors for the purpose of discussing the agenda items of the General Meeting, as follows:

Nội dung nghị sự ***Agenda Item***	**Tờ trình bị thay thế** ***Submission to Be Replaced (*)***	**Tờ trình thay thế** ***Replacement Submission***
Thảo luận và thông qua việc phát hành trái phiếu chuyển đổi riêng lẻ của Công ty *Discussion and approval of the Company's private placement of convertible bonds*	Tờ trình số 314/2026/TTr-HĐQT ngày 16/10/2026 của HĐQT Công ty *Submission No. 314/2026/TTr-HĐQT dated 16 October 2026, issued by the Company's Board of Directors*	Tờ trình số 331/2026/TTr-HĐQT ngày 29/10/2026 của HĐQT Công ty *Submission No. 331/2026/TTr-HĐQT dated 29 October 2026, issued by the Company's Board of Directors*

Thảo luận và thông qua phương án đảm bảo việc phát hành cổ phiếu để chuyển đổi trái phiếu đáp ứng quy định về tỷ lệ sở hữu nước ngoài *Discussion and approval of the plan to ensure that the issuance of shares for conversion of bonds complies with regulations on foreign ownership limits*	Tờ trình số 315/2026/TTr-HĐQT ngày 16/10/2026 của HĐQT Công ty *Submission No. 315/2026/TTr-HĐQT dated 16 October 2026, issued by the Company's Board of Directors*	Tờ trình số 332/2026/TTr-HĐQT ngày 29/10/2026 của HĐQT Công ty *Submission No. 332/2026/TTr-HĐQT dated 29 October 2026, issued by the Company's Board of Directors*

(*) đã công bố thông tin ngày 16/10/2026 / *Disclosed on 16 October 2026.*

2. Bổ sung Tờ trình số 333/2026/TTr-HĐQT ngày 29/10/2026 HĐQT Công ty về việc Phê duyệt Phương án phát hành cổ phiếu để hoán đổi nợ của Người Sở Hữu Trái Phiếu trong đợt phát hành trái phiếu chuyển đổi, để phục vụ cho việc thảo luận chương trình nghị sự được bổ sung của Đại hội nêu tại Điều 1.

Addition of Submission No. 333/2026/TTr-HĐQT dated 29 October 2026, issued by the Company's Board of Directors, regarding the approval of the plan for issuing shares to swap for debt owed to Bondholders under the convertible bond issuance, to facilitate discussion of the additional agenda item of the General Meeting specified in Article 1.

Điều 3. Nghị quyết có hiệu lực kể từ ngày ký. Các thành viên Hội đồng quản trị, Ban Điều hành, Người đại diện theo pháp luật; cùng các cá nhân, bộ phận có liên quan có trách nhiệm phối hợp thi hành Nghị quyết này

Article 3. *The Resolution takes effect from the date of signing. Members of the Board of Directors, the Executive Board, the Legal Representative, and relevant individuals and departments shall be responsible for coordinating the implementation of this Resolution.*

Nơi nhận:
- HĐQT;
- BĐH;
- Như Điều 3;
- Các đơn vị có liên quan;
- Lưu: Thư ký Công ty

Recipients:
- *Board of Directors;*
- *Executive Board;*
- *As stated in Article 3;*
- *Relevant entities;*
- *For filing: Company Secretary*

T/M. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH HĐQT
ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON OF THE BOARD OF DIRECTORS

TTND. BSCC Lê Xuân Tân

TNH HOSPITAL GROUP JOINT STOCK COMPANY	**SOCIALIST REPUBLIC OF VIETNAM** **Independence - Freedom - Happiness**
No.: 331/2026/TTr-HĐQT	*Thai Nguyen, October 29th 2026*

PROPOSAL

Re: Approval of the Convertible Bond Issuance Plan

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

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020, as amended and supplemented by Law No. 76/2025/QH15 dated 17 June 2025, and its implementing guidelines;*
- *The Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its implementing guidelines (**the "Law on Securities"**);*
- *Law No. 56/2024/QH15 dated 29 November 2024 amending and supplementing a number of articles of the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves and the Law on Handling of Administrative Violations (**"Law No. 56"**);*
- *Decree No. 200/2026/ND-CP dated 05 June 2026 of the Government on the private placement and trading of corporate bonds in the domestic market and the offering of corporate bonds in the international market (**"Decree No. 200"**);*
- *Circular No. 138/2026/TT-BTC dated 25 September 2026 of the Ministry of Finance guiding a number of articles of Decree No. 200/2026/ND-CP on the private placement and trading of corporate bonds in the domestic market and the offering of corporate bonds in the international market;*
- *The Charter on Organization and Operation of TNH Hospital Group Joint Stock Company (the "**Company**" or **"TNH"**).*

Based on its assessment of the capital use plan and the business plan of the Company for the coming period, the Board of Directors of TNH Hospital Group Joint Stock Company (the "**BOD**") respectfully submits to the General Meeting of Shareholders (the "**GMS**") for consideration and approval the matters relating to the policy and the plan for the private placement of convertible bonds in 2026 **(the "Issuance Plan")**, with the following details:

I. INFORMATION ON THE ISSUER

1.	Name of enterprise	: TNH Hospital Group Joint Stock Company
2.	Type of enterprise	: Public joint stock company
3.	Head office	: No. 328 Luong Ngoc Quyen Street, Phan Dinh Phung Ward, Thai Nguyen Province, Vietnam

4. Business lines :

Code	Business line
4390	Other specialized construction activities *Details:* - *Erection and installation work (CPC 514, 516) (for specialized construction activities)* - *Other construction work (CPC 511, 515, 518)*
4321	Electrical installation *Details: Erection and installation work (CPC 514, 516) (electrical systems)*
4322	Installation of water supply and drainage, heating and air-conditioning systems *Details: Erection and installation work (CPC 514, 516) (water supply and drainage, heating and air-conditioning systems)*
4330	Building completion and finishing *Details: Finishing work for high-rise buildings (CPC 517)*
8541	University education *Details:* *Conducted in the fields of medical, technical, natural sciences and technology, business administration and business science, economics, accounting, international law and language training within educational services, including: Higher education (CPC 923), Adult education (CPC 924), Other educational services (CPC 929, including foreign language training).* *To be established and operated only upon permission of the Prime Minister.* *(Excluding the provision of educational services in the following subjects: security, national defense, politics, religion, Vietnamese culture and other subjects necessary to protect Vietnamese social morality.)*
8533	College education *Details: Conducted in the fields of medical, technical, natural sciences and technology, business administration and business science, economics, accounting, international law and language training within educational services, including: Higher education (CPC 923), Adult education (CPC 924), Other educational services (CPC 929, including foreign language training).* *Excluding the provision of educational services in the following subjects: security, national defense, politics, religion, Vietnamese culture and other subjects necessary to protect Vietnamese social morality.*
8532	Vocational secondary education *Details:* *Conducted in the fields of medical, technical, natural sciences and technology, business administration and business science, economics, accounting, international law and language training within educational services, including: Higher education (CPC 923), Adult education (CPC 924), Other educational services (CPC 929).*

	(Excluding the provision of educational services in the following subjects: security, national defense, politics, religion, Vietnamese culture and other subjects necessary to protect Vietnamese social morality.)
5520	Other short-term accommodation services *Hotel lodging services (CPC 64110)*
8691	Intermediary service activities for medical, dental and other health services *Vaccination activities; disease-prevention vaccine injection services*
5610	Restaurants and mobile food service activities *Food serving services (CPC 642) and beverage serving services (CPC 643)*
8610 (Main)	Hospital and medical station activities - *Hospital services (CPC 9311)* - *Medical and dental services (CPC 9312)*
8620	Activities of general, specialized and dental clinics - *Hospital services (CPC 9311)* - *Medical and dental services (CPC 9312)*
4102	Construction of non-residential buildings *Details: Construction of high-rise buildings (CPC 512)*
4299	Construction of other civil engineering works *Details: Construction of civil engineering works (CPC 513)*

5. Enterprise Registration Certificate No. : 4601039023, first issued on 19 March 2012, 19th amendment registered on 15 September 2026 by the Department of Finance of Thai Nguyen Province.

6. Account for receipt of bond subscription proceeds :
   - Beneficiary account name: TNH Hospital Group Joint Stock Company
   - Account number: 1211216666
   - Bank: Joint Stock Commercial Bank for Foreign Trade of Vietnam (Vietcombank) – Thai Nguyen Branch

7. Charter capital as at 31 December 2025 : 1,657,999,430,000 VND

8. Stock code : TNH

9. Legal representatives : Mr. Le Xuan Tan – Chairman of the Board of Directors; and
   Ms. Nguyen Thi Thuy Giang – General Director

II. PURPOSE OF THE BOND OFFERING

The purpose of the bond issuance is to raise capital to restructure the Company's bank loans in accordance with the capital use plan set out in Section III of the Issuance Plan and in

compliance with the law. At the same time, it implements TNH's plan to increase its capital upon conversion of the Bonds into ordinary shares under the Issuance Plan. Specifically:

No.	Bank	Repayment amount (VND)	Loan information	Expected repayment schedule
1	Repayment of the short-term loan from Military Commercial Joint Stock Bank (MB) under Agreement No. 352315.25.090.1699479.TD	62,415,537,000	- Loan amount: VND 117,000,000,000 - Term: 12 months - Loan purpose: Credit facility to finance the Customer's medical services business.	After completion of the offering, expected in 2027
2	Repayment of the long-term loan from Military Commercial Joint Stock Bank (MB) under Agreement No. 99608.22.090.1699479.TD and Appendix No. 99608.22.090.1699479.TD.PL	157,584,463,000	- Loan amount: VND 480,000,000,000 - Term: 120 months - Loan purpose: Financing the construction investment and purchase of medical machinery and equipment for the TNH Viet Yen Hospital Construction Investment Project, Bac Giang, located on the healthcare land plot of Nguyen The Nho residential area, Bich Dong Town, Viet Yen District, Bac Giang Province	After completion of the offering, expected in 2027
Total		**220,000,000,000**		

III. PLAN FOR USE OF PROCEEDS FROM THE BOND OFFERING

The proceeds from the issuance will be used to supplement capital for restructuring bank loans, as follows:

No.	Use of proceeds	Amount (VND)	Expected disbursement time
1	Repayment of the short-term loan from Military Commercial Joint Stock Bank (MB)	62,415,537,000	After completion of the offering, expected in 2027
2	Repayment of the long-term loan from Military Commercial Joint Stock Bank (MB)	157,584,463,000	After completion of the offering, expected in 2027
Total		**220,000,000,000**	

Note: The use of proceeds for repayment to the above banks shall be carried out in accordance with the relevant credit agreements and appendices thereto, as detailed in Section II.

Plan for temporarily idle funds: Pending disbursement according to schedule, the Company will place the proceeds from the bond offering on deposit at commercial banks or foreign bank branches, or purchase certificates of deposit issued by commercial banks or foreign bank branches, in line with the Company's business plan.

If the issuance does not raise the full amount above, the GMS assigns and authorizes the BOD to arrange additional lawful sources of funds and rebalance funding sources (borrowings, own capital), or to adopt a plan to cover the shortfall in the capital expected to be raised from the offering in line with the Company's business operations, on the principle that the purpose of the issuance remains unchanged and in compliance with the law.

IV. EXPLANATION OF FULFILMENT OF EACH BOND OFFERING CONDITION

No.	Issuance condition	Assessment	Supporting documents
1	There is a resolution of the General Meeting of Shareholders approving the issuance plan and the use of proceeds from the offering, clearly specifying the investor criteria, the number of shares, the offering price of shares or the principles for determining the offering price of shares.	Satisfied	The competent body approving the private convertible bond issuance plan is the General Meeting of Shareholders.
2	Participants in the offering shall only include strategic investors and professional securities investors as prescribed in Clause 1, Article 11 of the Law on Securities for offerings of shares and convertible bonds, or strategic investors and professional securities investors as prescribed in Clauses 1a and 1b, Article 11 of the Law on Securities for offerings of bonds with warrants.	Satisfied	TNH undertakes that the subscribers of the Bonds in this issuance are institutional professional securities investors as prescribed by securities laws.
3	Trading and transfer of privately placed shares, privately placed convertible bonds and privately placed bonds with warrants are restricted for at least 03 years for strategic investors and at least 01 year for professional securities investors from the completion date of the offering, except for trading and transfers between professional securities investors as prescribed in Point b, Clause 1, Article 31 of the Law on Securities, as amended and supplemented by Point a, Clause 9, Article 1 of Law No. 56, or transfers pursuant to legally effective court judgments or decisions, arbitral awards, or inheritance in accordance with the law.	Satisfied	TNH undertakes that investors subscribing for the Bonds in this issuance will be subject to transfer restrictions in accordance with securities laws.
4	Private placements of shares, convertible	Satisfied	The Company has not made any

No.	Issuance condition	Assessment	Supporting documents
	bonds and bonds with warrants must be at least 06 months apart from the completion date of the most recent offering.		private placement of shares, convertible bonds or bonds with warrants in the last 06 months.
5	The offering of shares, conversion of bonds into shares and exercise of warrants must comply with the regulations on foreign ownership limits as prescribed by law.	Satisfied	Pursuant to Official Letter No. 839/UBCK-PTTT dated 19 February 2025 of the State Securities Commission, the current foreign ownership limit at the Company is 70%. As at 16 October 2026, foreign ownership at TNH was 53.09%, so there remains room for foreign investors to hold shares. TNH undertakes that the issuance of convertible bonds to foreign investors will only be carried out within the foreign ownership limit permitted at TNH from time to time and in compliance with the law. The GMS authorizes the BOD to approve a plan to ensure compliance with the foreign ownership limit at TNH.
6	Total liabilities (including the value of the bonds expected to be issued) do not exceed 05 times the owners' equity of the issuer according to the annual financial statements specified in Point e, Clause 1, Article 13 of Decree No. 200. Where the issuer is a parent company, liabilities (including the value of the bonds expected to be issued) and owners' equity are based on the consolidated financial statements, in which owners' equity excludes non-controlling interests.	Satisfied	According to the audited consolidated financial statements for 2025, TNH's ratio of total liabilities to owners' equity is 0.78 times, satisfying the legal requirements.

V. TERMS AND CONDITIONS OF THE BONDS TO BE OFFERED

1. Issuer : TNH Hospital Group Joint Stock Company

2. Name of the Bonds : Privately placed convertible bonds of TNH Hospital Group Joint Stock Company

3. Bond code : The bond code will be assigned in accordance with the bond coding principles under the guidance of the Vietnam Securities Depository and Clearing Corporation ("VSDC") at

			the time of offering
4.	Type of Bonds	:	Convertible bonds, without warrants and unsecured
5.	Currency of issuance and payment	:	Vietnamese Dong (VND)
6.	Form of the Bonds	:	The Bonds are issued in book-entry form
7.	Expected number of Bonds to be issued	:	Up to 2,200 Bonds
8.	Par value of the Bonds	:	VND 100,000,000 (*One hundred million dong*)/Bond
9.	Total expected issuance value (at par value)	:	Up to VND 220,000,000,000
10.	Offering price	:	100% of the par value of the Bonds
11.	Total expected issuance value (at offering price)	:	Up to VND 220,000,000,000
12.	Number of tranches	:	01 (one) tranche
13.	Term of the Bonds	:	24 (twenty-four) months from the Issue Date.
14.	Maturity Date	:	The date falling exactly 24 (twenty-four) months from the Issue Date, or the early redemption date as provided in the Bond Issuance Plan and the relevant Bond Documents, whichever is earlier.
15.	Issuance time (expected)	:	In 2026 or Q1 2027. The GMS assigns and authorizes the BOD to decide the specific issuance time based on market conditions, the Company's actual situation and after the competent state authority has notified the Issuer of its receipt of the complete dossier.
16.	Expected nominal interest rate	:	16% per annum *(fixed throughout the Term of the Bonds).*
17.	Method of payment of principal and interest of the Bonds	:	***a) Interest period and interest payment date*** Payable on the date falling exactly 24 (twenty-four) months from the Issue Date, corresponding to the maturity of the Bonds; or on the date the Bonds are redeemed early in accordance with the Issuance Plan and the relevant Bond Documents ("Interest Payment Date"). If an Interest Payment Date falls on a Saturday, Sunday, or a public or Tet holiday, the payment of Bond interest shall be made on the following business day. ***b) Interest calculation:*** Interest on the Bonds is determined according to the following formula: **Interest for Bond Period n = Par value of the Bond ×**

Bond interest rate (% per annum) × Actual number of calendar days / Actual Number of Days in the Fiscal Year

For the avoidance of doubt: the actual number of calendar days is counted from and including the Issue Date up to the Interest Payment Date. Interest is calculated only on the actual outstanding principal of the Bonds.

c) Method of interest payment:

- At the end of the Term of the Bonds, Bondholders may choose one of the following methods of settling accrued interest:
  + *Receive payment of the entire interest in cash; or*
  + *Receive the entire interest in shares of the Issuer through an issuance of shares for debt swap at an issue price of VND 10,000/share; the detailed plan will be submitted by the BOD to the GMS for approval in accordance with applicable laws; or*
  + *Receive part of the interest in cash and part in shares of the Issuer through an issuance of shares for debt swap at an issue price of VND 10,000/share; the detailed plan will be submitted by the BOD to the GMS for approval in accordance with applicable laws.*
- Bondholders shall exercise their election in writing or by electronic means accepted by the Issuer, within the time limit and procedures notified by the Issuer prior to the maturity of the Bonds.
- The election notice must clearly state the method of receiving interest and, if the combined method is chosen, clearly specify the portion of interest to be received in cash and the portion to be received in shares.
- If a Bondholder fails to submit a valid election within the prescribed time limit, interest will be paid in cash.

d) Method of principal payment: As provided in Clause 2, Section XVI of this Proposal.

e) Conversion right

Bondholders have the right to convert all, part or none of the outstanding principal of the Bonds into ordinary shares of the Issuer at the conversion time specified in Section VI of the Issuance Plan.

f) Payment of principal and interest upon early redemption

If the Bonds are redeemed early, principal and interest shall be determined and paid in accordance with the early redemption terms and conditions set out in the Issuance Plan and the relevant Bond Documents.

g) Implementation authority

The GMS assigns and authorizes the BOD to organize implementation and decide on technical matters regarding

interest calculation, receipt of Bondholders' elections, payment of principal and interest, registration of the issuance of shares for debt swap, the conversion registration procedures and related matters in accordance with the Bond Issuance Plan at the time of actual conversion of the Bonds into Shares.

18. Security: The Bonds are not secured by assets.

VI. PLAN FOR CONVERSION OF BONDS INTO SHARES

1. **Conversion conditions:**

a) Bondholders have the right to convert all, part or none of the outstanding principal of the Bonds they hold into ordinary shares of the Issuer at the conversion time specified in Clause 2 of this Section, at the Conversion Price specified in Clause 3 of this Section.

b) Conversion of the outstanding principal of the Bonds shall be carried out upon a valid request of the Bondholder.

c) Any outstanding principal of the Bonds not registered for conversion or not converted shall be paid in cash in accordance with the Issuance Plan and the relevant Bond Documents.

d) Payment of Bond interest in shares, if elected by the Bondholder, shall be carried out in accordance with Clause 17, Section V and Section XVI of this Issuance Plan, consistent with the share issuance plan and relevant laws.

2. **Conversion period:**

01 (one) conversion, on the date falling exactly 24 (twenty-four) months from the Issue Date.

The Issuer shall notify Bondholders of the conversion registration period, the registration documents, the deadline for submitting notices and the time for determining the number of shares to be issued.

3. **Conversion price**: VND 10,000/share

4. **Conversion ratio**: The number of ordinary shares received upon conversion of 01 Bond is equal to the par value of the Bond divided by the Conversion Price.

5. **The number of shares received upon conversion** of the Bonds will be rounded down to the nearest whole number, and any resulting fractional shares will be cancelled. The Issuer shall not be obliged to make any payment for the cancelled fractional shares.

6. The GMS authorizes the BOD to approve a plan to ensure that the issuance of shares for bond conversion complies with the foreign ownership limit regulations from time to time as prescribed by law.

If it is necessary to temporarily lock the foreign ownership ratio after completion of the bond offering to protect the interests of Bondholders, the GMS authorizes the BOD to carry out the related work in line with the actual situation and the law.

VII. CIRCUMSTANCES, CONDITIONS, TERMS AND COMMITMENTS ON EARLY REDEMPTION AND SWAP OF THE BONDS

1. Bondholders have the right to request the Issuer to redeem the Bonds early upon the occurrence of an event of default or a force majeure event as specifically provided in the Information Disclosure Document, the Bond Documents and applicable laws. The Issuer is responsible for carrying out early redemption in cases where it is mandatory under the law or pursuant to obligations undertaken in the Bond Documents.

2. When early redemption of the Bonds is carried out pursuant to Clause 1 of this Section, the number of Bonds that each Bondholder is obliged to sell back to the Issuer on each redemption date shall be equal to (=) the number of Bonds of the issuance to be redeemed on that redemption date multiplied by (x) the number of Bonds held by that Bondholder divided by (/) the total number of outstanding Bonds of the redeemed Bonds, rounded to the nearest whole number (if the first decimal digit is 5 or greater, the number is rounded up; if the first decimal digit is less than 5, the decimal part is discarded).

3. Early redemption of the Bonds and approval of the early redemption plan shall be delegated to the BOD of the Issuer for approval, except for mandatory early redemption at the request of Bondholders when:

a. The Issuer violates the law on the offering and trading of corporate bonds according to a decision of a competent authority and such violation cannot be remedied, or the remedial measures are not approved by Bondholders representing 65% or more of the total outstanding Bonds of the same type;

b. The Issuer breaches the Bond Issuance Plan and such breach cannot be remedied, or the remedial measures are not approved by Bondholders representing 65% or more of the total outstanding Bonds of the same type.

4. When the Issuer redeems the Bonds early, the Issuer is responsible for disclosing information in accordance with applicable laws.

5. The order and procedures for early redemption of the Bonds shall comply with applicable laws and the specific provisions of the Information Disclosure Document and the Bond Documents of the issuance.

6. The Issuer will not carry out any bond swap.

VIII. METHOD AND PROCEDURE FOR OBTAINING BONDHOLDERS' OPINIONS ON CHANGES TO THE TERMS AND CONDITIONS OF THE BONDS, CHANGES TO THE PURPOSE OF THE BOND ISSUANCE, AND EARLY REDEMPTION OF THE BONDS

1. Through (i) voting at a bondholders' meeting convened by persons with convening authority as provided in the bond issuance documents for each specific tranche (the Bondholders' Meeting), or (ii) collecting written opinions (in paper or by electronic voting) as decided by the persons authorized to convene the Bondholders' Meeting, or (iii) another form as specifically provided in the bond issuance documents and in compliance with the law.

2. Procedure for obtaining bondholders' opinions

+ The Bondholders' Meeting, or the collection of Bondholders' written opinions or opinions in another form, shall be as decided by the person with convening authority in accordance with the specific provisions of the relevant Bond Documents.

+ Changes to the terms and conditions of the bonds or to the purpose of the bond issuance may only be approved when consented to by bondholders representing 65% or more of the total outstanding bonds of the same type, and the Issuer has completed the early redemption of bonds from bondholders who do not consent to the changes to the terms and conditions of the bonds or the purpose of the issuance under the Issuance Plan.

+ Detailed order and procedures for organizing the Bondholders' Meeting or collecting Bondholders' written opinions or opinions in another form shall be set out in the relevant Bond Documents.

IX. CERTAIN FINANCIAL INDICATORS OF THE ENTERPRISE FOR THE 03 YEARS IMMEDIATELY PRECEDING THE YEAR OF OFFERING AND CHANGES AFTER THE ISSUANCE (IF ANY)

1. Certain financial indicators based on the separate financial statements:

Item	2023	2024	2025
LIABILITIES	**406,857.56**	**542,669.75**	**742,657.31**
Current liabilities	***224,063.98***	***158,724.26***	***244,442.95***
Short-term trade payables	12,920.14	21,237.25	36,028.35
Short-term advances from customers	983.52	1,095.77	1,247.70
Taxes and amounts payable to the State	3,641.51	1,517.31	2,579.12
Payables to employees	7,943.21	12,291.76	17,330.85
Other short-term accrued expenses	1,289.86	1,592.66	1,874.16
Short-term unearned revenue	0	0	1,001.00
Other short-term payables	33.72	260.84	222.13
Short-term borrowings	197,252.01	120,728.68	184,159.63
Non-current liabilities	***182,793.58***	***383,945.49***	***498,214.36***
Long-term borrowings	182,793.58	383,945.49	498,214.36
OWNERS' EQUITY	**1,613,785.75**	**1,811,774.81**	**1,717,841.35**
Owners' contributed capital	958,746.10	1,441,812.70	1,657,999.43
Share premium	258,967.99	258,857.99	42,671.26
Treasury shares	(700.00)	0	(480.00)
Undistributed profit after tax	396,771.66	111,104.12	17,650.66
- Undistributed profit accumulated to the end of the previous year	*250,654.78*	*65,025.06*	*111,104.12*
- Undistributed profit/(loss) after tax of the current year	*146,116.88*	*46,079.06*	*(93,453.46)*
TOTAL RESOURCES	**2,020,643.31**	**2,354,444.56**	**2,460,498.65**

(Source: Audited separate financial statements for 2023, 2024 and 2025)

Item	2023	2024	2025
Liabilities/Owners' equity (times)	0.25	0.30	0.43
Liabilities/Total assets (times)	0.20	0.23	0.30
Current ratio (Current assets/Current liabilities) (times)	1.75	0.77	0.50
Quick ratio ((Current assets -	1.69	0.68	0.39

Item	2023	2024	2025
Inventories)/Current liabilities)			
Total outstanding bonds/Owners' equity (times)	0.00	0.00	0.00
Profit/(Loss) before tax (VND million)	159,875	52,456	(91,385)
Profit/(Loss) after tax (VND million)	146,117	46,079	(93,453)
Return on average total assets (ROA)	8.54%	2.11%	(3.88%)
Return on average owners' equity (ROE)	11.51%	2.69%	(5.30%)
Financial safety indicators and operational safety ratios as prescribed by law	Not applicable	Not applicable	Not applicable

(Source: Calculated based on the audited separate financial statements for 2023, 2024 and 2025)

2. Certain financial indicators based on the consolidated financial statements:

Item	2023	2024	2025
LIABILITIES	**407,041.16**	**695,088.38**	**1,118,120.59**
Current liabilities	***224,247.58***	***161,939.09***	***274,234.61***
Short-term trade payables	12,920.14	24,110.39	51,510.29
Short-term advances from customers	983.52	1,095.77	1,247.70
Taxes and amounts payable to the State	3,641.51	1,517.31	2,634.31
Payables to employees	7,943.21	12,291.76	17,430.13
Other short-term accrued expenses	1,473.46	1,934.35	2,759.28
Short-term unearned revenue	0	0	1,001.00
Other short-term payables	33.72	260.84	222.13
Short-term borrowings	197,252.01	120,728.68	197,429.77
Non-current liabilities	***182,793.58***	***533,149.29***	***843,885.98***
Long-term borrowings	182,793.58	533,149.29	843,885.98
OWNERS' EQUITY	**1,723,528.82**	**1,848,998.42**	**1,755,294.87**
Owners' contributed capital	958,746.10	1,441,812.70	1,657,999.43
Share premium	258,967.99	258,857.99	42,671.26
Treasury shares	(700.00)	0	(480.00)
Undistributed profit after tax	389,948.73	100,298.71	7,167.24
- Undistributed profit accumulated to the end of the previous year	*250,654.78*	*55,017.41*	*100,298.71*

Item	[illegible]	[illegible]	[illegible]
- Undistributed profit/(loss) after tax of the current year	*139,293.95*	*45,281.31*	*(93,131.48)*
Non-controlling interests	116,566.00	48,029.01	47,936.95
TOTAL RESOURCES	**2,130,569.98**	**2,544,086.80**	**2,873,415.47**

(Source: Audited consolidated financial statements for 2023, 2024 and 2025)

Item	2023	2024	2025
Liabilities/Owners' equity (times)	0.24	0.38	0.64
Liabilities/Total assets (times)	0.19	0.27	0.39
Current ratio (Current assets/Current liabilities) (times)	2.77	1.84	0.90
Quick ratio ((Current assets - Inventories)/Current liabilities)	2.70	1.75	0.79
Total outstanding bonds/Owners' equity (times)	0	0	0
Profit/(Loss) before tax (VND million)	152,981.64	51,436.50	(91,154.63)
Profit/(Loss) after tax (VND million)	139,223.04	45,059.60	(93,223.54)
Return on average total assets (ROA)	7.89%	1.93%	-3.44%
Return on average owners' equity (ROE)	11.00%	2.66%	-5.31%
Financial safety indicators and operational safety ratios as prescribed by law	Not applicable	Not applicable	Not applicable

(Source: Calculated based on the audited consolidated financial statements for 2023, 2024 and 2025)

X. STATUS OF PAYMENT OF INTEREST AND PRINCIPAL OF ISSUED BONDS AND OF DEBTS FALLING DUE (EXCLUDING BOND DEBT) DURING THE 03 CONSECUTIVE YEARS PRECEDING THE BOND OFFERING (IF ANY)

During the 03 consecutive years preceding the offering (from 2023 to date), the Company has always paid its debts in full when due.

XI. REPORT ON THE ISSUANCE AND USE OF PROCEEDS OF OUTSTANDING BONDS

During the 03 consecutive years preceding the offering (from 2023 to date), the Company has not issued any bonds.

XII. ASSESSMENT OF THE FINANCIAL POSITION AND THE ABILITY TO PAY DEBTS FALLING DUE AND TO REPAY THE BONDS EXPECTED TO BE ISSUED

TNH has a sound financial position with a safe capital structure and is fully able to pay its debts falling due as well as to repay the bonds expected to be issued.

XIII. AUDIT OPINIONS ON THE ANNUAL FINANCIAL STATEMENTS AND REVIEW CONCLUSIONS ON THE SEMI-ANNUAL FINANCIAL STATEMENTS (IF ANY)

- **Opinion of the independent auditor – Deloitte Vietnam Audit Company Limited – on the audited separate financial statements for 2025:**

  "In our opinion, the separate financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2025, and its financial performance and its cash flows for the year then ended in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and the legal regulations relating to the preparation and presentation of financial statements."

- **Opinion of the independent auditor – Deloitte Vietnam Audit Company Limited – on the audited consolidated financial statements for 2025:**

  "In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at 31 December 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and the legal regulations relating to the preparation and presentation of consolidated financial statements."

- **Conclusion of the independent auditor – Deloitte Vietnam Audit Company Limited – on the reviewed separate financial statements for the first 06 months of 2026:**

  "Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim separate financial statements do not present fairly, in all material respects, the financial position of the Company as at 30 June 2026, and its financial performance and its cash flows for the six-month accounting period then ended in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and the legal regulations relating to the preparation and presentation of interim financial statements."

- **Conclusion of the independent auditor – Deloitte Vietnam Audit Company Limited – on the reviewed consolidated financial statements for the first 06 months of 2026:**

  "Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim consolidated financial statements do not present fairly, in all material respects, the consolidated financial position of the Company as at 30 June 2026, and its consolidated financial performance and its consolidated cash flows for the six-month period then ended in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and the legal regulations relating to the preparation and presentation of interim consolidated financial statements."

XIV. METHOD OF BOND ISSUANCE

The Bonds are issued by way of private placement through an issuing agent, in compliance with the law.

XV. BOND SUBSCRIBERS

Subscribers of the Bonds in this issuance are institutional professional securities investors as prescribed by securities laws, whereby:

1. Investor selection criteria: Institutional professional securities investors as prescribed by securities laws with respect to the holding of the Bonds before and after the exercise of the conversion right.

2. Number and list of investors: The offering will involve fewer than 100 institutional professional securities investors as prescribed. The GMS assigns and authorizes the BOD to seek and negotiate with investors meeting the above criteria in line with the conditions and needs of the Issuer.

XVI. PLAN FOR ARRANGING FUNDS FOR, AND METHOD OF, PAYMENT OF INTEREST AND PRINCIPAL OF THE BONDS

1. Plan for arranging funds for payment of principal and interest of the Bonds:

TNH expects to use cash flows from its business operations and other lawful sources (if any) to pay in full and on time, including but not limited to, the principal and interest of the Bonds, including amounts payable when due; amounts payable in case of early redemption of the Bonds under the Issuance Plan and the relevant Bond Documents; and other obligations of TNH under and in connection with the Bonds.

If Bondholders choose to receive part or all of the principal and interest of the Bonds in shares, TNH will register the issuance of shares for the conversion of the convertible Bonds and the issuance of shares for debt swap.

2. Method of payment of interest and principal of the Bonds:

a. Principal of the Bonds:

- The principal amount payable is determined on the basis of the actual outstanding principal of the Bonds remaining payable after determining the portion of outstanding principal converted into shares under Section VI of the Issuance Plan or the portion of outstanding principal settled through early redemption, as the case may be.
- Method of principal payment: The principal of Bonds not converted into shares will be paid in a lump sum on the maturity date or the early redemption date or another date as specifically provided in the terms and conditions of the Bonds and other transaction documents relating to the Bonds.

b. Interest of the Bonds:

- The interest payable is determined on the basis of the actual outstanding principal, the Bond interest rate and the actual number of interest-bearing days under the interest calculation convention set out in the Issuance Plan and the relevant Bond Documents.
- Interest is calculated in accordance with Sections V.16 and V.17 of the Issuance Plan.
- The determination of the number of interest days, the start and end of interest accrual, as well as the interest payable in case of early redemption, shall be carried out consistently under the interest calculation convention in the Issuance Plan and the relevant Bond Documents.

c. The principal of the Bonds, including in case of early redemption, and the interest of the Bonds will be paid by bank transfer to the registered account of the Bondholder.

3. Plan, payment amounts and expected payment times:

The GMS assigns and authorizes the BOD to:

- Organize the implementation of the funding plan; plan the amounts payable and the expected payment times in line with the actual situation and the law at the time of issuance of the Bonds.
- Decide on matters regarding the order, procedures, documents, notification methods and technical matters necessary to perform payment obligations within the scope approved by the GMS.

XVII. INFORMATION DISCLOSURE COMMITMENTS OF THE ISSUER; OTHER COMMITMENTS TO BOND INVESTORS (IF ANY)

1. The Issuer undertakes to fulfil its obligations of pre-issuance disclosure, disclosure of the issuance results, periodic disclosure, extraordinary disclosure and other disclosures as prescribed by applicable laws.

2. The Issuer undertakes that the disclosed information is complete, accurate and timely in accordance with the law and takes legal responsibility for the content and accuracy of the disclosed information. The Issuer undertakes to comply with the principles of information disclosure as prescribed by law.

XVIII. MEASURES TAKEN BY THE ISSUER TO MONITOR, MANAGE AND SUPERVISE THE USE OF PROCEEDS FROM THE BOND OFFERING FOR THE PROPER PURPOSE

The proceeds from the bond issuance will be recorded by TNH in a separate account. TNH will monitor, manage and supervise the use of proceeds for the purposes set out in the Issuance Plan and ensure compliance with the law.

XIX. RIGHTS AND RESPONSIBILITIES OF BOND INVESTORS

1. Rights of Bond investors:

a. To be provided with full information disclosure by the Issuer in accordance with Decree No. 200 and relevant guiding legal documents, as amended, supplemented or replaced from time to time; to have access to the Bond offering dossier (upon request).

b. To be paid the principal and interest of the Bonds in full and on time when due by the Issuer, and to exercise attached rights (if any) in accordance with the terms and conditions of the Bonds and agreements with the Issuer.

c. To request the Issuer to redeem the Bonds early in accordance with the documents relating to the Bond issuance and applicable laws.

d. To request the seller of the Bonds to provide the full disclosed information of the Issuer in accordance with Decree No. 200 and relevant guiding legal documents, as amended, supplemented or replaced from time to time, when purchasing the Bonds in the secondary market.

e. The voting threshold for approving matters requiring Bondholders' approval shall not be lower than 65% of the total outstanding Bonds of the same type.

f. Other rights of Bondholders as provided by applicable laws, the Information Disclosure Document and the Bond Documents.

2. Responsibilities of Bond investors:

a. To have full access to the Bond offering dossier and the Issuer's disclosed information; to fully understand the terms and conditions of the Bonds and other commitments of the Issuer before deciding to purchase and trade the Bonds

b. To fully understand the risks arising from purchasing, trading and transferring the Bonds; to understand and comply with the regulations on eligible investors for purchasing, trading and transferring privately placed corporate bonds under securities laws, enterprise laws and applicable laws.

c. To make their own assessment of, and take responsibility for, their investment decisions and bear the risks arising from investing in and trading the Bonds. The State does not guarantee that the Issuer will pay the interest and principal of the Bonds in full and on time when due or fulfil other rights of Bond investors.

d. Before purchasing the Bonds (in both the primary and secondary markets), professional securities investors (where applicable laws require a written confirmation for the purchase of the Bonds) must sign a written confirmation that they have complied with points a, b and c, Clause 2 of this Section in the prescribed form, and take responsibility for their decision to purchase the Bonds after signing such confirmation. Such confirmation must be kept in the Bond offering dossier or at the securities company through which the investor trades the Bonds in accordance with the law.

e. To be responsible for the dossiers and documents provided by them for determining their status as professional securities investors.

f. To trade the Bonds in accordance with the law; not to sell or co-invest in the Bonds with investors that are not professional securities investors in any form.

g. When selling the Bonds in the secondary market, the selling investor must provide the purchasing investor with the full disclosed information of the Issuer in accordance with Decree No. 200 and relevant guiding legal documents, as amended, supplemented or replaced from time to time.

h. To use non-cash payment services when purchasing, selling, trading or transferring the Bonds.

i. Other responsibilities (if any) shall be set out in the Information Disclosure Document, other documents relating to the issuance and documents as prescribed by applicable laws.

XX. RIGHTS AND RESPONSIBILITIES OF THE ISSUER

1. Rights of the Issuer

a. The Issuer is entitled to use the proceeds from the issuance for the purposes set out in the Issuance Plan and in compliance with the law.

b. Other rights of the Issuer as provided by applicable laws, the Information Disclosure Document and the Bond Documents.

2. Responsibilities of the Issuer

a. To comply with the law on issuance conditions, issuance plans, issuance dossiers, information disclosure and reporting as prescribed by law;

b. To use and manage the use of proceeds from the Bond offering for the purposes of the issuance and in accordance with the plan for use of proceeds approved by the competent authority, the disclosed content and information provided to investors, and the law;

c. To pay the principal and interest of the Bonds in full and on time when due and to perform the attached rights (if any) for Bondholders in accordance with the terms and conditions of the Bonds;

d. To be responsible before the law and investors for the accuracy, truthfulness, completeness and validity of the information declared in the dossier for the offering/registration of the private placement of corporate Bonds, the notice of the private placement of corporate Bonds, the pre-offering disclosure documents of the private placement of corporate Bonds, and for the full satisfaction of the offering conditions; to explain to investors information relating to the issuance plan, legal risks, investment risks, risks relating to the use of proceeds, and the rights, interests and legal obligations of the issuer and investors.

e. To redeem the Bonds early in the cases provided in the Issuance Plan, the Information Disclosure Document, the Bond Documents and applicable laws.

f. To comply with the financial management, accounting, statistics and audit regimes as prescribed by law.

g. To comply with other obligations under Decree No. 200 and relevant laws.

XXI. OTHER TERMS AND CONDITIONS

1. Transfer restriction period of the Bonds

Transfer of privately placed convertible bonds is restricted for at least 01 year for professional securities investors from the completion date of the offering, except for trading and transfers between professional securities investors as prescribed in Point b, Clause 1, Article 31 of the 2019 Law on Securities, as amended and supplemented by Clause 9, Article 1 of Law No. 56, or transfers pursuant to legally effective court judgments or decisions, arbitral awards, or inheritance in accordance with the law.

2. Other terms and conditions

Other Terms and Conditions, including but not limited to: events of default, remedies for events of default, force majeure events, remedies for force majeure events, reissuance of Bond ownership certificates, Bondholders' resolutions, right of amendment, and notices, will be specified in the Information Disclosure Document of the Bond issuance and other documents (if any).

XXII. RESPONSIBILITIES OF SERVICE PROVIDERS IN CONNECTION WITH THE BOND ISSUANCE

Bond issuance dossier advisor	DNSE Securities Joint Stock Company
Bond issuing agent	
Bondholders' representative *(if any)*	
Other agents and organizations involved in the Bond issuance, including but not limited to the underwriter (if any) and the credit rating agency (if any)	The GMS authorizes the BOD to select and decide in compliance with the law

1. Responsibilities of the Bond issuance dossier advisor:

The Bond issuance dossier advisor shall advise on and review the conditions and procedures for the Bond issuance, advise on the preparation of the documents relating to the Bond issuance in accordance with applicable laws, and perform other related work as specifically provided in the Bond issuance advisory agreement.

2. Responsibilities of the Bond issuing agent:

The Issuing Agent is responsible for offering and arranging subscriptions of the Bonds with potential investors, assisting the Issuer in determining the status of professional securities investors, and performing other related work as specifically provided in the Bond Issuing Agency Agreement.

3. Responsibilities of the Bondholders' representative (if any):

The Bondholders' Representative shall ensure that the Issuer complies with its commitments, agreements and obligations in respect of the Bonds, and perform the responsibilities of the Bondholders' Representative as prescribed by law, the Information Disclosure Document of the Bonds and the Bondholders' Representative Agreement.

4. The obligations of other agents and service providers (if any) shall be specifically provided in each agreement signed between the Issuer and such agent or service provider.

Any change of the above organizations, if arising in the future, shall be decided by the BOD or a person duly authorized by the BOD.

XXIII. OTHER COMMITMENTS OF THE ISSUER TO BOND INVESTORS

1. To comply with the regulations on the use of proceeds from the Bond offering set out in this Issuance Plan.
2. The Bonds will be distributed within 30 (thirty) days from the date of the pre-issuance information disclosure.
3. To duly implement the plan for payment of interest and principal of the Bonds and make payments on time.
4. To redeem the Bonds early in accordance with the law and the relevant provisions of the Bond issuance (if any).
5. Other obligations and commitments of the Issuer as provided in the Information Disclosure Document and the law.
6. During the issuance and circulation of the Bonds, the Issuer's specific commitments to investors and/or Bondholders may be supplemented and adjusted under specific agreements between the Issuer and investors and/or Bondholders, in compliance with the law and the Bond Documents at the time of disclosure.

XXIV. PROVISIONS ON REGISTRATION AND DEPOSITORY OF THE BONDS AND TRANSFER OF OWNERSHIP OF THE BONDS

1. The Issuer must register the Bonds with VSDC within 05 (five) Business Days from the date on which the State Securities Commission notifies its receipt of the report on the results of the private placement of convertible bonds.
2. After registration with VSDC, the Bonds must be centrally deposited at VSDC through depository members before being traded or transferred, unless otherwise guided by the Ministry of Finance.

3. The registration and depository of the bonds and the transfer of ownership of the bonds registered with VSDC shall be carried out in accordance with applicable laws.

XXV. PROVISIONS ON TRADING OF THE BONDS

1. The Bonds may only be traded between professional securities investors as prescribed by securities laws, except pursuant to legally effective court judgments or decisions, arbitral awards, or inheritance in accordance with the law.

2. The Issuer must register the issued Bonds for trading on the privately placed corporate bond trading system of the Hanoi Stock Exchange ("HNX") in accordance with applicable laws. The registration of the bonds for trading on HNX does not imply that HNX certifies or guarantees the legality of the enterprise's bond offering or the full payment of the interest and principal of the bonds.

3. Investors must open a trading account at a trading member of HNX to trade the Bonds.

4. Investors' trading of the Bonds on HNX shall be carried out in accordance with the regulations of HNX, VSDC and applicable laws.

XXVI. PLAN FOR ISSUANCE OF SHARES FOR CONVERSION OF THE CONVERTIBLE BONDS

Plan for the issuance of shares upon conversion to the Bondholders of the convertible bonds issued under this plan (hereinafter the "**Shares**")

1. Type of securities to be issued: Ordinary shares

2. Currency of issuance: Vietnamese Dong

3. Par value: VND 10,000/Share

4. Time of issuance: In line with the conversion period of the Bonds set out in Section VI.

   If, upon conversion of the Bonds, an investor together with its related persons would own 25% or more of the outstanding shares of the Issuer, or in other cases requiring a public tender offer as prescribed by the Law on Securities or the relevant amending and supplementing documents:

   - The investor will not be permitted to convert and/or exercise the right to purchase the number of Shares exceeding the prescribed limit; or
   - The Issuer will convene a GMS or collect shareholders' written opinions to approve the exemption from the public tender offer for the investor.

5. Total number of Shares to be issued: As set out in Sections VI.4 and VI.5 of this Issuance Plan.

6. Total par value of Shares to be issued: Depending on the number of Shares actually issued.

7. Issuance subjects: Bondholders

8. Number of issuances: The issuance of shares for conversion of the outstanding principal of the Bonds will be carried out once at the conversion time specified in Section VI.

9. Purpose of the issuance: To convert the Bonds into ordinary shares.

10. Issue price: Equal to the Conversion Price specified in Section VI.

11. Compliance with the foreign ownership limit upon conversion of the convertible Bonds: In accordance with the principles for ensuring the foreign ownership limit set out in Section VI and applicable laws.

12. Rounding and treatment of fractional Shares: As provided in Section VI of this Issuance Plan.

13. Transfer provisions: Shares issued upon conversion are freely transferable after completion of the conversion and related procedures. If conversion of the convertible bonds takes place before the end of the transfer restriction period, the Shares issued will be subject to transfer restrictions for the remaining transfer restriction period of the convertible bonds.

14. Depository registration and listing of the Shares: All Shares actually issued upon conversion will be registered for depository at VSDC and registered for listing on the Ho Chi Minh City Stock Exchange in accordance with the law.

15. Cessation of interest accrual: Bond interest accrues until the end of the interest period as provided in Section V and Section XVI of the Issuance Plan

    If the Bonds are redeemed early, interest will be calculated up to the early redemption date in accordance with the approved early redemption terms and conditions.

16. Other matters: The GMS assigns/authorizes the BOD to decide on the detailed matters necessary to implement the plan for issuance of shares upon conversion within the scope of the contents, principles and conditions approved by the GMS and in compliance with the law.

XXVII. AUTHORIZATION

The GMS assigns and authorizes the BOD to organize the implementation of, and decide on all matters relating to, the Issuance Plan for the privately placed convertible bonds and the plan for issuance of shares for conversion of the privately placed convertible bonds; the BOD may assign and sub-delegate to competent persons the performance of work within the scope assigned and authorized, in compliance with the law, including but not limited to the following:

- Decide on the detailed and technical matters necessary to implement the Issuance Plan; decide on the specific terms and conditions of the Bonds, including but not limited to all matters and contents not specifically provided in this Issuance Plan;
- Select and appoint service providers in connection with the issuance, including but not limited to the issuing agent, the Bondholders' Representative (if any) and the credit rating agency (if any), in compliance with the law;
- Select the escrow account for receipt of Bond subscription proceeds of the offering in compliance with the law;
- Decide on the contents of documents and transaction agreements with investors, agreements and documents to which TNH Hospital Group JSC is a party or which it issues in connection with the issuance of the Bonds (collectively, the "Transaction Documents");
- Prepare a detailed plan for the use of proceeds from the Bond issuance, including but not limited to amending and supplementing the detailed purpose of use of proceeds and adjusting the plan for use of proceeds according to the actual situation and conditions, consistent with the purpose and the plan for use of proceeds approved by the GMS, to ensure the efficient use of capital;
- Prepare plans for arranging funds for and the method of payment of principal and interest of the Bonds as required by investors and competent state authorities (if any) based on the

Company's actual situation at the time of issuance; organize the receipt and processing of valid elections of Bondholders regarding conversion of principal, receipt of interest in cash, receipt of interest in shares, or a combination of cash and shares, in accordance with the Issuance Plan approved by the GMS.

- Sign and deliver the Transaction Documents; perform the Company's obligations, commitments and agreements under the Transaction Documents; sign and/or deliver all documents and notices to be signed and/or delivered by the issuer under the Transaction Documents;
- Decide on and carry out all other necessary work in accordance with the law, the Company's Charter and the Transaction Documents to complete the issuance of the Bonds under the Issuance Plan, including designating and appointing authorized signatories for the relevant documents and opening bank accounts for the purpose of the Bond issuance;
- Coordinate with the issuing agent to prepare a list of investors wishing to purchase the Bonds and select investors to participate in the issuance/offering of the Bonds;
- Organize the implementation of work relating to the offering, registration and depository of the convertible Bonds, including but not limited to: (i) deciding on the dossiers and documents to be submitted to the State Securities Commission and competent state authorities in connection with the bond offering, and working with and providing explanations to the competent authorities and relevant parties regarding the offering registration dossier and other matters relating to the offering of the Bonds; (ii) registering for depository and trading the Bonds successfully issued; (iii) cancelling the depository and trading registration of the Bonds converted into ordinary shares at the conversion time; and (iv) registering for additional depository and additional listing of shares converted from the Bonds at the conversion time, including but not limited to the following:
  - ✓ Carrying out procedures and work relating to the depository registration of the Bonds at VSDC and the trading registration of the Bonds on HNX;
  - ✓ Carrying out procedures and work relating to the cancellation of the depository registration of the Bonds at VSDC and the cancellation of trading registration on HNX for the Bonds converted into ordinary shares at the conversion time and Bonds redeemed early; and
  - ✓ Carrying out procedures and work relating to the additional depository registration at VSDC and the additional listing registration on the Ho Chi Minh City Stock Exchange for the ordinary shares converted from the Bonds;
  - ✓ Carrying out the necessary procedures and work relating to the conversion with the regulatory authorities at the conversion time in accordance with the law.
- Carry out work relating to ensuring the foreign ownership limit at TNH in line with the actual situation and the total number of convertible bonds subscribed and paid for by foreign investors;
- Carry out the conversion of the Bonds into ordinary shares at the request of Bondholders at the conversion time;
- Approve the issuance of ordinary shares for the conversion, calculate the number of shares to be converted in accordance with the Conversion Ratio approved by the General Meeting of Shareholders and other conditions relating to the conversion of the Bonds into ordinary shares of the Issuer;
- Handle cases where Bonds are not converted into ordinary shares at the conversion time and report to the GMS at its next meeting;

- Finalize amendments to the Charter of the Issuer (due to the change in charter capital) after completion of the conversion of the Bonds into ordinary shares;
- Carry out procedures for registering the change in charter capital and amending the Enterprise Registration Certificate of the Issuer with the competent authority after completion of the conversion of the Bonds into ordinary shares.

Depending on the specific case, the BOD may authorize individuals to perform part or all of the above work. The BOD will report the results of implementation at the next annual GMS.

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

Recipients:
- As above;
- Archived: Admin, Legal, GMS file.

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

People's Physician, Senior Physician Le Xuan Tan

TNH HOSPITAL GROUP JOINT STOCK COMPANY	**SOCIALIST REPUBLIC OF VIETNAM**
	Independence - Freedom - Happiness
No.: 332 /2026/TTr-HĐQT	*Thai Nguyen, October 29th 2026*

PROPOSAL

Re: Approval of the plan to ensure that the issuance of shares for bond conversion and the issuance of shares for debt swap comply with foreign ownership limit regulations

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

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020, as amended and supplemented by Law No. 76/2025/QH15 dated 17 June 2025, and its implementing guidelines;*
- *The Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its implementing guidelines;*
- *Law No. 56/2024/QH15 dated 29 November 2024 amending and supplementing a number of articles of the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves and the Law on Handling of Administrative Violations;*
- *Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, and its amending and supplementing documents;*
- *Decree No. 200/2026/ND-CP dated 05 June 2026 of the Government on the private placement and trading of bonds in the domestic market and the offering of corporate bonds in the international market;*
- *The Charter on Organization and Operation of TNH Hospital Group Joint Stock Company (the "**Company**" or "**TNH**").*

Pursuant to the Company's 2026 plan for the private placement of convertible bonds, and in order to ensure that the issuance of shares upon conversion of the bonds and the

issuance of shares for debt swap comply with the law on foreign ownership limits and the agreements with investors, and are consistent with the approved issuance plan, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the policy on implementing measures to secure foreign ownership room for the bond conversion and the issuance of shares for debt swap, and the authorization of the Board of Directors to organize the implementation in accordance with the law, the Company's Charter and the bond issuance documents:

1. **Expected issuance plan:**

- **Issuer**: TNH Hospital Group Joint Stock Company;
- **Issuance subjects**: Institutional professional securities investors;
- **Charter capital as at 30 June 2026**: VND 1,657,999,430,000 (One thousand six hundred fifty-seven billion, nine hundred ninety-nine million, four hundred thirty thousand dong);
- **Number of outstanding shares as at 30 June 2026**: 165,799,943 shares;
- **Total expected value of the Bonds to be issued (at par value)**: Up to VND 220,000,000,000 (Two hundred twenty billion dong);
- Total expected number of shares to be issued for conversion of the outstanding principal of the Bonds: Up to 22,000,000 shares.
- Total expected number of shares to be issued for debt swap of the Bond interest: Up to 7,040,000 shares.

2. **Plan to ensure that the issuance of shares for conversion of the convertible bonds and the issuance of shares for debt swap comply with the foreign ownership limit regulations applicable at TNH from time to time in accordance with the law:**

To ensure that the issuance of shares for the conversion of bonds and the issuance of shares for the debt-to-equity swap comply with the applicable laws and regulations on the Company's maximum foreign ownership ratio from time to time, the General Meeting of Shareholders approves the policy and authorizes the Board of Directors to review and determine the foreign ownership ratio that must remain available for foreign investors to hold shares upon the exercise of their conversion rights or debt-to-equity swap rights following the completion of the private placement of convertible bonds.

The General Meeting of Shareholders authorizes the BOD to:

- Review and determine the expected number of shares to be issued for conversion of the outstanding principal of the bonds and the expected number of shares to be issued for payment of bond interest in shares; determine the corresponding foreign ownership room required and lock the foreign ownership room up to the total number of shares to be converted and shares to be issued for debt swap, on the basis of the law and the implementation mechanism applied by the competent authorities;
- Determine the timing and carry out the relevant procedures and tasks to adjust (increase/decrease) the foreign ownership ratio in accordance with the actual issuance progress;
- Carry out all necessary work with the competent authorities and organizations in connection with ensuring that the issuance of shares for conversion of the convertible bonds and the shares to be issued for debt swap comply with the foreign ownership limit regulations applicable at TNH from time to time in accordance with the law;
- Assign the Board of Directors to direct and organize the implementation; assign the General Director to complete the dossiers, work with the relevant parties and carry out the necessary procedures in accordance with the law, the Company's Charter and the Resolution of the General Meeting of Shareholders.

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

Recipients:
- As above;
- Archived: Admin, Legal, GMS file.

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

TẬP ĐOÀN BỆNH VIỆN TNH - C.T.C.P
TNH
M.S.D.N: 0300439023

People's Physician, Senior Physician Le Xuan Tan

TNH HOSPITAL GROUP JOINT STOCK COMPANY	**SOCIALIST REPUBLIC OF VIETNAM**
	Independence - Freedom - Happiness
No.: 333 /2026/TTr-HĐQT	*Thai Nguyen, October 29th 2026*

PROPOSAL

Re: Approval of the plan of the issuance of shares for debt swap with Bondholders in the convertible bond issuance

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

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020, as amended and supplemented by Law No. 76/2025/QH15 dated 17 June 2025, and its implementing guidelines;*
- *The Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its implementing guidelines **(the "Law on Securities")**;*
- *Law No. 56/2024/QH15 dated 29 November 2024 amending and supplementing a number of articles of the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves and the Law on Handling of Administrative Violations **("Law No. 56")**;*
- *Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities **("Decree No. 155")** and its guiding, amending and supplementing documents;*
- *The Charter on Organization and Operation of TNH Hospital Group Joint Stock Company (the "**Company**" or "**TNH**").*

Pursuant to the Company's 2026 plan for the private placement of convertible bonds, and in order to ensure that the shares issued for debt swap comply with the agreements with investors and are consistent with the bond issuance plan, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the Plan for the issuance of shares for debt swap with Bondholders in the convertible bond issuance, and the authorization of the Board of Directors to organize its implementation in accordance with the law and the Company's Charter, as follows:

I. INFORMATION ON THE ISSUER

1.	Name of enterprise	: TNH Hospital Group Joint Stock Company
2.	Type of enterprise	: Public joint stock company
3.	Head office	: No. 328 Luong Ngoc Quyen Street, Phan Dinh Phung Ward, Thai Nguyen Province, Vietnam
4.	Enterprise Registration	: 4601039023, first issued on 19 March 2012, 19th amendment

	Certificate No.		registered on 15 September 2026 by the Department of Finance of Thai Nguyen Province.
5.	Charter capital as at 31 December 2025	:	VND 1,657,999,430,000
6.	Stock code	:	TNH
7.	Legal representatives	:	Mr. Le Xuan Tan – Chairman of the Board of Directors; and Ms. Nguyen Thi Thuy Giang – General Director

II. PURPOSE OF THE SHARE OFFERING

The purpose of the share issuance is to swap debts with the expected creditors (being Bondholders with interest amounts expected to be swapped under the share issuance plan approved by the General Meeting of Shareholders).

III. OFFERING PLAN

1.	Issuer	:	TNH Hospital Group Joint Stock Company
2.	Name of shares	:	Shares of TNH Hospital Group Joint Stock Company
3.	Type of shares	:	Ordinary shares
4.	Par value	:	VND 10,000/share
5.	Expected number of shares to be issued	:	Up to 7,040,000 shares
6.	Total expected issuance value (at par value)	:	Up to VND 70,400,000,000
7.	Total value of debt to be swapped	:	Up to VND 70,400,000,000
8.	Issue price	:	VND 10,000/share
9.	Swap ratio	:	1:10,000 Meaning that each 01 newly issued share will be swapped for VND 10,000 of debt.
10.	Method of determining the swap ratio	:	As agreed with the creditors under the Bond Issuance Plan, the GMS approves an issue price of VND 10,000 per share, resulting in a corresponding debt swap ratio of 1:10,000.
11.	Issuance subjects	:	Bondholders under the Issuance Plan.
12.	List of expected creditors, value of debts to be swapped and expected number of shares to be issued to each creditor	:	The GMS authorizes the BOD to prepare and approve the list of creditors, the value of debts to be swapped and the expected number of shares to be issued to each creditor as at the Maturity Date

13.	Treatment of fractional shares arising from rounding upon the swap	:	Shares received upon the swap will be rounded down to the nearest whole number, and any resulting fractional shares will be cancelled.
14.	Rights of the parties upon the debt swap	:	Creditors may swap part or all of their debts to receive TNH shares at the swap ratio. Upon completion of the issuance of shares for debt swap, the creditors will become shareholders of TNH, holding share capital corresponding to the value of the debt swapped at the swap ratio. The parties shall fully comply with the rights and obligations relating to shareholders as prescribed by applicable laws.
15.	Transfer restriction period	:	One (01) year from the completion date of the issuance, except for cases carried out in accordance with the law.
16.	Central registration at the Vietnam Securities Depository and Clearing Corporation (VSDC) and listing registration on the trading system of the Ho Chi Minh City Stock Exchange (HSX)	:	All newly issued shares will be centrally registered at VSDC and registered for listing on the trading system of HSX
17.	Plan to ensure the share issuance complies with foreign ownership limit regulations	:	The General Meeting of Shareholders authorizes the Board of Directors to take the necessary measures to ensure that the ownership of foreign investors does not exceed the permitted limit when issuing shares for debt swap in accordance with applicable laws.
18.	Expected implementation time	:	After the Maturity Date of the Bonds and after approval by the State Securities Commission

IV. AUTHORIZATION

The General Meeting of Shareholders assigns and authorizes the Board of Directors to decide on matters relating to the plan for the issuance of shares for debt swap, including but not limited to the following:

- Deciding on detailed contents and supplementing or adjusting the plan for the issuance of shares for debt swap as required by state regulatory authorities (if any) and the actual situation, in compliance with the law, to protect the interests of shareholders, creditors and the Company;
- Approving the plan to ensure that the share issuance complies with foreign ownership limit regulations;
- Selecting the appropriate time to decide on the implementation of the issuance plan and related matters, in line with the Company's needs and in compliance with applicable laws;

- Carrying out procedures for issuance registration, implementing the issuance and reporting the issuance results to the State Securities Commission; registering the additional securities at VSDC and changing the listing registration at HSX, in compliance with applicable laws;
- Carrying out procedures for changes to the enterprise registration and amending and issuing the Charter in line with the Company's new charter capital after completion of the issuance;
- Deciding on other matters relating to the issuance of shares for debt swap, in line with the issuance plan approved by the General Meeting of Shareholders, the Company's Charter and the law;

The above sets out the Plan for the issuance of shares for debt swap.

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

Recipients:
- As above;
- Archived: Admin, Legal, GMS file.

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

TẬP ĐOÀN BỆNH VIỆN TNH C.T.C.P
TNH
M.S.D.N: 4601035...

People's Physician, Senior Physician Le Xuan Tan