

Thai Nguyen, May 31, 2023

DISCLOSURE OF INFORMATION ON THE ELECTRONIC  
INFORMATION PORTAL OF THE STATE SECURITIES COMMISSION  
AND HCMC STOCK EXCHANGE

**To: - Vietnam Stock Exchange**

**- Ho Chi Minh City Stock Exchange**

**1. Organization name:** Thai Nguyen International Hospital Joint Stock Company

Stock code: TNH

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Person disclosing information: Legal representative - Chairman of the Board of Directors of the Company Mr. Hoang Tuyen

Type of information disclosed:

Periodic       Abnormal       24h       As required

**Content of published information:**

Thai Nguyen International Hospital Joint Stock Company announces the issuance of Resolution of the Board of Directors No. 361/2023/NQ-HĐQT dated May 31, 2023 replacing the Resolution No. 230/2023/NQ-HĐQT dated May 4 /2023 about:

- Implement the stock issuance plan according to the 2022 employee selection program and related issues.

- Approval of standards and criteria for stock allocation and principles for determining the number of shares distributed to each participant purchasing shares according to the 2022 Employee Stock Ownership Plan (ESOP 2022)

- Approval of the Regulations on stock issuance under the employee's selection program in 2022;

- Approval of the list of employees participating in the employee's selection program in 2022 (number of employees and number of shares for each subject participating in purchasing shares under the program according to the principle of determining the number of shares that each employee can buy)

- Approved the plan to ensure the issuance of shares meets the regulations on maximum foreign ownership ratio at Thai Nguyen International Hospital Joint Stock Company when issuing ESOP shares.

- Approved the implementation of the stock issuance plan under the employee selection program in 2022

(For details, see the attached Resolution of the Board of Directors)

This information was announced on the company's website on May 31, 2023 at the link: <http://tnh.com.vn/>

I commit that the information published above is true and take full responsibility before the law for the content of the information published./

***Attachments:***

Documents related to information disclosure:

***- Resolution of the Board of Directors.***

**LEGAL REPRESENTATIVE  
CHAIRMAN OF THE BOARD**



**Hoang Tuyen**



No.361/2023/NQ-HĐQT

Thai Nguyen, May 31, 2023

**RESOLUTION OF THE BOARD OF DIRECTORS  
THAI NGUYEN INTERNATIONAL HOSPITAL JOINT STOCK  
COMPANY**

**Base:**

- Enterprise Law No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;
- Securities Law No. 54/2019/QH14 dated November 26, 2019 of the National Assembly of the Socialist Republic of Vietnam;
- Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law;
- Circular 118/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of contents on offering, issuing securities, public offering, buying back shares, registering public companies them and cancel their status as public companies;
- Charter of organization and operation of Thai Nguyen International Hospital Joint Stock Company;
- Resolution of the 2022 Extraordinary General Meeting of Shareholders No. 110/2022/NQ-DHĐCD dated October 10, 2022;
- Minutes of the 2022 Extraordinary General Meeting of Shareholders No. 109/BB-DHĐCD dated October 10, 2022;
- Report No. 105/2022/TTr-HĐQT dated October 5, 2022 of the Board of Directors of Thai Nguyen International Hospital Joint Stock Company;
- Resolution of the Board of Directors of Thai Nguyen International Hospital Joint Stock Company No. 230/2023/NQ-HĐQT dated May 4, 2023;
- Minutes of the Board of Directors meeting of Thai Nguyen International Hospital Joint Stock Company No. 360/2023/BBH-HĐQT dated May 31, 2023.

**RESOLVE:**

**Article 1. Approving the implementation of the stock issuance plan under the 2022 Employee Stock Ownership Plan (ESOP 2022) approved by the General Meeting of Shareholders in the 2022 Extraordinary General Meeting of Shareholders Resolution No. 110/ 2022/NQ-DHĐCD dated October 10, 2022. Details are as follows:**

1.	Issuers	:	Thai Nguyen International Hospital Joint Stock Company
2.	Name of shares issued	:	Shares of Thai Nguyen International Hospital Joint Stock Company



3.	Stocks	:	TNH
4.	Type of shares issued	:	Common shares
5.	Par value shares	:	10.000VND/share
6.	Number of shares expected to be issued	:	2.500.000 shares
7.	Total expected value of issuance at par value	:	25.000.000.000VND (By words: Twenty-five billion VND)
8.	Issuance ratio (number of shares expected to be issued/number of shares outstanding)	:	3,7072%
9.	Form of release	:	According to the ESOP program
10.	Release object	:	Employees of Company
11.	Issue price	:	<b>10.000VND/a share.</b>
12.	Principles for determining issue price	:	Equal to the par value (10.000 VND/share).
13.	Transfer of right to buy	:	Employees are not allowed to transfer their purchasing rights to other entities.
14.	Handling shares without exercise of purchase rights	:	<p>Employees are not allowed to transfer their purchasing rights to other entities.</p> <p>In case the employee gives up the right to buy the allocated shares, the Board of Directors continues to allocate these shares to other employees at a price of 10,000 VND/share and complies with the ESOP's criteria</p>
15.	Transfer restrictions	:	<p>Shares issued under the employee stock option program (ESOP) will be restricted from transfer within 4 years from the end of the issuance and will be gradually released at the following rates:</p> <ul style="list-style-type: none"> <li>- 25% of ESOP Shares will be freely transferable after 01 year from the date of completion of the issuance.</li> <li>- 25% of ESOP Shares will be freely transferable after 02 years from the date of completion of the issuance.</li> </ul>



			<ul style="list-style-type: none"> <li>- 25% of ESOP Shares will be freely transferable after 03 years from the date of completion of the issuance.</li> <li>- 25% of ESOP Shares will be freely transferable after 04 years from the date of completion of the issuance.</li> </ul>
16.	Estimated implementation time	:	In the second quarter of 2023 after being approved by the General Meeting of Shareholders and notified in writing by the State Securities Commission of receiving full issuance report documents of TNH.
17.	Securities registration and additional listing	:	All shares issued under the employee selection program will be registered at the Vietnam Securities Depository Center and listed on the Stock Exchange immediately after completing the appropriate issuance with legal regulations.
18.	Change of charter capital	:	Adjust content provisions related to charter capital, shares, and stocks in Article 7 of the Company's Charter updated according to Charter Capital after completing the share issuance.
19.	Plan for using capital obtained from the issuance	:	The entire expected proceeds from the issuance of 2,500,000 shares is 25,000,000,000 VND (calculated at the issuance price) and will be used to repay loans at the Joint Stock Commercial Bank for Investment and Development of Vietnam - Thai Nguyen branch.

**a) Article 2. Approval of standards and criteria for stock allocation and principles for determining the number of shares distributed to each participant purchasing shares under the 2022 employee option program (ESOP 2022):**

Standards of participants in the ESOP program

The Company's employees participating in the ESOP Program are employees who sign an official contract with the Company and the Board of Directors finds that they have the ability to contribute to the Company's development. The list and number of shares that officers and employees are entitled to buy are approved by the Board of Directors according to the following standards:

- Be an employee working at Thai Nguyen International Hospital Joint Stock Company decided by the Board of Directors who satisfies the following conditions:

- + Contribute to the company's business results;
- + Workers are domestic investors;
- + Signed an official labor contract with the Company;
- + Not the person who submitted the resignation letter/resignation letter/resignation letter or other equivalent documents.



- Employees who have submitted a resignation application will not be able to participate in the ESOP program regardless of whether the official date of resignation/resignation occurs before or after the date of the Commission State Securities announced that they received all of ESOP issuance report documents.

b) Criteria for distributing ESOP shares:

ESOP shares are allocated based on the following criteria:

- The employee's working time at the Company as of April 25, 2023: Seniority coefficient.

- Position of employee at the Company: Position coefficient.

- Contribution to the company's business results: Bonus points.

c) Principles for determining the number of shares each employee can buy:

$$\text{The number of shares each employee can purchase} = \frac{\text{Total number of ESOP shares in 2022 expected to be issued}}{\text{Total coefficient of all workers}} \times \text{Total coefficient of workers}$$

In there:

$$\text{Total coefficient of workers} = \text{Working seniority coefficient} + \text{Position coefficient} + \text{Bonus coefficient (if any)}$$

Position coefficient: is determined depending on the position that the employee is holding at the Company.

Position	Position coefficient
General Director/ Deputy General Director/ Director/ Deputy Director	4,00
Head of Department/Dean of Faculty	3,00
Deputy Department/Deputy Faculty/Chief Nursing Officer/Team Leader/Chief Technician	2,00
Doctor	1,00

Seniority coefficient: determined by the employee's number of years working at the Company as of April 25, 2023.

Bonus coefficient: For employees who make great contributions to the company's business results.

**Article 3.** Approval of the Regulations on stock issuance under the employee selection program in 2022 (Regulations attached to this Resolution).



**Article 4.** Approval of the list of employees eligible to participate in the employee selection program in 2022 (number of employees and number of shares of each subject eligible to participate in purchasing shares under the program according to the principle of determining the number of shares each employee can buy) (According to the attached list).

**Article 5.** Approve the plan to ensure the issuance of shares meets the regulations on maximum foreign ownership ratio at Thai Nguyen International Hospital Joint Stock Company.

- Maximum foreign ownership ratio at the Company: 49% (According to Documentary No. 4429/UBCK-PTTT of the State Securities Commission on documents announcing the maximum foreign ownership ratio at Thai Nguyen International Hospital Joint Stock Company on August 9, 2021);

- Foreign ownership ratio at the Company: 42.6458% of the company's charter capital (Calculated according to the List of shareholders dated April 21, 2023 provided by the Vietnam Securities Depository Center);

- The Board of Directors selects the subjects to issue ESOP shares to employees as domestic investors, so it does not change the foreign ownership ratio at the Company, ensuring the issuance of shares meets regulations on the maximum foreign ownership ratio.

#### **Article 6. Implementation**

Assign Mr. Hoang Tuyen - Chairman of the Board of Directors - the legal representative of the Company to sign and issue documents and decide on issues related to the stock issuance registration file under the ESOP program; Register additional shares at the Vietnam Securities Depository Center and list additional shares at the Ho Chi Minh City Stock Exchange; Carry out procedures to increase charter capital at the Department of Planning and Investment of Thai Nguyen province and amend terms and contents related to charter capital, shares, and stocks in Article 7 of the updated Company Charter updated according to the Charter Capital after completing the share issuance in accordance with the Resolution of the General Meeting of Shareholders.

#### **Article 7. Implementation provisions**

This Resolution takes effect from the date of signing. This Resolution replaces Board of Directors Resolution No. 230/2023/NQ-HĐQT No. 04/05/2023.

Members of the Board of Directors, Board of General Directors, relevant departments and individuals are responsible for implementing this Resolution../.

#### **Recipients:**

- Members of the Board of Directors;
- Board of General Directors;
- Save: Archives;

On behalf of ADMINISTRATIVE COUNCIL  
CHAIRMAN OF THE BOARD



**Hoang Tuyen**