

No.705/2023/CBTT-TNH

Thai Nguyen, August 23, 2023

**UNUSUAL INFORMATION DISCLOSURE**

**To:** - Vietnam Stock Exchange

- Ho Chi Minh City Stock Exchange

**Also submitted to:** State Securities Commission

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

Stock code: TNH

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**2. Content of announced information:** The Company's Board of Directors announces the issuance of 02 Resolutions of the Board of Directors on approving the simultaneous implementation of the plan to offer additional shares to the public to existing shareholders and the plan to pay dividends in shares in 2022 was approved by the 2023 Annual General Meeting of Shareholders in Resolution No. 501/NQ-DHDCD dated June 19, 2023; and Approve the registration documents to offer additional shares to the public to existing shareholders (For details, see the attached Resolution of the Board of Directors

3: This information was announced on the company's website on August 23, 2023 at the link: <http://tnh.com.vn/>

We commit that the information published above is true and we are fully responsible before the law for the content of the information published./

**Attachments:**

- Documents related to information disclosure
- Decision of the Board of Director

**LEGAL REPRESENTATIVE  
CHAIRMAN OF THE BOARD**



Hoang Tuyen



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No. 701/2023/NQ-HĐQT

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*Thai Nguyen, August 23, 2023*

**RESOLUTION OF THE BOARD OF DIRECTORS**

**Approving the simultaneous implementation of the plan to offer additional shares to the public to existing shareholders and the plan to pay dividends in shares in 2022.**

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**ADMINISTRATIVE COUNCIL**

**THAI NGUYEN INTERNATIONAL HOSPITAL JOINT STOCK COMPANY**

- Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to Decree No. 155/2020/ND-CP of the Government detailing the implementation of a number of articles of the Securities Law;
- Pursuant to Circular 118/2020/TT-BTC of the Ministry of Finance dated December 31, 2020 on guiding a number of contents on offering, issuing securities, public offering, repurchasing shares, registering a public company and cancel its status as a public company;
- Pursuant to the Charter of Organization and Operations of Thai Nguyen International Hospital Joint Stock Company;
- Pursuant to the Resolution of the 2023 Annual General Meeting of Shareholders No. 501/NQ-DHĐCĐ dated June 19, 2023;
- Pursuant to Report No. 323/TTr-HĐQT dated May 27, 2023;
- Pursuant to Report No. 324/TTr-HĐQT dated May 27, 2023;
- Pursuant to Board of Directors meeting minutes No. 700/2023/BBH-HĐQT dated August 23, 2023.

**RESOLVE:**

**Article 1: Approve the simultaneous implementation of the plan to offer additional shares to the public to existing shareholders and the plan to pay dividends in shares in 2022 approved by the Annual General Meeting of Shareholders in 2023 at Resolution No. 501/NQ- ĐHĐCĐ dated June 19, 2023.**

Details are as follows:

**I. Plan to offer additional shares to the public to existing shareholders:**

<b>1</b>	<b>Issuing organization</b>	:	Thai Nguyen International Hospital Joint Stock Company
<b>2</b>	<b>Name of shares offered</b>	:	Shares of Thai Nguyen International Hospital Joint Stock Company
<b>3</b>	<b>Stock code</b>	:	TNH
<b>4</b>	<b>Types of shares offered</b>	:	Common shares
<b>5</b>	<b>Share par value</b>	:	10,000 VND/share
<b>6</b>	<b>Charter capital before offering</b>	:	958.746.100.000VND
<b>7</b>	<b>Number of outstanding shares</b>	:	95.874.610 shares
<b>8</b>	<b>Treasury shares</b>	:	0 share
<b>9</b>	<b>Offering method</b>	:	Offering additional shares to the public by issuing share purchase rights to existing shareholders
<b>10</b>	<b>Number of shares expected to be offered</b>	:	15.202.000 shares
<b>11</b>	<b>Total expected value of shares issued at par value</b>	:	152.020.000.000VND
<b>12</b>	<b>Objects of offering</b>	:	Existing shareholders whose names are on the list of shareholders at the last registration date exercise the right to buy shares offered to existing shareholders issued by Vietnam Securities Depository and Clearing Corporation (VSDC).
<b>13</b>	<b>Issuance rate</b>	:	<b>15.856127%</b> (is the proportion between the number of shares expected to be offered to existing shareholders and the number of shares outstanding at the date of closing the list of shareholders to exercise the right to buy offered shares)
<b>14</b>	<b>Subscription ratio</b>	:	<b>100:15,856127</b> (At the date of closing the list of shareholders, shareholders owning 01 share are entitled to 01 buying right, owning 100



			buying rights can buy 15.856127 of newly offered shares)
15	<b>Offering price</b>	:	<b>10.000VND/share</b>
16	<b>Basis for determining the offering price</b>	:	Equal to par value of 10,000 VND/share
17	<b>Total value of issuance at Offering Price:</b>		<b>152.020.000.000VND</b>
18	<b>Minimum successful offering rate of the offering</b>	:	Not specified
19	<b>Estimated implementation time</b>	:	After being approved by the General Meeting of Shareholders and the State Securities Commission issuing the Certificate of registration for public securities offering, expected from Quarter III/2023 to Quarter IV/2023.
20	<b>Plan for handling fractional shares and shares that existing shareholders have not purchased in full (remaining shares) (if any):</b>		

- The number of shares offered to existing shareholders will be rounded down to the nearest unit.

For example: On the date of closing the list of shareholders to exercise the rights of existing shareholders, shareholder A owns 125 shares, corresponding to 125 buying rights. The number of shares purchased by shareholder A in the additional stock offering is calculated as follows:  $(125/100) \times 15.856127 = 19.8202$  shares, rounded down to 19 shares. Thus, shareholder A can buy 19 additional shares for sale.

- The number of fractional shares arising in the process of exercising the right is rounded down to the nearest unit and the shares not offered for sale due to existing shareholder not registering to buy or not paying for the purchase, the Board of Directors will distribute to other subjects with offering conditions and conditions on investors' rights and obligations that are no more favorable than the offering conditions to existing shareholders (including an offering price that is not low than the selling price to existing shareholders).

- The number of fractional shares arising in the process of exercising the right is rounded down to the nearest unit and the shares not offered for sale because the existing shareholders did not register to buy or did not pay for the purchase can be distributed by the Board of Directors to other subjects under this plan will be restricted from transfer for 01 year from the date of completion of the offering.



- The handling of shares not fully offered for sale due to existing shareholders not registering to buy or not paying for the purchase must ensure the provisions of Article 42 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 and ensure other conditions as prescribed in Clause 2, Article 195 of the Law on Enterprises and other relevant provisions of current law.

- In the event of the expiration of the stock distribution deadline as prescribed by law (including the extended time (if any), if there are still undistributed shares, these undistributed shares will be canceled and the Board of Directors decided to end the offering.

## **21. Transfer of right to buy:**

- Shareholders have the right to transfer the right to buy shares to others but can only transfer once within the prescribed time. The transferee of the purchasing right may not transfer that purchasing right to a third person.

- The right to buy shares is allowed to be divided and transferred to many different investors according to the agreement between the two parties.

## **22. Transfer restrictions:**

- The entire number of shares offered to existing shareholders is in proportion to the exercise of the right to be freely transferred.

- The number of fractional shares arising in the process of exercising the right is rounded down to the nearest unit and the shares not offered for sale due to existing shareholders not registering to buy or not paying for the purchase can be distributed by the Board of Directors to other subjects under this plan will be restricted from transfer for 01 year from the date of completion of the offering.

## **23. Securities registration and additional listing:**

- All additional shares offered for sale will be additionally registered at the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally listed at the Ho Chi Minh Stock Exchange after completing the stock offering as prescribed in Clause 8, Article 11 of Decree 155/2020/NĐ-CP dated December 31, 2020.

## **II. Plan to issue shares to pay dividends:**

<b>1</b>	<b>Issuers</b>	:	Thai Nguyen International Joint Stock Company
<b>2</b>	<b>Charter capital before issuance</b>	:	958.746.100.000VND
<b>3</b>	<b>Number of shares in circulation</b>	:	95.874.610 shares
<b>4</b>	<b>Treasury shares</b>	:	0 shares
<b>5</b>	<b>Name of shares</b>	:	Shares of Thai Nguyen International Joint Stock Company



	<b>issued</b>		
6	<b>Stocks</b>	:	TNH
7	<b>Stock type</b>	:	Common shares
8	<b>Par value shares</b>	:	10.000VND/share
9	<b>Purpose of release</b>	:	Payment of stock dividends in 2022
10	<b>Number of shares issued</b>	:	14.381.191 shares
11	<b>Total issuance value at par value</b>	:	143.811.910.000VND
12	<b>Release rate</b>	:	15% (Number of shares issued/Number of shares outstanding)
13	<b>Release object</b>	:	Existing shareholders whose names are on the list at the last registration date to finalize the list of shareholders to exercise the right to receive dividends in shares provided by Vietnam Securities Depository and Clearing Corporation (VSDC)
14	<b>Rights exercise rate</b>	:	100:15 On the date of closing the list of shareholders to exercise their rights, a shareholder who owns 01 share will be entitled to 01 right to receive dividends and for every 100 rights, he or she will receive 15 newly issued shares according to the principle of rounding down to the nearest unit
15	<b>Issuing capital source</b>	:	Accumulated undistributed after-tax profit as of December 31, 2022 on the audited 2022 financial report of Thai Nguyen International Hospital Joint Stock Company
16	<b>Transfer restrictions</b>	:	Shares issued to pay dividends to existing shareholders are not subject to transfer restrictions. Shares in transfer restriction status will still receive shares from the issuance. Treasury shares (if any) cannot exercise their rights. The right to receive dividends in shares is not transferable
17	<b>Expected release time</b>	:	From Quarter III/2023 to Quarter IV/2023 after being approved by the General Meeting of Shareholders and notified in writing by the State

		Securities Commission of receiving all the issuance report documents of TNH.
18	<b>Plan for handling fractional shares</b>	<p>The number of new shares issued to make stock dividend payments that each shareholder receives will be rounded to the nearest unit according to the rounding down principle. The resulting decimal fraction (if any) will be canceled and not issued.</p> <p><i>For example: Shareholder A on the closing date of the list exercising the right to receive dividends in shares owns 2,222 shares, the number of additional shares that shareholder A will receive will be calculated as follows: <math>2,222/100 \times 15 = 333,3</math> shares. According to the plan to handle odd shares, the number of shares that shareholder A actually receives from receiving dividends is 333 shares (0.3 fractional shares will be canceled).</i></p>

**Article 2. Approve the plan to use capital obtained from the public offering of additional shares to existing shareholders.**

The expected amount of money received from the public offering of additional shares to existing shareholders is 152,020,000,000 VND (calculated based on the offering price), which will be allocated for use in the Company's activities, including:

ON	Content	The amount of money (VND)	Estimated time of use
1	Repayment of personal loans. In there: - Hoang Tuyen: - Le Xuan Tan: - Nguyen Van Thuy: - Nguyen Xuan Don:	92.020.000.000 35.620.000.000 11.400.000.000 35.000.000.000 10.000.000.000	The fourth quarter of 2023 and 2024
2	Repaying loans from credit institutions (Joint Commercial Bank for Investment and Development of Vietnam and Military Commercial Joint Stock Bank)	20.000.000.000	The fourth quarter of 2023 and 2024
3	Supplementing working capital (Payment for purchases of goods, drugs, supplies, chemicals, staff salaries...) In there:	40.000.000.000	The fourth quarter of 2023 and 2024



- <i>Payment for goods, drugs, supplies, chemicals</i>	30.000.000.000	
- <i>Staff salaries</i>	10.000.000.000	
<b>Total</b>	<b>152.020.000.000</b>	

- In case the amount collected is not enough to use for all expected purposes:

Plan to compensate for the shortage of capital expected to be mobilized from the offering: In case the shares are not fully distributed as expected and the amount of capital mobilized does not reach enough as expected, the Board of Directors will raise the capital from bank loans or seek other sources of additional funding to compensate in accordance with the company's business activities.

**Article 3: Approve a detailed plan to ensure that the public offering of additional shares to existing shareholders meets the regulations on maximum foreign ownership ratio as prescribed:**

Thai Nguyen International Hospital Joint Stock Company has announced the maximum foreign ownership ratio as prescribed in Decree 155/2020/NĐ-CP and received Document No.4429/UBCK-PTTT from the Securities Commission State dated August 9, 2021, accordingly, the Company's maximum foreign ownership ratio is 49%.

Maximum foreign ownership ratio at the Company according to the list of securities owners as of July 12, 2023 of Thai Nguyen International Hospital Joint Stock Company issued by Vietnam Securities Depository and Clearing Corporation (VSDC), the number of shares owned by foreign investors accounts for 42.71% of the Company's charter capital.

The plan to ensure maximum ownership when making the offering is as follows:

- When exercising the right to buy at the ratio of 100:15.856127 of the stock offering plan, if all shareholders exercise their right to buy, it will not change the ownership ratio of foreign investors in TNH.

- For the transfer of buying rights to ensure compliance with regulations on maximum foreign ownership ratio at TNH: Shareholders who own the right to buy shares in the offering can only transfer the right to buy to domestic investors.

- The number of fractional shares arising in the process of exercising the right is rounded down to the unit and the shares are not offered for sale because existing shareholders do not register to buy or pay money to buy: The Board of Directors will only distribute further distribution to domestic investors.

**Article 4: The Board of Directors assigns the Chairman of the Board of Directors to decide on tasks and sign documents related to the offering/issuance of shares, including but not limited to the following tasks :**

- Carry out necessary procedures to apply for licensing from the State Securities Commission (SSC) regarding the offering/issuance of shares;



- Deploy and/or supplement and edit documents to complete the stock offering/issuance plan at the request of the State Securities Commission and state management agencies to ensure the company's offering/issuance plan is carried out legally and in compliance with current laws;

- Decide, balance and properly use the proceeds from the offering in accordance with the Company's production and business activities, to ensure effective use of capital and benefits of shareholders;

- Carry out procedures to change the content of business registration (increase charter capital) at the Business Registration Office of Thai Nguyen province according to the new charter capital after completing the plan to offer additional shares to the public for existing shareholders and/or stock dividend payment plan in 2022;

- Complete procedures for depository registration and additional listing of newly offered/issued shares at Vietnam Securities Depository and Clearing Corporation (VSDC) and on Ho Chi Minh City Stock Exchange;

- Amending and supplementing the charter in the Charter of organization and operation of the Company;

- Carry out tasks to ensure a successful offering.

#### **Article 5: Implementing Provisions**

This Resolution takes effect from the date of signing. The Board of Directors, Board of Supervisors, Board of General Directors and relevant people are responsible for implementing this Resolution and implementing the stock offering/issuance plan in compliance with current legal regulations.

#### **Recipients:**

- Board of Directors, Supervisory Board;
- Board of General Directors (Implementation);
- Save: Archives.

On behalf of ADMINISTRATIVE  
COUNCIL  
CHAIRMAN OF THE BOARD



Hoàng Tuyen



No. 703/2023/NQ-HĐQT

*Thai Nguyen, August 23, 2023*

**RESOLUTION OF THE BOARD OF DIRECTORS**  
**Regarding the approval of the registration dossier to offer additional shares to  
the public for existing shareholders**

**ADMINISTRATIVE COUNCIL**

**THAI NGUYEN INTERNATIONAL HOSPITAL JOINT STOCK COMPANY**

- Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to Decree No. 155/2020/ND-CP of the Government detailing the implementation of a number of articles of the Securities Law;
- Pursuant to Circular 118/2020/TT-BTC of the Ministry of Finance dated December 31, 2020 on guiding a number of contents on offering, issuing securities, public offering, repurchasing shares, registering register a public company and cancel its status as a public company;
- Pursuant to the Charter of Organization and Operations of Thai Nguyen International Hospital Joint Stock Company;
- Pursuant to the Resolution of the 2023 Annual General Meeting of Shareholders No. 501/NQ-DHDCD dated June 19, 2023;
- Pursuant to Report No. 323/TTr-HĐQT dated May 27, 2023;
- Pursuant to Report No. 324/TTr-HĐQT dated May 27, 2023;
- Pursuant to Board of Directors meeting minutes No. 702/2023/BBH-HĐQT dated August 23, 2023.

**RESOLVE:**

**Article 1: Approve the registration dossier to offer additional shares to the public to existing shareholders to submit to the State Securities Commission in accordance with the law. Including:**

- Registration form for offering additional shares;
- Prospectus;
- Minutes of the 2023 Annual General Meeting of Shareholders No. 500/BBH-DHDCD dated June 19, 2023;



- Resolution of the 2023 Annual General Meeting of Shareholders No. 501/NQ-DHDCD dated June 19, 2023;
- Report No. 323/TTr-HĐQT dated May 27, 2023 of the Board of Directors of Thai Nguyen International Hospital Joint Stock Company;
- Report No. 324/TTr-HĐQT dated May 27, 2023 of the Board of Directors of Thai Nguyen International Hospital Joint Stock Company;
- Board of Directors Resolution No. 701/2023/NQ-HĐQT dated August 23, 2023 of the Board of Directors of Thai Nguyen International Hospital Joint Stock Company;
- Bank's written confirmation of opening a blocked account to receive money to buy shares in the offering;
- Document No. 699/2023/CV-TNH dated August 23, 2023 commits that the Company is not under criminal prosecution or has been convicted of one of the crimes of violating business management order. served without having his criminal record erased; Commitment to implementing stock listing;
- Consulting contract No. 98/2023/FPTS/FCF-HN/TNH dated June 27, 2023 between FPT Securities Joint Stock Company and Thai Nguyen International Hospital Joint Stock Company;
- Latest business registration certificate;
- Charter of organization and operation of the Company;
- Audited financial statements of 2021 and 2022; Reviewed interim financial statements for the fiscal period beginning January 1, 2023 and ending June 30, 2023;
- Documents related to the plan to use capital obtained from the offering of additional shares to existing shareholders.

## **Article 2: Implementation provisions**

This Resolution takes effect from the date of signing. The Board of Directors, Board of Supervisors, Board of General Directors and relevant people are responsible for implementing this Resolution and implementing the Plan to issue shares to increase charter capital in compliance with the provisions of current law.

### **Recipients:**

- Board of Directors, Supervisory Board;
- Board of General Directors (Implementation);
- Save: Archives.

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



**Hoang Tuyen**