

**CÔNG TY CỔ PHẦN  
TẬP ĐOÀN THIÊN LONG**

**THIEN LONG GROUP  
CORPORATION**

**CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM  
Độc lập - Tự do - Hạnh phúc**

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

*TP.HCM, ngày 17 tháng 5 năm 2019  
Ho Chi Minh City, 17 May, 2019*

**CÔNG BỐ THÔNG TIN  
TRÊN CÔNG THÔNG TIN ĐIỆN TỬ CỦA  
ỦY BAN CHỨNG KHOÁN NHÀ NƯỚC VÀ  
SGDCK TP.HCM**

**DISCLOSURE OF INFORMATION ON THE  
STATE SECURITIES COMMISSION'S  
PORTAL AND HOCHIMINH STOCK  
EXCHANGE'S PORTAL**

Kính gửi/ To: - Ủy ban Chứng khoán Nhà nước/ *The State Securities Commission*  
- Sở Giao dịch chứng khoán TP.HCM/ *Hochiminh Stock Exchange*

Tên tổ chức / *Organization name* : **CÔNG TY CỔ PHẦN TẬP ĐOÀN THIÊN LONG /  
THIEN LONG GROUP CORPORATION**

Mã chứng khoán/ *Securities Symbol* : TLG

Địa chỉ trụ sở chính/ *Address* : Lô 6-8-10-12, Đường số 3, KCN Tân Tạo, Q.Bình Tân,  
TP.HCM/ *Lot 6-8-10-12, Road No.3, Tan Tao Industrial  
Park, Binh Tan District, Ho Chi Minh City, Viet Nam*

Điện thoại/ *Telephone* : +84 28 3750 5555 Fax: +84 28 3750 5577

Người thực hiện công bố thông tin/ *Submitted by*: TRẦN PHƯƠNG NGA

Chức vụ/ *Position*: Phó Tổng Giám đốc Tài chính Kế toán / *Deputy General Director of Finance*

Loại thông tin công bố :  Định kỳ  Bất thường  24h  Theo yêu cầu

*Information disclosure type*:  *Periodic*  *Irregular*  *24 hours*  *On demand*

**Nội dung thông tin công bố (\*)/ Content of Information disclosure (\*):**

- Tài liệu Đại hội đồng Cổ đông thường niên năm tài chính 2018.

- *2018 AGM's documents.*

**Đối với trường hợp thay đổi, thay thế thông tin đã công bố, cần nêu rõ nguyên nhân  
thay đổi hoặc thay thế.**

*In case the company accurates or replaces information(s) that were disclosed. Company shall  
make a reason for the replacement or correction.*

.....  
Lý do/ *Reason*: .....

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 17/5/2019 tại  
đường dẫn <http://thienlonggroup.com/quan-he-co-dong/>

*This information was disclosed on Company's website on date 17/5/2019, available at:  
<http://thienlonggroup.com/quan-he-co-dong/>*

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./

*I declare that all information provided in this paper is true and accurate; I shall be legally responsible for any misrepresentation./*

**Đại diện tổ chức**

**Organization representative**

Người đại diện theo pháp luật/Người UQ CBTT  
Legal representative/Party authorized to disclose information  
(Ký, ghi rõ họ tên, chức vụ, đóng dấu)  
(Signature, full name, position, and seal)



**TRẦN PHƯƠNG NGA**

**AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
FOR THE FISCAL YEAR 2018 (Draft)  
THIEN LONG GROUP CORPORATION**

*(Thursday, May 30<sup>th</sup>, 2019 from 08.30 AM to 11.55 AM)*

**I. TIME AND VENUE:**

1. **Time:** Thursday, May 30<sup>th</sup>, 2019, 08.30 AM.
2. **Venue:** New World Saigon Hotel, 76 Le Lai Street, Ben Thanh Ward, District 1, Ho Chi Minh City.

**II. CONTENT:**

| No.      | Content   | Presenters                | Time                      | Notes |
|----------|---|---------------------------|---------------------------|-------|
| <b>A</b> | <b>REGISTRATION</b>   |                           |                           |       |
| 1        | Guests Welcome and Registration.  | Organizing Committee      | 08.30- 09.00<br>(30 mins) |       |
| <b>B</b> | <b>MEETING OPENING</b>  |                           |                           |       |
| 2        | Announcement of the Meeting purpose and introduction of the delegations.                              | Secretary                 | 09.00- 09.10<br>(10 mins) |       |
| 3        | Announcement of Shareholders attendance ratio.  | Supervisory Board         | 09.10- 09.15<br>(05 mins) |       |
| 4        | Approval for the Meeting Agenda, List of Meeting Chairpersons, Secretary and Vote Counting Committee. | Secretary                 | 09.15- 09.20<br>(05 mins) |       |
| 5        | Opening Ceremony Speech.  | Chairman                  | 09.20- 09.25<br>(05 mins) |       |
| <b>C</b> | <b>MAIN CONTENT</b>   |                           |                           |       |
| 6        | Report of the Board of Directors.   | Chairman                  | 09.25- 09.35<br>(10 mins) |       |
| 7        | Report of Board of Management on the Group's 2018 business results and 2019 development plan.         | Chief Executive Officer   | 09.35- 10.15<br>(40 mins) |       |
| 8        | Report of the Supervisory Board.  | Head of Supervisory Board | 10.15 – 10.20<br>(5 mins) |       |

| No.      | Content  | Presenters              | Time                               | Notes |
|----------|--|-------------------------|------------------------------------|-------|
| 9        | <p><b>Submissions for Shareholders' approval:</b></p> <ul style="list-style-type: none"> <li>- Proposal for the approval of Audited 2018 Financial Statements;</li> <li>- Proposal for 2018 Profit Distribution;</li> <li>- Proposal for Revenue, Profit After Tax Target and Profit Distribution Plan for the fiscal year 2019;</li> <li>- Proposal for authorizing the Board of Directors to appoint Auditing Company for the fiscal year 2019;</li> <li>- Proposal for the plan to issue shares to increase charter capital in 2019 and the registration for additional listing of shares on the Ho Chi Minh City Stock Exchange;</li> <li>- Proposal for the vote to add members of the Board of Directors (the General Meeting of Shareholders will vote to pass this proposal before voting).</li> </ul> | BOD Members             | 10.20 – 10.30<br>(10 mins)         |       |
| 10       | Approving the voting regulation and conducting to vote members of the Board of Directors.  | Vote Counting Committee | 10.30 – 10h50<br>(20 mins)         |       |
|          | <b>BREAK</b>   | <b>(Teabreak)</b>       | <b>10.50 – 11.10<br/>(20 mins)</b> |       |
| 11       | Questions and Answers.   | Meeting chairperson     | 11.10 – 11.30<br>(20 mins)         |       |
| 12       | Voting on (6), (7), (8), (9).  | Secretary               | 11.30– 11.40<br>(10 mins)          |       |
| 13       | Announcement on the result of vote to add member of the Board of Directors.  | Vote Counting Committee | 11.40 – 11.45<br>(5 mins)          |       |
| 14       | Approval on the Meeting Minutes of the Annual General Meeting of Shareholders for the fiscal year 2018.  | Secretary               | 11.45 – 11.55<br>(10 mins)         |       |
| <b>D</b> | <b>CLOSING</b>   |                         |                                    |       |
| 15       | Announcement of the Closing  | Secretary               | 11.55                              |       |

**ORGANIZING COMMITTEE  
OF THE GENERAL MEETING OF SHAREHOLDERS**

No: 01/2019/TT - DHDCD

*Ho Chi Minh City, 30 May 2019*

**PROPOSAL TO  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
FOR THE FISCAL YEAR 2018**

*Re: Approving the Audited Financial Statements for 2018*

- Pursuant to the Law on Enterprises No. 68/2014/QH13 dated 26 November 2014;
- Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approving the 2018 Separate Financial Statements and the 2018 Consolidated Financial Statements of Thien Long Group Corporation which were audited by Deloitte Vietnam Company Limited.

The audited separate and consolidated financial statements for 2018 have been disclosed according to the regulations and publicized on the Company's website, including the following:

1. Independent auditors' report;
2. Balance sheet as at 31/12/2018;
3. Income statement for the year 2018;
4. Cash flow statement;
5. Notes to financial statements.

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

**ON BEHALF OF THE BOARD OF DIRECTORS**

**Chairman  
CO GIA THO**



No: 02/2019/TT - DHDCD

Ho Chi Minh City, 30 May 2019

**PROPOSAL TO  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
FOR THE FISCAL YEAR 2018**

*Re: Approving the profit distribution for 2018 and authorizing the Board of Directors to conduct the profit distribution for 2018*

- Pursuant to the Law on Enterprises No. 68/2014/QH13 dated 26 November 2014;
- Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;
- Pursuant to the 2018 Audited Consolidated Financial Statements of Thien Long Group Corporation;
- Pursuant to the Meeting Minutes of the Board of Directors No. 12/2019/BBH-HDQT dated 23 April 2019.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approving the profit distribution for the fiscal year 2018 as below:

| No.      | Profit distribution  | Amount<br>(thousand VND) |
|----------|--|--------------------------|
| <b>1</b> | <b>Consolidated profit after tax for 2018</b>  | <b>294,384,242</b>       |
|          | - Dividends for 2018 (20%/par value)<br><i>In which: 15% in cash, 5% in shares</i>     | 141,445,706              |
|          | - Development fund (12% of profit after tax)   | 35,326,109               |
|          | - Bonus and welfare fund (10% of profit after tax)                                     | 29,438,424               |
|          | - Bonus for the Board of Management and Employees for exceeding the 2018 profit target | 2,192,000                |
|          | - Remuneration for the Board of Directors and the Board of Supervisors in 2018         | 6,300,000                |
| <b>2</b> | <b>Retained earnings after distribution</b>  | <b>79,682,003</b>        |

Hereinafter respectfully submitted to the General Meeting of Shareholders for consideration, approval and authorization for the Board of Directors to conduct the profit distribution 2018.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**Chairman**

**CO GIA THO**

No: 03/2019/TT - DHDCD

*Ho Chi Minh City, 30 May 2019*

**PROPOSAL TO  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
FOR THE FISCAL YEAR 2018**

*Re: Approving the target of revenue, profit and the profit distribution plan for 2019*

- Pursuant to the Law on Enterprises No. 68/2014/QH13 dated 26 November 2014;
- Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;
- Pursuant to the Meeting Minutes of the Board of Directors No. 12/2019/BBH-HDQT dated 23 April 2019.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approving the target of revenue, profit and the profit distribution plan for 2019 as below:

**1) Plan of revenue, profit for 2019:**

- Net revenue : VND 3,200 billion (increasing 12.1% compared to 2018)
- Consolidated profit after tax : VND 325 billion (increasing 10.5% compared to 2018)

**2) Plan of profit distribution for 2019:**

- Dividends for 2019 : planned 20%/par value
- Investment and development fund : 12% of profit after tax
- Bonus and welfare fund : 10% of profit after tax
- Remuneration for the Board of Directors : VND 7.8 billion/year  
and the Board of Supervisors

Hereinafter respectfully submitted to the General Meeting of Shareholders for consideration, approval and authorization for the Board of Directors to be amended or adjusted the above Plan in accordance with the factual situation.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**Chairman  
CO GIA THO**

*Ho Chi Minh City, 30 May 2019*

**PROPOSAL TO  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
FOR THE FISCAL YEAR 2018**

*Re: Authorizing the Board of Directors to appoint Auditing Company for the fiscal year 2019*

- Pursuant to the Law on Enterprises No. 68/2014/QH13 dated 26 November 2014;
- Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation.

Dear the General Meeting of Shareholders,

In order to conduct the independent auditing of the Company's financial statements, the Board of Directors accepts the Board of Supervisors' proposal and respectfully submits the General Meeting of Shareholders authorizing the Board of Directors to appoint one of the following Auditing Companies to audit the Company's Financial Statements 2019.

1. Deloitte Vietnam Company Limited;
2. PricewaterhouseCoopers Vietnam Company Limited;
3. Ernst & Young Vietnam Company Limited.

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

**ON BEHALF OF THE BOARD OF DIRECTORS**

**Chairman**

**CO GIA THO**

**PROPOSAL TO  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
FOR THE FISCAL YEAR 2018**

*Re: Plan to issue shares to increase Charter Capital in 2019 and the registration for additional listing of additional issued shares at the Ho Chi Minh City Stock Exchange*

*Pursuant to:*

- *The Law on Securities No. 70/2006/QH11 dated 29 June 2006;*
- *Law No. 62/2010/QH12 dated 24 November 2010 amending and supplementing a number of articles of the Law on Securities;*
- *The Law on Enterprises No. 68/2014/QH13 dated 26 November 2014;*
- *Decree No. 58/2012/ND-CP dated 20 July 2012 of the Government detailing and guiding the implementation of a number of articles of the Law on Securities and the Law amending and supplementing a number of articles of the Law on Securities;*
- *Decree No. 60/2015/ND-CP dated 26 June 2015 of the Government amending and supplementing a number of articles of Decree No. 58/2012/ND-CP dated 20 July 2012; being effective from 01 September 2015;*
- *Circular No. 162/2015/TT-BTC dated 26 October 2015 guiding the public offering of securities, offering of shares for swap, issuance of additional shares, redemption of shares, sale of treasury shares and public offering;*
- *Charter on Organization and Operation of Thien Long Group Corporation.*

The Board of Directors of Thien Long Group Corporation respectfully submits to the General Meeting of Shareholders for approving the plan to issue shares to increase Charter Capital in 2019 and the registration for additional listing of additional issued shares at the Ho Chi Minh City Stock Exchange. The 2019 shares issuance plan is as follows:

**I. Purpose of issuance:** Issuing shares to pay dividends for the second period of 2018 and issuing shares to increase capital from owner's equity.

**II. Information of issuance:**

1. **Share's name:** Thien Long Group Corporation Share.
2. **Type of share:** Ordinary share.
3. **Par value:** VND 10,000 /share.
4. **Total issued shares:** 70,722,853 shares.
5. **Number of outstanding shares:** 70,722,853 shares.
6. **Number of additional shares planned to issue:** 7,072,285 shares (*in words: Seven million, zero hundred and seventy-two thousand, two hundred and eighty-five shares*).
7. **Total par value of shares planned to issue:** VND 70,722,850,000 (*in words: Seventy*

*billion, seven hundred and twenty-two million, eight hundred and fifty thousand Vietnamese dong*s).

8. **Expected Charter Capital after issuance:** VND 777,951,380,000 (*in words: Seven hundred and seventy-seven billion, nine hundred and fifty-one million, three hundred and eighty thousand Vietnamese dong*s).

9. **Plan of distribution:**

a. **Issuance of shares to pay dividends for the second period of 2018:**

- Ratio of exercising rights: 5%/par value, 20:01 (shareholders owning 20 shares at the closing date of the list of entitlements will receive 01 issued new share).
- Source of issued capital: Undistributed after-tax profit under the Company's Audited Financial Statements as of 31/12/2018.

b. **Issuance of shares to increase capital from owner's equity:**

- Ratio of exercising rights: 5%/par value, 20:01 (shareholders owning 20 shares at the closing date of the list of entitlements will receive 01 issued new share).
- Source of issued capital: Investment and development fund under the Company's Audited Financial Statements as of 31/12/2018.

10. **Subjects of issue:** Shareholders are listed in the list of securities owners of the Company at the closing date of shareholders list.

11. **Plan for dealing with odd shares:** The number of shares issued to pay dividends and issued to increase capital from owner's equity will be rounded down to the unit. The number of odd shares (if any) will be canceled.

*For example:* Shareholder Nguyen Van A owns 358 shares, shareholder A will be received issued additional shares to be calculated as follows:

- Issued shares to pay dividends:  $358 \times 5\% = 17.9$  (odd shares 0.9 will be canceled);
- Issued shares to increase capital from owner's equity:  $358 \times 5\% = 17.9$  (odd shares 0.9 will be canceled);

⇒ Shareholder Nguyen Van A will be received 34 new shares.

12. **Expected schedule of issuance:** In Quarter 4 of 2019. The specific time is decided by the Board of Directors.

13. **Listing of issued additional shares:** Shares issued to pay dividends and issued to increase capital from owner's equity will be registered for depository at Vietnam Securities Depository Center, Ho Chi Minh City Branch and registered for listing at Ho Chi Minh City Stock Exchange after completing the issuance.

**III. Authorizing the Board of Directors to conduct:**

1. Select the specific time and carry out the necessary procedures related to the completion of the issuance plan, the issuance license and implementation of the plan in accordance with the Company's Charter and the current laws to ensure the benefits of shareholders;
2. Approve other documents related to the shares issuance;
3. Complete the necessary procedures to increase the Company's Charter Capital;
4. Compile additional share registration and listing dossiers: To carry out necessary procedures for registration and listing of the additional share to be issued under the above plan.

5. Amend and supplement Clause 1, Article 5 of the Company's Charter that relates to the change of Charter Capital under the results of shares issuance.
6. Change the Enterprise Registration Certificate updated the new Charter Capital.

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

**ON BEHALF OF THE BOARD OF DIRECTORS**  
**Chairman**  
**CO GIA THO**

No: 06/2019/TT - DHDCD

*Ho Chi Minh City, 30 May 2019*

**PROPOSAL TO  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
FOR THE FISCAL YEAR 2018**

*Re: Approving the number of members of the Board of Directors and the list of candidates to be additionally elected into the Board of Directors for the office term 2017 – 2021*

- Pursuant to Law on Enterprises No. 68/2014/QH13 dated 26 November 2014;
- Pursuant to Decree No. 96/2015/ND-CP dated 19 October 2015 of the Government detailing a number of articles of the Law on Enterprises;
- Pursuant to the Charter on Organisation and Operation of Thien Long Group Corporation;
- Pursuant to Meeting Minutes of the Board of Directors No. 12/2019/BBH-HDQT dated 23 April 2019.

Dear the General Meeting of Shareholders,

The office term of the Board of Directors of Thien Long Group Corporation 2017 – 2021 was approved by the General Meeting of Shareholders of the fiscal year 2016, there were 08 elected members and being incumbent.

In 2018, the Board of Directors demonstrated a pioneering role in the management, supervision, strategy, risk management, human resources and remuneration in order to solve the works under its authority professionally, thoroughly and effectively. The members of the Board of Directors were always proactive and positive in their work, demonstrating a high sense of responsibility and a professional and timely contribution to the general decisions of the Board of Directors.

Following that pioneering role and implementing the business plan of 2019, the Board of Directors respectfully submits the General Meeting of Shareholders to additionally elect 01 member of the Board of Directors for the office term 2017 – 2021 as follows:

**1. Approving the number of members of the Board of Directors:**

Pursuant to Article 150.1 of the Law on Enterprises and Article 24.1 of the Company Charter, “*The number of members of the Board of Directors are at least 05 members and at most 11 members*”.

In accordance with this provision and in order to improve and strengthen the management system more professionally and effectively, the Board of Directors has more comments as well as are considered more carefully, ensuring objectivity, accuracy and being constructive regarding the general decisions, the Board of Directors respectfully submits the General Meeting of Shareholders to approve the additional election of 01 member of the Board of

Directors for the office term 2017 – 2021. The number of members of the Board of Directors for the office term 2017 – 2021 shall be 09 members accordingly.

**2. Approving the List of candidates for the Board of Directors:**

Based on the results of application files for nomination, self-nomination, the Board of Directors would like to introduce the following list of candidates and respectfully submits the General Meeting of Shareholders to approve the List of candidates for the Board of Directors for the additional election of the Board of Directors’s member for the office term 2017 – 2021 as follows:

| <b>NO.</b> | <b>Full name</b> | <b>Current position</b> |
|------------|------------------|-------------------------|
| 1          | Mr.....          |                         |
| 2          | Ms.....          |                         |

The Board of Directors would like to enclose the candidates’ profile to submit the General Meeting of Shareholders to consider and approve the List of candidates for the Board of Directors to conduct the election.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**Chairman  
CO GIA THO**

DRAFT

**RESOLUTION**  
**THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**FOR THE FISCAL YEAR 2018**  
**THIEN LONG GROUP CORPORATION**

- Pursuant to the Law on Enterprises No. 68/2014/QH13 dated 26 November 2014;
- Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;
- Pursuant to the Minutes of the Annual General Meeting of Shareholders for the fiscal year 2018 dated 30 May 2019.

The Annual General Meeting of Shareholders for the fiscal year 2018 of Thien Long Group Corporation is held at 8.30 AM on 30 May 2019 and ended at 11.55 AM on the same day at New World Saigon Hotel, No. 76 Le Lai Street, District 1, Ho Chi Minh City with the total number of (directly and authorized) shareholders and delegates attending of ..... people, owning and representing ..... shares, accounting for .....% of total shares with voting right of Thien Long Group Corporation.

After discussing and voting, the General Meeting of Shareholders of Thien Long Group Corporation at the annual meeting for the fiscal year 2018 approved the following Decisions:

**RESOLVED:**

**Article 1. Approved the Report of the Board of Directors in 2018**

The Meeting voted to approve the Report of the Board of Directors in 2018.

*The voting rate of approval .....%*

*The voting rate of disapproval.....%*

**Article 2. Approved the Report on business results in 2018**

The Meeting voted to approve the Report on consolidated business results in 2018 as follows:

| No. | Item                                     | Amount (thousand VND) |
|-----|--|-----------------------|
| 1   | Net revenue for 2018:                    | 2,855,776,350         |
| 2   | Consolidated profits after tax for 2018: | 294,384,242           |

*The voting rate of approval .....%*

*The voting rate of disapproval.....%*

### Article 3. Approved the Report of the Board of Supervisors in 2018

The Meeting voted to approve the Report of the Board of Supervisors in 2018.

*The voting rate of approval .....%*

*The voting rate of disapproval.....%*

### Article 4. Approved the 2018 Financial Statements

The Meeting voted to approve the 2018 Separate and Consolidated Financial Statements audited by Deloitte Vietnam Company Limited.

*The voting rate of approval ....%*

*The voting rate of disapproval.....%*

### Article 5. Approved the profit distribution for 2018

- The Meeting voted to approve the profit distribution for 2018 as follows:

| No. | Profit distribution  | Amount (thousand VND) |
|-----|--|-----------------------|
| 1   | <b>Consolidated profit after tax for 2018</b>  | <b>294,384,242</b>    |
|     | - Dividends for 2018: paid 20%/par value<br><i>In which: 15% in cash, 5% in shares</i> | 141,445,706           |
|     | - Development fund (12% of profit after tax)   | 35,326,109            |
|     | - Bonus and welfare fund (10% of profit after tax)                                     | 29,438,424            |
|     | - Bonus for the Board of Management and Employees for exceeding the 2018 profit target | 2,192,000             |
|     | - Remuneration for the Board of Directors and Board of Supervisors in 2018             | 6,300,000             |
| 2   | <b>Retained earnings after distribution</b>  | <b>79.682.003</b>     |

- And authorize the Board of Directors to conduct the profit distribution of 2018.

*The voting rate of approval .....%*

*The voting rate of disapproval.....%*

### Article 6. Approved the target of revenue, profit and profit distribution plan for 2019

- The Meeting voted to approve the target of revenue, profit and profit distribution plan for 2019 as follows:

| No. | Profit distribution                    | Amount            |
|-----|--|-------------------|
| 1   | <b>Revenue, profit target for 2019</b> |                   |
|     | - Net revenue:                         | VND 3,200 billion |

| No.      | Profit distribution  | Amount                  |
|----------|--|-------------------------|
|          | - Consolidated profit after tax:                                   | VND 325 billion         |
| <b>2</b> | <b>Profit distribution plan for 2019</b>                           |                         |
|          | - Dividends for 2019:  | Planned: 20%/par value  |
|          | - Investment and development fund                                  | 12% of profit after tax |
|          | - Bonus and welfare fund   | 10% of profit after tax |
|          | - Remuneration for the Board of Directors and Board of Supervisors | VND 7.8 billion/year    |

- And authorize the Board of Directors to be amended or adjusted the above Plan under the factual situation.

*The voting rate of approval ....%*

*The voting rate of disapproval.....%*

#### **Article 7. Approved for authorizing the Board of Directors to appoint Auditing Company for 2019**

The Meeting voted to approve the authorization for the Board of Directors to appoint one of the following Auditing Companies to audit the Company's 2019 Financial Statements:

1. Deloitte Vietnam Company Limited;
2. PricewaterhouseCoopers Vietnam Company Limited;
3. Ernst & Young Vietnam Company Limited.

*The voting rate of approval .....%*

*The voting rate of disapproval.....%*

#### **Article 8. Approved the share issuance plan to increase the charter capital in 2019, the registration for depository and the registration for additional listing of issued shares**

The Meeting voted to approve the share issuance plan to increase the charter capital in 2019, the registration for depository and the registration for additional listing of issued shares as follows:

1. **Purpose of issuance:** Issuing shares to pay dividends for the second period of 2018 and issuing shares to increase capital from owner's equity.
2. **Information of issuance:**
  - **Share's name:** Thien Long Group Corporation Share.
  - **Type of share:** Ordinary share.
  - **Par value:** VND 10,000 /share.
  - **Total issued shares:** 70,722,853 shares.
  - **Number of outstanding shares:** 70,722,853 shares.
  - **Number of additional shares planned to issue:** 7,072,285 shares (*in words: Seven million,*

*zero hundred and seventy-two thousand, two hundred and eighty-five shares).*

- **Total par value of shares planned to issue:** VND 70,722,850,000 (*in words: Seventy billion, seven hundred and twenty-two million, eight hundred and fifty thousand Vietnamese dong*s).
- **Expected charter capital after issuance:** VND 777,951,380,000 (*in words: Seven hundred and seventy-seven billion, nine hundred and fifty-one million, three hundred and eighty thousand Vietnamese dong*s).
- **Plan of distribution:**
  - a. **Issuance of shares to pay dividends for the second period of 2018:**
    - Ratio of exercising rights: 5%/par value, 20:01 (shareholders owning 20 shares at the closing date of the list of entitlements will receive 01 issued new share).
    - Source of issued capital: Undistributed after-tax profit under the Company's Audited Financial Statements as of 31/12/2018.
  - b. **Issuance of shares to increase capital from owner's equity:**
    - Ratio of exercising rights: 5%/par value, 20:01 (shareholders owning 20 shares at the closing date of the list of entitlements will receive 01 issued new share).
    - Source of issued capital: Investment and development fund under the Company's Audited Financial Statements as of 31/12/2018.
- **Subjects of issue:** Shareholders are listed in the list of securities owners of the Company at the closing date of shareholders list.
- **Plan for dealing with odd shares:** The number of shares issued to pay dividends and issued to increase capital from owner's equity will be rounded down to the unit. The number of odd shares (if any) will be canceled.

For example: Shareholder Nguyen Van A owns 358 shares, shareholder A will be received issued additional shares to be calculated as follows:

- Issued shares to pay dividends:  $358 \times 5\% = 17.9$  (odd shares 0.9 will be canceled);
  - Issued shares to increase capital from owner's equity:  $358 \times 5\% = 17.9$  (odd shares 0.9 will be canceled);
- ⇒ Shareholder Nguyen Van A will be received 34 new shares.
- **Expected schedule of issuance:** In Quarter 4 of 2019. The specific time is decided by the Board of Directors.
  - **Listing of issued additional shares:** Shares issued to pay dividends and issued to increase capital from owner's equity will be registered for depository at Vietnam Securities Depository Center, Ho Chi Minh City Branch and registered for listing at Ho Chi Minh City Stock Exchange after completing the issuance.

### **3. Authorizing the Board of Directors to conduct:**

- Select the specific time and carry out the necessary procedures related to the completion of the issuance plan, the issuance license and implementation of the plan in accordance with the Company's Charter and the current laws to ensure the benefits of shareholders;

- Approve other documents related to the shares issuance;
- Complete the necessary procedures to increase the Company's charter capital;
- Compile additional share registration and listing dossiers: To carry out necessary procedures for registration and listing of the additional share to be issued under the above plan.
- Amend and supplement Clause 1, Article 5 of the Company's Charter that relates to the change of charter capital under the results of shares issuance.
- Change the Enterprise Registration Certificate updated the new charter capital.

*The voting rate of approval .....%*

*The voting rate of disapproval.....%*

**Article 9. Approved the number of members of the Board of Directors for the office term 2017 – 2021, approved the results of additional election of 01 member of the Board of Directors for the office term 2017 – 2021**

The Meeting voted to approve the additional election of 01 member of the Board of Directors for the office term 2017 – 2021 as follows:

- Approved the number of members of the Board of Directors for the office term 2017 – 2021: Increasing from 08 members to 09 members.
- Approved the results of additional election of member of the Board of Directors and the elected member into the Board of Directors for the office term 2017 – 2021.

Mr/Ms..... has the number of elected votes of ..... votes, representing ..... shares equivalent to the number of voting right, the rate of .....%. The results: Elected.

Therefore, List of the Board of Directors for the office term 2017 – 2021 as from 30/05/2019 includes:

- |                        |               |
|------------------------|---------------|
| 1. Mr. Co Gia Tho      | Chairman      |
| 2. Mr. Tran Kim Thanh  | Vice Chairman |
| 3. Mr. Tran Le Nguyen  | Member        |
| 4. Mr. Huynh Van Thien | Member        |
| 5. Mrs. Tran Thai Nhu  | Member        |
| 6. Mrs. Co Ngan Binh   | Member        |
| 7. Mr. Tran Van Hung   | Member        |
| 8. Mrs. Co Cam Nguyet  | Member        |
| 9. Mr/Ms.....          | Member        |

*The voting rate of approval .....%*

*The voting rate of disapproval.....%*

**Article 10. This Resolution takes effect as from 30/05/2019**

This Resolution is approved by the Annual General Meeting of Shareholders for the fiscal year 2018 with the rate of approval of .....% and takes effect as from 30 May 2019. The Board of

Directors is responsible for disclosing this Resolution on the Company's website (www.thienlonggroup.com) in strict accordance with the provisions of the laws.

*The voting rate of approval .....%*

*The voting rate of disapproval.....%*

**Article 11. Responsibility to disseminate and implement this Resolution**

The General Meeting of Shareholders herein shall assign the Board of Directors, the Board of Supervisors and Board of Management to disseminate, implement and supervise the process of implementation in accordance with this Resolution.

**ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS  
CHAIRMAN  
CO GIA THO**

*Ho Chi Minh City, 30 May 2019*

**REGULATIONS ON THE ELECTION OF  
THE BOARD OF DIRECTORS MEMBERS  
AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE  
FISCAL YEAR 2018**

- Pursuant to Law on Securities No. 70/2006/QH11 dated 29<sup>th</sup> June, 2006 and Law No. 62/2010/QH12 dated 24<sup>th</sup> October, 2014 amending, supplementing a number of articles of Law on Securities No. 70/2006/QH11;
- Pursuant to Law on Enterprise No. 68/2014/QH13 dated 26<sup>th</sup> November, 2014;
- Pursuant to Decree No. 96/2015/ND-CP dated 19<sup>th</sup> October, 2015;
- Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation.

The General Meeting of Shareholders of Thien Long Group Corporation for the fiscal year 2018 shall proceed to elect 01 more member for the Board of Directors for the office term 2017-2021 with the Regulations on the election as follows:

**ARTICLE 1: Subjects having the right to vote**

All Shareholders who own ordinary voting shares of the Company or proxies attending the General Meeting of Shareholders. Each share represents 01 voting right, the total shares that a shareholder owns is equivalent to the total number of voting rights.

**ARTICLE 2: The right to nominate and self-nominate for the Board of Directors**

Shareholder or Group of Shareholder owns or represent more than 10% of total ordinary voting share in a continuous period at least 6 months shall have the right to self-nominate or nominate a candidate for the Board of Directors.

**ARTICLE 3: Criteria and requirement to be a member of the Board of Directors (pursuant to Point a, b of Article 24.2 of the Charter of the Company)**

- 3.1. Candidates who are legally competent and not specifically prohibited from managing an enterprise pursuant to Law on Enterprise.
- 3.2. Candidates who are shareholder and owns at least 5% of the total ordinary share or someone with the qualifications and experience of business administration or the main business line of the Company.

#### **ARTICLE 4: The principles and methods of electing**

- 4.1. Elections must comply with relevant laws, the Charter in order to ensure democratic and legal entitlements;
- 4.2. Public election via secret ballots with the method of cumulative voting;
- 4.3. Each Shareholder shall have his/her total votes corresponding to the total shares which he or she owns (including owners or proxies) **multiplied by the number of members to be elected to the Board of Directors;**
- 4.4. Shareholder shall have the right to accumulate all of his or her votes for one or a number of candidates within the list of candidates approved by the General Meeting of Shareholders before the election. (Please refer to the Guidance on the election in the Appendix attached with this Regulations)

#### **ARTICLE 5: Ballot and how to fill a ballot**

- 5.1. Ballots are identically printed and sealed by the company's stamp, with the total right to vote based on the code of the shareholder;
- 5.2. Ballots are distributed to shareholders or proxies based on the attending code of the shareholder (owners or proxies)
- 5.3. Shareholders must fill in the ballot the total number of his or her voting right for the candidate into the provided blank of that candidate in the ballot. In case of suitable authorization (with letter of authorization), that proxy still has his or her voting right completely.
- 5.4. Each ballot is allowed to vote for no more than 01 candidate.

#### **ARTICLE 6: Invalid ballot**

- 6.1. Ballots which do not comply with the regulated form of the Company and not sealed by the Company;
- 6.2. Ballots which are erased, edited or added more names which are not included in the list of candidates approved by the General Meeting of Shareholders before the election;
- 6.3. Ballots without shareholder's signature;
- 6.4. Ballots which do not distribute any voting right to any candidate;
- 6.5. Ballots which vote for a number of candidates exceeding the number of Board of Directors members to be elected;
- 6.6. Ballots which are submitted after the Vote Counting Committee open the seal of ballot – box;
- 6.7. Ballots filled with the total number of voting exceeding the total number of voting which the Vote Counting Committee has already filled in the ballot corresponding with the share of that shareholder (including owners and proxies).

## **ARTICLE 7: Vote Counting Committee, methods for voting and the counting of votes**

### **7.1. Vote Counting Committee**

- a) The Vote Counting Committee is nominated by the Chairman and approved by the General Meeting of Shareholders;
- b) The Vote Counting Committee is responsible for:
  - Approving the Regulations on the election;
  - Guiding the Shareholders to vote and counting the votes;
  - Announcing the result of the election before the General Meeting.
- c) Members of the Vote Counting Committee are not allowed to be listed in the list of nominees and self-nominees for the Board of Directors and those who relate to these people.

### **7.2. Methods of voting and the counting of votes**

- a) The Vote Counting Committee proceeds to examine the ballot-box in front of the Shareholders;
- b) The voting is started when the distribution of ballots is completed and ended when the final Shareholder put his or her ballot into the ballot-box;
- c) The counting of votes must be implemented right after the finish of the voting;
- d) The result of the counting of votes shall be made in written and announced before the General Meeting by the Head of Vote Counting Committee

## **ARTICLE 8: Principles of cumulative voting and being elected to be a member of the Board of Directors**

### **8.1 Principle of cumulative voting:**

Refer to the Guidance on the election in the Appendix attached with this Regulations.

### **8.2 Principle of being elected:**

- a) Candidate elected to be the member of the Board of Directors is determined based on the highest vote;
- b) In case the candidates have the same votes, the General Meeting of Shareholders shall directly vote for those candidates.

## **ARTICLE 9: Establishing and announcing Minutes of Vote Counting**

Upon the votes counting, the Vote Counting Committee shall proceed to make the Minutes of Vote Counting. The contents of the Minutes of Vote Counting shall be included: The total number of Shareholders attend the General Meeting, the total number of Shareholders attend the voting, the ratio of voting rights of Shareholders attend the voting to the total voting rights of Shareholders attend the meeting (based on cumulative voting method), the number and ratio of valid ballots, invalid ballots, the number and ratio of voting rights for candidate of Board of Directors.

The whole Minutes of Vote Counting must be announced to the General Meeting.

**ARTICLE 10:** All claims in terms of voting or vote counting shall be solved by the Chairman of the General Meeting and recorded in the Minutes of General Meeting of Shareholders.

This Regulations consist of 10 articles, publicize to the General Meeting of Shareholders and shall come into effect immediately upon the approval of the General Meeting of Shareholders.

**HEAD OF  
THE VOTE COUNTING COMMITTEE**

**ON BEHALF OF THE GENERAL  
MEETING OF SHAREHOLDERS  
CHAIRMAN**

*Ho Chi Minh City, 30 May 2019*

## GUIDANCE ON THE ELECTION OF THE BOARD OF DIRECTORS (By the method of cumulative voting)

1. **Additional election of 01 member of the Board of Directors:** By the method of cumulative voting.

2. **How to fill a ballot:**

- Each Shareholder has the total number of voting rights corresponding to the total number of voting shares (including owners and proxies) **multiplied by the number of elected members** of the Board of Directors.
- Under the principle of cumulative voting: Shareholders can put all of their voting rights to one or several candidates, or only divide a part of the voting right for one or several candidates.

**For example:**

The General Meeting of Shareholders shall **elect 01 member of the Board of Directors** in the total number of 03 candidates.

Shareholder A holding (including owners and proxies) 1,500 shares with voting rights, then the total number of voting rights of shareholder A is:

$$1,500 \times 1 \text{ (the number of elected member)} = 1,500 \text{ voting rights}$$

**Shareholder A can conduct the cumulative voting by the following method:**

Case 1: Shareholder A puts all his/her voting rights for 1 candidate (the following case is to cast all voting rights for candidate 1).

| Full name of candidate                  | The number of elected voting rights |
|---|-------------------------------------|
| 1. Candidate 1                          | 1,500                               |
| 2. Candidate 2                          |                                     |
| 3. Candidate 3                          |                                     |
| <b>The total number of voted rights</b> | <b>1,500</b>                        |

Case 2: Shareholder A divides a part of his/her voting right for 1 candidate (this case only divides a part of the voting right for candidate 2).

| Full name of candidate                  | The number of elected voting rights |
|---|-------------------------------------|
| 1. Candidate 1                          |                                     |
| 2. Candidate 2                          | 1,000                               |
| 3. Candidate 3                          |                                     |
| <b>The total number of voted rights</b> | <b>1,000</b>                        |

### 3. Invalid ballot:

- Ballots which do not comply with the regulated form of the Company and not sealed by the Company;
- Ballots which are erased, edited or added more names which are not included in the list of candidates approved by the General Meeting of Shareholders before the election;
- Ballots without shareholder's signature;
- Ballots which do not distribute any voting right to any candidate;
- Ballots which vote for a number of candidates exceeding the number of Board of Directors members to be elected;
- Ballots which are submitted after the Vote Counting Committee open the seal of ballot-box;
- Ballots filled with the total number of voting exceeding the total number of voting which the Vote Counting Committee has already filled in the ballot corresponding with the share of that shareholder (including owners and proxies).

#### **For example: Invalid ballot**

Case 1: Shareholder A writes the number of voting rights for candidate 1 exceeding the total number of his/her voting rights of 1,500 rights.

| <b>Full name of candidate</b>           | <b>The number of elected voting rights</b> |
|---|--|
| 1. Candidate 1                          | 1,600                                      |
| 2. Candidate 2                          |  |
| 3. Candidate 3                          |  |
| <b>The total number of voted rights</b> | <b>1,600</b>                               |

→ Invalid ballot

Case 2: Shareholder A divides the voting right for 03 candidates (the vote exceeds the number of members need to be elected – the maximum of 1 person only).

| <b>Full name of candidate</b>           | <b>The number of elected voting rights</b> |
|---|--|
| 1. Candidate 1                          | 500  |
| 2. Candidate 2                          | 500  |
| 3. Candidate 3                          | 500  |
| <b>The total number of voted rights</b> | <b>1,500</b>                               |

→ Invalid ballot

Case 3: Shareholder A does not distribute any voting rights to all 03 candidates.

| <b>Full name of candidate</b>           | <b>The number of elected voting rights</b> |
|---|--|
| 1. Candidate 1                          | 0  |
| 2. Candidate 2                          | 0  |
| 3. Candidate 3                          | 0  |
| <b>The total number of voted rights</b> | <b>0</b>                                   |

→ Invalid ballot

**HEAD OF  
THE VOTE COUNTING COMMITTEE**

**ON BEHALF OF THE GENERAL  
MEETING OF SHAREHOLDERS  
CHAIRMAN**