

**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, 76 Le Lai Street, Ben Thanh Ward, District 1, Ho Chi Minh City with the total number of (directly and authorized) shareholders and delegates attending of 125 people, owning and representing 61,417,815 shares, accounting for 86.84% 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 100%*

**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
1	Consolidated Net revenue for 2018:	VND 2,855,776,350,214
2	Consolidated Profits after tax for 2018:	VND 294,384,242,148

*The voting rate of approval 100%*

**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 100%*



#### 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 100%*

#### 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% of par value <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 100%*

#### 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>	
	- Consolidated Net revenue:	VND 3,200 billion (up 12.1% YoY)
	- Consolidated Profit after tax:	VND 325 billion (up 10.5% YoY)
2	<b>Profit distribution plan for 2019</b>	
	- Dividends for 2019:	Planned: 20% of 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 100%*

## **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 100%*

## **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 second dividends for 2018 and issuing shares to increase charter 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 (*in words: Seventy million seven hundred twenty-two thousand and eight hundred fifty-three shares*).
  - Number of outstanding shares: 70,722,853 shares (*in words: Seventy million seven hundred twenty-two thousand and eight hundred fifty-three shares*).
  - Number of additional shares planned to issue: 7,072,284 shares (*in words: Seven million, seventy-two thousand, two hundred and eighty-four shares*).
  - Total par value of shares planned to issue: VND 70,722,840,000 (*in words: Seventy billion, seven hundred and twenty-two million, eight hundred and forty thousand Vietnamese dong*s).
  - Expected charter capital after issuance: VND 777,951,370,000 (*in words: Seven hundred and seventy-seven billion, nine hundred and fifty-one million, three hundred and seventy thousand Vietnamese dong*s).
  - Subjects of issue: Shareholders are listed in the list of securities owners of the Company at the ex-dividend date.
  - Plan of issuance as follows:
    - a. Issuance of shares to pay dividends for the second period for 2018:
      - The number of shares planned to issue: 3,536,142 shares (*in words: three million five hundred thirty-six thousand, one hundred forty-two shares*).
      - Ratio of exercising rights: 20:01, the number of shares planned to issue/the number of outstanding shares: 5%, (shareholders owning 20 shares at the ex-dividend date will receive 01 issued new share).
      - Source of issued capital: Undistributed after-tax profit under the Company's 2018 Audited Financial Statements.
    - b. Issuance of shares to increase capital from owner's equity:

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- The number of shares planned to issue: 3,536,142 shares (*in words: three million five hundred thirty-six thousand, one hundred forty-two shares*).
- Ratio of exercising rights: 20:01, the number of shares planned to issue/the number of outstanding shares: 5%, (shareholders owning 20 shares at the ex-dividend date will receive 01 issued new share).
- Source of issued capital: Investment and development fund under the Company's 2018 Audited Financial Statements.
- 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 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 100%*

### **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 term 2017 – 2021**

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

- Approved the number of members of the Board of Directors for the 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 term 2017 – 2021.

Mr. Tayfun Uner has the number of elected votes of 73 votes, representing 57,724,316 shares equivalent to the number of voting right, the rate of 93.99%. 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. Tayfun Uner     | Member        |

*The voting rate of approval 100%*

**Article 10. This Resolution takes effect as from 31/05/2019**

This Resolution is approved by the Annual General Meeting of Shareholders for the fiscal year 2018 with the rate of approval of 100% and takes effect as from 31 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 100%*

**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**



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