

ANNUAL GENERAL MEETING

OF

SHAREHOLDERS

THE FISCAL YEAR 2021

26 April 2022

DOCUMENTS



**AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2021
THIEN LONG GROUP CORPORATION**

(Tuesday, 26 April 2022, from 09:00 AM to 11:30 AM)

I. TIME AND VENUE:

1. **Time:** Tuesday, 26 April 2022, 09.00 AM.
2. **Venue:** Floor 10, Sofic Tower, No. 10 Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City.

II. CONTENT:

No.	Content	Presenters	Time	Notes
A	REGISTRATION			
1	Shareholders sign in to attend meeting online	Organizing Committee	Before 09:00	
B	MEETING OPENING			
2	Announcement of the Meeting purpose and introduction of the delegation.	Secretary	09:00 – 09:05 (5 mins)	
3	Announcement of Shareholders' attendance ratio.	Supervisory Board	09:05 – 09:10 (5 mins)	
4	Approval for the Working regulation, Regulations on the election of the Board of Directors members.	Secretary	09:10 – 09:20 (10 mins)	
5	Approval for the Presidium, the Vote Counting Committee and the meeting agenda.	Secretary	09:20 – 09:25 (5 mins)	
6	Opening Ceremony Speech.	Chairman	09:25 – 09:30 (5 mins)	
C	MAIN CONTENT			
7	Report of the Board of Directors.	Chairman	09:30 – 09:45 (15 mins)	
8	Report of the Board of Management on the 2020 business results.	Chief Executive Officer	09:45 – 10:00 (15 mins)	
9	Report of the Supervisory Board.	Head of Supervisory Board	10:00 – 10:05 (5 mins)	

No.	Content	Presenters	Time	Notes
10	<p>Submissions for Shareholders' approval:</p> <ul style="list-style-type: none"> - Proposal for the approval of Audited 2021 Financial Statements; - Proposal for 2021 Profit Distribution; - Proposal for Revenue, Profit After Tax Target, and Profit Distribution Plan for the fiscal year 2022; - Proposal for the approval of the selection of auditing company in 2022; - Proposal for the election of the Board of Directors for the term 2022 – 2025; - Proposal for the election of the Supervisory Board for the term 2022 – 2025. 	Secretary	10:05 – 10:20 (15 mins)	
11	Questions and Answers.	Chairman	10:20 – 10:40 (20 mins)	
12	Voting instructions, conducting to vote	Vote Counting Committee	10:40 – 10:50 (10 mins)	
13	Announcement of the result of the voting	Vote Counting Committee	10:50 – 10:55 (5 mins)	
14	Voting instruction and conducting to vote for members of the Board of Directors and the Supervisory Board.	Vote Counting Committee	10:55 – 11:05 (10 mins)	
15	Break		11:05 – 11:15 (10 mins)	
16	Announcement of the result of the voting for members of the Board of Directors and the Supervisory Board.	Vote Counting Committee	11:15 – 11:20 (05 mins)	
17	Approval of the Meeting Minutes of the Annual General Meeting of Shareholders for the fiscal year 2021.	Secretary	11:20 – 11:30 (10 mins)	
D	CLOSING			
18	Announcement of the Closing	Secretary	11:30	

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

DRAFT

**WORKING REGULATION
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR
THE FISCAL YEAR 2021
THIEN LONG GROUP CORPORATION**

Pursuant to:

- *Law on Enterprises no.59/2020/QH14 dated June 17, 2020;*
- *Law on Securities no.54/2019/QH14 dated November 26, 2019; and the attached documents;*
- *Decree no.155/2020/ND-CP dated December 31, 2020, elaborates on some articles of the Law on Securities issued on December 31, 2020;*
- *Charter of Thien Long Group Corporation;*
- *Internal Regulation on Corporate Governance of Thien Long Group Corporation.*

To ensure that the Annual General Meeting of Shareholders for the fiscal year 2021 of Thien Long Group Corporation will take place successfully, the Board of Directors established the working regulations for voting as well as the as follows:

Article 1. Purpose

- To ensure the Annual General Meeting of Shareholders of Thien Long Group Corporation will take place in compliance with the regulations and principles for voting as well as the working regulations.
- The Meeting's resolutions shall demonstrate the unified will of Shareholders, satisfying Shareholders' desires and interests and in compliance with applicable laws.

Article 2. Subject and scope

- **Subjects:** All Shareholders, representatives (authorized persons) of the eligible Shareholders, and guests attending the Annual General Meeting of Shareholders of Thien Long Group Corporation shall obey and comply with this Regulation, the Company Charter, and prevailing laws.
- **Scope:** This Regulation shall be applied to the Annual General Meeting of Shareholders for the fiscal year 2021 of Thien Long Group Corporation.

Article 3. Interpretations of terms/abbreviations

- Company : Thien Long Group Corporation
- BoD : Board of Directors
- BoS : Supervisory Board
- OC : Organizing Committee of the Meeting
- GMS : General Meeting of Shareholders
- Delegates : Shareholder, authorized representative (authorized persons)
- GMS Livestream system : A broadcast system of the video and sound of online GMS over the website <https://ezgsm.fpts.com.vn> and www.youtube.com

Article 4. Conditions for conducting the General Meeting of Shareholders

- The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents at least 51% of the total shares with voting rights¹.
- In case the number of Delegates attending the meeting does not meet the requirements stipulated in Clause 1, Article 18, the Charter for the number of participating delegates, the convener shall cancel the meeting. The GMS shall be re-convened within thirty (30) days from the intended date of conducting the first GMS. The re-convened GMS shall be held when the number of shareholders or authorize representatives attending the meeting represents at least 33% of the total shares with voting rights.
- In case the conditions for conducting the second meeting are not fulfilled within thirty (30) minutes from the prescribed opening time of the GSM stipulated in Clause 2, Article 18, the Charter, the third GSM may be re-convened within twenty (20) days from the intended date of conducting the second meeting. In this case, the GMS shall be held regardless of the number of voting rights represented by the Shareholders or the authorized representatives. The third GMS shall be considered eligible and have the right to decide on all the issues within the competence of the first GMS.
- **Note:** The proportion of shareholders attending the GMS meeting in a live streaming form is determined when delegates have made the "**confirmation of participation**" at the electronic voting system as prescribed in Article 5 of this Regulation.

Article 5. Delegates participating in the Annual General Meeting of Shareholders for the fiscal year 2021

¹ Clause 1, Article 18, the Charter

- All the Company's Shareholders on the list as of the record date of 25 March 2022 shall have the right to participate or authorize representatives to participate in the live streaming GSM via electronic casting system. If there is more than one person legally authorized to participate in the meeting, the number of shares and the number of votes of each such representative must be specified.
- Participants in the live streaming meeting should notice that:
 - **Technical requirements:** Shareholders are required to use electronic devices connected to the internet (for example computers, tablets, mobile phones, and other electronic equipment with an internet connection).
 - **Implementation:** The Delegates shall access the link, log in by following the information provided to participate in the live streaming GMS and vote via the electronic voting system.
 - **Recording delegates:** Delegates are recognized by the electronic voting system as attending the live streaming GMS when delegates make access to the system with access information provided in the meeting invitation notice and have made the "confirmation of participation".

Article 6. Guests of the Meeting

- The persons holding managerial positions in the Company, the guests, and members of the Meeting Organizing Committee who are not the Company's Shareholders are invited to participate in the Meeting.
- The Guests shall not express their opinions at the Meeting (*unless invited by the Chairperson of the Meeting or have registered with the Meeting Organizing Committee and permitted by the Chairperson of the Meeting*).

Article 7. Chairperson and Presidium:

- The Presidium includes 01 Chairperson and members. The Chairperson of the Board of Directors shall preside over the meeting convened by the Board of Directors or the Chairperson of the Board of Directors shall authorize another member of the Board of Directors to chair the meeting. Specifically:

No.	Name of Member	Position
1	Mr. Co Gia Tho	Chairman of the Board of Directors
2	Mr. Nguyen Dinh Tam	Chairman of Thien Long Long Thanh Manufacturing Trading Service Company Limited

3	Ms. Tran Phuong Nga	Chief Executive Officer
4	Mr. Lam Van Hai	Chief Operating Officer of Commerce

- If the Chairperson is absent or temporarily incapable of working, other members of the Board of Directors shall elect one of them to preside over the meeting under the majority rule. If no one is elected as the Chairperson, the Head of the Supervisory Board shall direct the GMS to elect a chairperson from the participants and the person receiving the largest number of votes shall preside over the meeting.
- In other cases, the signatory of the decision to convene the GMS shall direct the GMS to elect a chairperson, and the person receiving the largest number of votes shall preside over the meeting.
- The Chairperson has the right to take necessary and reasonable measures to manage the GSM in an orderly manner, by the approved program and reflecting the desire of the majority of participants.
- Responsibilities of the Presidium:
 - Direct the meeting in conformity with the meeting agenda, regulations, and rules approved by the Meeting.
 - Assign and introduce the representatives of the BoD and BoS of the Company to present reports at the meeting;
 - Introduce the members of the Vote Counting Committee for the Meeting to vote;
 - Introduce the members of the Presidium for the Meeting to vote (if any);
 - Guide the Meeting to discuss, lead the Meeting to vote on the issues included in the meeting agenda and relevant issues during the Meeting.
 - Respond and record the issues in the agenda approved by the meeting;
 - Handle issues arising during the Meeting.
 - Approve and issue the documents of voting results, records, and meeting resolutions after the closing of the Meeting.
 - The Chairperson of the Meeting must work under the principle of democratic centralism and decide on majority rule.

Article 8. Delegate Eligibility Check Committee

- The Delegate Eligibility Check Committee of the Meeting shall include 01 person who takes responsibility for his/her performance before the Presidium and the GMS. The Delegate Eligibility Check Committee shall be introduced by the Chairperson as follows:

No.	Name of Member	Position
1	Ms. Nguyen Thi Bich Nga	Head of the Supervisory Board

- Responsibilities:

- Receive documents of shareholders (if any), compare, and check the validity of the shareholders participating in the live streaming GMS.
- Report to the General Meeting of Shareholders on the delegate eligibility check results before the official opening of the GMS.
- Coordinate with the Vote Counting Committee to guide, support, and supervise the voting.

Article 9. Meeting Secretariat:

- The meeting secretariat shall include one person appointed by the Chairperson. The meeting secretariat shall take responsibility for his/her performance before the Presidium and the GMS and follow the guidance of the Presidium. The meeting secretariat shall be introduced by the Chairperson as follows:

No.	Name of Member	Position
1	Mr. Nguyen Ngoc Trung Chanh	The Company's secretary

- Responsibilities:

- Receive and review shareholder question forms, transfer them to the Presidium;
- Record Meeting Minutes on the GMS process and the issues approved or noted by the GMS.
- Assist the Chairperson in disclosing the draft Meeting Minutes and Resolutions on the issues ratified at the Meeting.

Article 10. Vote Counting Committee

- The Vote Counting Committee introduced by the Chairperson shall include one member.

- The Vote Counting Committee includes:

No.	Name of Member	Position
1	Ms. Nguyen Thi Nhu Huong	Manager of Personnel Development Department

- Responsibilities:

- The Vote Counting Committee shall prepare the Vote Counting Record and take responsibility before the Presidium and GMS for its performance.
- Determine exactly the voting results of each issue be voted by the GMS.
- Promptly report the voting results to the Secretariat.
- Review and report to the Meeting any violation against the voting rules or any letter of complaint about voting results.

Article 11. Discussion at the Meeting

1. Principle:

- The discussion can only be conducted within the specified time and under the scope of the issues presented in the agenda of the GMS;
- Only Delegates are eligible for discussion;
- The attendants who have any opinions shall register for their questions to be discussed by using the form specified as follows;
- The Delegates may ask questions by filling in the Discussion section in the interface of the live streaming meeting at the link: <https://ezgsm.fpts.com.vn> or send an email to the address: IR@thienlongvn.com (before the discussion time). (*Questions are valid when sent from emails registered in the list of shareholders provided by the VSD or emails provided by the Shareholders/Authorized representatives who have registered the information to the Company.*)
- The Secretariat shall arrange the questions raised by Delegates and transfer them to the Chairperson.

2. Responding to the Delegates' opinions:

- The Chairperson or any member as appointed by the Chairperson shall respond to the questions stated on shareholders' question forms;
- In case due to the time limitation, the questions not directly responded to at the meeting shall be answered in other forms.

Article 12. Voting at the Meeting

1. Principle:

All issues in the agenda and contents of the meeting shall be discussed and voted in public by the GMS. Delegates may vote electronically at the link: <https://ezgsm.fpts.com.vn>

2. Electronic voting:

- How to cast votes:
- Delegates shall select Approve/Disapprove/No Opinion for each issue set in the electronic voting system to be voted at the Meeting.

- Subsequently, Delegates shall confirm their votes so that the electronic voting system can record the results.
- How to cast electing votes (as specified in the Regulations on election)
- Some other provisions applied to electronic voting:
- In case any Delegate fails to complete his/her voting on any issue, it is deemed that the Delegate did not conduct voting on the issue.
- In case there is any issue arising other than the ones included in the agenda, Delegates may conduct an additional vote on such issue. If any Delegate fails to vote on the newly arisen issues, it is deemed that the Delegate did not conduct voting on the issues.
- Delegates may change (but cannot cancel) the outcomes of the election including the outcomes of voting for the matters arising out of the meeting agenda. The online voting system shall only count the outcomes of the election at the closing of the electronic voting for each turn of vote counting as specified in the working regulations of the Annual General Meeting of Shareholders.
- Time for electronic voting shall be specified as follows:
- For the items to be voted in the first voting: (including the meeting Agenda, the working regulations of the Annual General Meeting of Shareholders, Regulations on Election, Approval of the Presidium, and Vote Counting Committee,), Delegates shall vote from 10:00 am April 25, 2022, until the Meeting approves the items to be voted in the first voting.
- For the items to be voted in the second voting (including Report of the Board of Directors on its operation in 2021, Report on the business results of 2021, Report on the operation of the Supervisory Board in 2021, and Proposals to the Annual General Meeting of Shareholders): Delegates shall vote from 10:00 am April 25, 2022, until the Meeting approves the items to be in the second voting.
- Election-related issues: Delegates shall vote from 10:00 am April 25, 2022, until the Meeting approves the election-related issues to be voted on.
- For the items to be voted in the third voting (approval of the Meeting Minutes and Resolution): Delegates shall vote from 10:00 am April 25, 2022, until the Meeting approves the items to be voted in the third voting.
- Delegates may log in to the electronic voting system and perform their voting in 24 hours a day and 7 days a week, except for the time during which the system is under maintenance or for other reasons beyond the control of the Company. When the voting time ends, the system shall not record late electronic voting outcomes performed by the Delegates.

3. Voting rules:

01 (one) common share is equivalent to 01 (one) voting right. Each participating Delegate shall represent one or several voting rights.

- At the record date of shareholders (March 25, 2022), the total shares with voting rights of the Company are 77,794,453 shares equivalent to 77,794,453 voting rights.

Except for the cases stipulated in Clause 2, Article 20, Clause 1, Article 16, and Clause 7, Article 24, the Charter, decisions of the GMS on the issues within the competence of the GMS shall be ratified when they are voted for by equal to or more than 51% of the total votes of all the shareholders and authorized persons with voting rights participating in the GMS. Particularly, in some cases, for the issues to be voted as stipulated in Clauses 2, Article 20, the Company Charter, they must be voted for by at least 65% of the total votes of all the shareholders and authorized persons with voting rights participating in the GMS.

- Remarks:
 - Shareholders/authorized representatives with relevant interests do not have the right to vote on contracts and transactions with a value of equal to or more than 35% of the total value of the Company's assets recorded in the latest financial statements; such contracts or transactions shall be approved only when they are voted for by the number of shareholders and authorized representatives representing equal to or more than 65% of the total remaining votes (according to Clause 4, Article 167, the Law on Enterprises 2020).
 - Shareholders/authorized representatives holding equal to or more than 51% of the total shares with voting rights or their related persons do not have the right to vote on the contracts or transactions entered into with such shareholders with a value of more than 10% of the total value of the Company's assets recorded in the latest financial statements (according to Point b, Clauses 3 and 4, Article 167, the Law on Enterprises 2020).

4. Recording voting/election results

- The Vote Counting Committee shall check, summarize and report to the Chairperson the vote counting results of each issue. The vote counting results shall be announced by the chairperson right before the closing of the Meeting.

Article 13. Meeting Minutes and Resolution of the General Meetings of Shareholders

All contents at the General Meeting of Shareholders shall be recorded by the Secretary of the Meeting in the Minutes of the General Meeting of Shareholders. The Meeting Minutes of General Meetings of Shareholders shall be completed and ratified before the end of the Meeting.

Article 14. Implementation of the Regulation

This Regulation is publicly read in front of the Annual General Meeting of Shareholders for the fiscal year 2021 and takes effect immediately after being ratified by the General Meeting of Shareholders of Thien Long Group Corporation.

The Shareholders, authorized representatives, and guests who violate this Regulation shall be imposed penalties or punishments according to the Company's Charter and the Law on Enterprise depending on the specific extent of the violation.

This Regulation shall take effect immediately after being approved by the General Meeting of Shareholders of the Company.

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

CO GIA THO

**REGULATIONS ON THE ELECTION
OF MEMBERS OF THE BOARD OF DIRECTORS AND THE
SUPERVISORY BOARD FOR THE TERM 2022 - 2025**

Under:

- *Law on Enterprises no.59/2020/QH14 dated June 17, 2020;*
- *Law on Securities no.54/2019/QH14 dated November 26, 2019;*
- *The Decree No.155/2020/ND-CP dated December 31, 2020, elaborates on some Articles of the Law on Securities;*
- *Charter of Thien Long Group Corporation.*
- *Internal Regulation on Corporate Governance of Thien Long Group Corporation.*

The Vote Counting Committee would like to disclose the Regulations on the election of members of the Board of Directors and the Supervisory Board at the Annual General Meeting of Shareholders for the fiscal year 2021 of Thien Long Group Corporation as follows:

I. Interpretations of terms/abbreviations

- Company : Thien Long Group Corporation
- BoD : Board of Directors
- BoS : Supervisory Board
- OC : Organizing Committee of the Meeting
- GMS : General Meeting of Shareholders
- Delegates : Shareholders, representatives (authorized persons)

II. Chairperson of the Meeting:

The Chairperson of the Meeting shall be responsible for presiding over the election with specific tasks as follows:

- Introducing the list of candidates for the Board of Directors and Supervisory Board;
- Supervising the voting and vote counting;
- Resolving claims on the election (*if any*)

III. Regulations on the nomination and self-nomination of the Board of Directors members

- The number of elected members of the BoD: 07 members
- Term: 2022 – 2025 (3 years)
- The maximum number of candidates: Unlimited

1. Rights to nominate, self-nominate: *(according to Article 24 of the Charter):*

Shareholders holding shares with voting rights shall be entitled to aggregate the number of voting rights of each such Shareholder to nominate the candidates for the members of the Board of Directors. A shareholder or a group of shareholders holding from 10% to less than 20% of the total number of voting shares shall be entitled to nominate one (01) candidate; from 20% to less than 30% to nominate up to two (02) candidates; from 30% to less than 40% to nominate up to three (03) candidates; from 40% to less than 50% to nominate up to four (04) candidates; from 50% to less than 55% to nominate up to five (05) candidates; from 55% to less than 60% to nominate up to six (06) candidates; from 60% to less than 65% to nominate up to seven (07) candidates; from 65% to less than 70% to nominate up to eight (08) candidates; from 70% to less than 75% to nominate up to nine (09) candidates; from 75% to less than 80% to nominate up to ten (10) candidates; from 80% or more to nominate up to eleven (11) candidates.

The candidates are required to satisfy the standards prescribed in Section 2 below.

When the number of candidates for the BoD by way of self-nomination and nomination is insufficient as required, the incumbent Board of Directors may nominate additional candidates or hold a nomination following the mechanism stipulated by the Company in the Internal Regulation on Corporate Governance.

2. Criteria and requirements for the selection of candidates for the Board of Directors members

The candidates for the members of the BoD shall satisfy the following standards and conditions *(Under Article 24, the Charter; Article 155, the Law on Enterprises no.59/2020/QH14; Article 275, the Decree no.155/2020/ND-CP):*

- Be legally competent and not specifically prohibited from managing enterprises under Clause 2, Article 17, the Law on Enterprises no.59/2020/QH14;
- Be professionally qualified and have experience in business administration and not necessarily be the Company's shareholder;
- Not having a family relationship (spouse, biological parents, adoptive parents, parents in law, biological children, adopted children, children in law, biological siblings, and siblings in law) with the General Director of the Company.
- The Board of Directors member shall not be allowed to serve on the Board of Directors of more than five (05) companies at the same time.
- As an individual shareholder who owns at least 5% of the total ordinary shares or others with professional qualifications and experience in business management or the Company's main business lines or standards and conditions specified in the Company's Charter.

IV. Regulations on the nomination and self-nomination of the Supervisory Board members

- The number of BOS members: 03 members
- Term: 2022 – 2025 (3 years)
- Maximum number of candidates: Unlimited

1. Rights to nominate, self-nominate: (according to Article 35 of the Charter)

Shareholders holding shares with voting rights shall be entitled to aggregate the number of voting rights of each such Shareholder to nominate the candidates for the members of the Supervisory Board. A shareholder or a group of shareholders holding from 10% of the total number of voting shares shall be entitled to nominate one (01) candidate; from 10% to less than 30% to nominate up to two (02) candidates; from 30% to less than 40% to nominate up to three (03) candidates; from 40% to less than 50% to nominate up to four (04) candidates; from 50% to less than 55% to nominate up to five (05) candidates.

The candidates are required to satisfy the standards prescribed in Section 2 below.

When the number of candidates for the BoS by way of self-nomination and nomination is insufficient as required, the incumbent Supervisory Board may nominate additional candidates or hold a nomination following the mechanism stipulated by the Company in the Internal Regulation on Corporate Governance. The mechanism of the current Supervisory Board to nominate candidates for the Supervisory Board must be clearly announced and must be approved by the GMS before making nominations.

2. Criteria and requirements for the selection of candidates for the Supervisory Board members

The candidates for the members of the BoS shall satisfy the following standards and conditions (Under Clause 1, Article 155, the Law on Enterprises no.59/2020/QH14; Article 286, the Decree no.155/2020/ND-CP) and Clause 1, Article 35, the Charter)

- Be legally competent and not specifically prohibited from managing enterprises under Clause 2, Article 17, the Law on Enterprises no.59/2020/QH14;
- Be professionally qualified in economics, finance, accounting, auditing, law, business administration, or in the Company's main business lines;
- Not having a family relationship (spouse, biological parents, adoptive parents, parents in law, biological children, adopted children, children in law, biological siblings, and siblings in law) with the BoD members, CEO, and other managing titles of the Company;
- Not being a manager of the Company; not necessarily a shareholder or employee of the company;
- Not working in the Accounting and Finance department of the Company;
- All members of the Supervisory Board must be auditors or accountants but not members or employees of the independent auditing firm that performed audits of the Company's financial statements for three (03) consecutive years.

- Other standards and conditions following the relevant law and the Company's Charter.

V. Principle of election:

- Strictly follow applicable laws and Company's Charter.
- Rights to elect shall be calculated according to the number of shares held by the shareholders or represented by the shareholders. Election outcomes shall be calculated based on the number of shares with voting rights of the participating shareholders.
- For each election, each Delegate shall use only one election ballot corresponding to the number of shares held or represented by such Delegate.
- The Vote Counting Committee shall be nominated by the Meeting's Chairperson and subsequently approved by the Meeting. The members of the Vote Counting Committee cannot be on the list of nominees and self-nominees for the Board of Directors.

VI. Method of election:

- Follow the cumulative voting method (according to Clause 3, Article 148, Law on Enterprises no.59/2020/QH14)
- Accordingly, each Delegate shall have the total number of voting rights corresponding to the total number of shares held or represented by him/her multiplied by the number of the BoD and BoS members to be elected.
- Delegates may cast all of their votes for one or several candidates;
- The Delegates participating in the Livestream meeting may access the electronic voting system and cast their vote (Please note that the Delegate must vote within the electronic voting time as specified in the Code of Practice for Meeting Procedures of the Annual General Meeting of Shareholders).
- In case of any mistake: The Delegates participating in the Livestream meeting may access the electronic voting system and re-cast their vote (Please note that the Delegates must vote within the electronic voting time as specified in the Code of Practice for Meeting Procedures of the Annual General Meeting of Shareholders).

VII. Election ballot

1. Contents of Election ballot

- Election ballot is an **Electronic Election ballot**

In case Shareholders elect by the method of specifying the number of votes: Invalid ballots are the ones that contain the total number of votes for candidates greater than the number of votes eligible for the Shareholders to vote calculated at the time of vote counting.

VIII. Casting election ballots and determining voting results

1. Casting election ballots and Counting votes

- How to write on election ballots:

- The maximum number of candidates equal to the number of the BoD and BoS members to be elected;
 - If a Delegate casts all of his/her votes for one candidate or evenly splits the votes among the candidates, the Delegate must mark the “**Cumulative voting**” box of the respective candidates;
 - If a Delegate splits unevenly the votes among the candidates, he/she must specify the number of votes for each candidate in the “**Number of votes**” box.
- In case of any mistake, Shareholders may change (but cannot cancel) the outcomes of the election including the outcomes of voting for the matters arising out of the meeting agenda. The online voting system shall only count the outcomes of the election at the closing of the electronic voting for each turn of vote counting as specified in the Code of Practice for Meeting Procedure of the Annual General Meeting of Shareholders.
 - After the closing of the election, the system shall automatically record the election outcomes.
 - The Vote Counting Committee shall be in charge of preparing the Vote Counting Record, disclosing the results, and coordinating with the Chairperson to deal with any questions or claims from Shareholders (if any).
 - For sensitive matters and if required by Shareholders, the Company must appoint an independent organization to collect and count the votes.
 - **Principle of winning the election**
 - The candidates winning the election shall be determined by the number of votes received in descending order, starting from the candidates with the largest number of votes until there are enough members to be elected.
 - If there are two (02) or more candidates receiving the same number of votes for the last member to be elected, the voting shall be conducted among these candidates.
 - If the result of the first election fails to meet the required number of elected members, the election shall be conducted until the required number of elected members is met.

IX. Documents of nomination or self-nomination for the members of the BoD and BoS:

Documents of nomination or self-nomination for the BoD and BoS members include:

- Application form/Nomination form for the BoD members (using the *Template*)
- Curriculum vitae (using the *Template*)
- Copies of the following types of documents: Identity Card/Passport/Household Registration Book
- Certificate in cultural studies and certificate of professional qualification (if any)
- Share certificate of shareholder/group of shareholders satisfying the nomination conditions as specified in the Company's charter.

- Nominees for election to the BoD must take full responsibility before the law and the General Meeting of Shareholders for the accuracy and truthfulness of the content in their documents.

The Documents must be sent to Thien Long Group Corporation before 4:00 pm 22 April 2022 at the following address:

Office of Thien Long Group Corporation

Address: Floor 10th, Sofic Tower, No. 10 Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam

Telephone: 028 - 3750 5555 - **Fax:** 028 - 3750 5577

We would like to respectfully submit the content of the Regulations on the election of the Board of Directors members at the Annual General Meeting of Shareholders for the fiscal year 2021 of Thien Long Group Corporation as abovementioned for approval.

This Regulation shall come into force immediately after approval by the General Meeting of Shareholders.

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

CO GIA THO



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness



No: 01/2022/BC- ĐHĐCĐ

Ho Chi Minh City, 26 April 2022

REPORT OF THE BOARD OF DIRECTORS

The Board of Directors (BOD) would like to report to the Annual General Meeting of Shareholders of Thien Long Group Corporation on the operation of the BOD in 2021 and plans for 2022 as follows:

1. Assessment of the Company's operation in 2021

Fiscal 2021 compared to 2020 was much more challenging, had far-reaching impacts, and brought extremely heavy and negative effects on the economy of every country around the world. In Vietnam, the wave of Covid-19 outbreaks from the end of April 2021 with the new variants rapidly spread and dangerously developed in many localities, which seriously affected people's lives, safety, and socio-economic development. In this context, with consensus and determination from the central to the local level, Vietnam's socio-economic situation has achieved extremely encouraging results with GDP in 2021 reaching 2.58%.

Experiencing the year 2021 full of fluctuations and challenges, however, thanks to the guidance of the Board of Directors, the skill and spirit of the Board of Management, and above all the consensus of all employees, the Company achieved the following respectable outcomes:

- Consolidated Net Revenue was VND2,668 billion, completing 89% of the target approved by the AGM
- Consolidated Profit after tax was VND277 billion, completing 99% of the target approved by the AGM.

2. Remuneration and bonus to the BOD, BOS, and BOM

The remuneration, salary, and bonus regime for the members of BOD, BOS, and BOM are always guaranteed by Thien Long Group Corporation to comply with applicable laws, in harmony with the Company's annual compensation policy as well as commensurate with individual responsibility and performance.

The salaries and other gross compensations paid to the key managerial personnel in 2021 were VND16.6 billion, which were presented specifically in Notes no.40 to the audited consolidated financial statements for the year 2021.

3. Operations of the BOD in 2021

The Board of Directors is responsible for the determination of orientation, guidance, administration, and supervision of the Company's operations. The Board of Directors maintains its operations by applicable laws and the Charter and Regulation on corporate governance of the Company.

In 2021, the Board of Directors held 17 meetings to consider and approve key guidance on the Company's development orientation. Some of those meetings were held to conclude strategic decisions on Thien Long Group Corporation's long-term development.

Resolutions/Decisions issued are as follows:

No.	Resolution/Decision No.	Date	Contents approved
1	01/2021/NQ – HĐQT	01/01/2021	Approved the resignation of the position of Deputy General Director in charge of Domestic Business of Thien Long Group Corporation of Mr. Truong Anh Hao
2	02/2021/NQ - HĐQT	08/03/2021	Approved the appointment and dismissal of managerial positions of Thien Long Group Corporation
3	03/2021/NQ - HĐQT	29/03/2021	Approve the resignation letter and dismissal of Mr. Romero Rainfredo Pontejos from his position as Chief Supply Chain Officer
4	04/2021/NQ - HĐQT	20/04/2021	Resolution of the Board of Directors to approve the Annual General Meeting of Shareholders of the fiscal year 2020
5	05/2021/NQ - HĐQT	28/05/2021	Approved the appointment and dismissal of managerial positions of Thien Long Group Corporation
6	06/2021/NQ - HĐQT	28/05/2021	Approved the resignation letter of the Member of the Board of Directors of Mr. Tran Van Hung
7	07/2021/NQ - HĐQT	28/05/2021	Approved to change the time of the Annual General Meeting of Shareholders in the fiscal year 2020
8	08/2021/NQ - HĐQT	18/06/2021	Approved to change the time, location, and meeting form of the Annual General Meeting

			of Shareholders for the fiscal year 2020
9	09/2021/NQ - HĐQT	09/07/2021	Approved auditing company for the 2021 financial statements
10	10/2021/NQ - HĐQT	09/07/2021	Approved the record date for the 1st advanced cash dividend payment of 2021
11	11/2021/NQ - HĐQT	09/07/2021	Approved to establishing of a Subsidiary owned by Thien Long Group Corporation in 100% charter capital (South Thien Long Manufacturing Trading Company Limited) and appointed to key positions in South Thien Long Manufacturing Trading Company Limited
12	12/2021/NQ - HĐQT	09/07/2021	Approve restructuring sub-committees under the Board of Directors and assign Mr. Nguyen Dinh Tam as the Permanent Member of the Board of Directors - in charge of Engineering and Manufacturing of the Thien Long Group Corporation
13	13/2021/NQ - HĐQT	11/09/2021	Approve rearranging the managerial titles of Thien Long Group Corporation
14	14/2021/NQ - HĐQT	10/10/2021	Implementation of the Resolution of the General Meeting of Shareholders regarding the establishment of South Thien Long Commercial Production Co., Ltd.
15	16/2021/NQ - HĐQT	11/10/2021	Approved the resignation letter and dismissal of Ms. Phan Thi Minh Hieu from her position as Chief Marketing Officer of Thien Long Group Corporation
16	17/2021/NQ - HĐQT	01/11/2021	Approved the appointment of Mr. Ly Nguyen Khuong as Chief Marketing Officer of Thien Long Group Corporation
17	18/2021/NQ - HĐQT	06/12/2021	Approved the appointment of Ms. Le Thi Bich Ngoc as Chief Business Development Officer

			of Thien Long Group Corporation
18	19/2021/NQ - HĐQT	17/12/2021	Approved the record date for the 2nd advanced cash dividend payment of 2021
19	20/2021/NQ - HĐQT	27/12/2021	Approved the adjustment of the titles for managerial positions of Thien Long Group

- **Report to the General Meeting of Shareholders on the Board of Directors' time adjustment in determining the value of capital contribution to establish the South Thien Long Manufacturing and Trading Co., Ltd.**

<i>Content Approved by the General Meeting of Shareholders on 29 June 2021</i>	<i>Amended content following the Resolution 14/2021/NQ-HĐQT dated 10 October 2021</i>
<i>According to the Resolution of the General Meeting of Shareholders, within the statutory capital contribution period, the Board of Directors is authorized to reevaluate the books and determine the value of capital contribution according to the remaining book value as of August 31, 2021.</i>	<i>The Board of Directors agreed that the value of the assets used to contribute capital will be based on the book value of each asset as of June 30, 2021, according to the separated financial statements for the 06 months ended June 30, 2021, to comply with the statutory capital contribution period.</i>

- The reasons for these adjustments: It is non-applicable to simultaneously determine the value of assets contribution according to the book value as of August 31, 2021, and complete the capital contribution within 90 days from the date of issuance of the enterprise registration certificate as prescribed in Clause 2, Article 75 of the Enterprise Law 2020. Therefore, the Board of Directors decides to adjust the appropriate time and apply practically.

4. Operations of the independent Board members

The independent members of the BoD performed well in their roles by harmonizing the interests of stakeholders and consulting the Company on development strategies. Furthermore, the independent Board members provided suitable managerial guidance to the BOD for risk mitigation and prevention.

5. Operations of the committees under the BOD

In 2021, the Board of Directors restructured the personnel of the committees under the Board of Directors to enhance the advisory role of the committees for the operation of the Board of Directors. Accordingly, the committees under the Board of Directors include the Investment and Development Policy committee, the Personnel Restructuring and Compensation committee, and the Shareholder Relations committee, which have always performed their roles well with the goal of monitoring and controlling the Company's performance.

6. Investor relations and obligations to Shareholders

The Company has always guaranteed fairness and equality as well as acting in the best interest of Shareholders and Investors through transparent, timely, and accurate disclosures of information.

In 2021, Thien Long made second cash dividend payments for the year 2020 at the payout rate of 10% of par value. Also, the Company made the first advance payment of cash dividend for the year 2021 at the payout rate of 15% of par value.

7. Supervision on BOM's performance

The Board of Directors highly appreciates and recognizes the efforts of the BOM as well as the supporting departments in managing production and business activities in the context of the heavy impact of the Covid-19 pandemic. The BOM had always been pioneers, proactively analyzed the situation, and identified opportunities and challenges in the difficult and complex context of the epidemic to propose appropriate solutions to effectively prevent and combat epidemics and ensure production and business quality.

Facing many difficulties, the BOM had run the company's activities in line with the set goals, had many flexible solutions, and responded promptly to the market difficulties caused by the Covid-19 epidemic with the motto of taking the Company's business efficiency and benefits as the goal.

In addition, the BOM also complied with the provisions of the Company's Charter and Regulations on Governance, internal management regulations, and current laws. The BOM implemented most of the tasks in the spirit of the Resolutions of the AGM and the Resolution of the Board of Directors, especially, the review and adherence to the Company's annual development strategy, as well as having a new development orientation to be flexible in line with the change of the market.

8. Development priorities

To successfully implement strategic objectives for the period 2021 - 2025, Thien Long has continued to focus on the following development priorities:

1. Expand the value chain.
2. Enhance production capacity.
3. Research and develop new products.
4. Develop a distribution system.
5. Promote the company's presence in the world market.
6. Develop human resources to facilitate business operation under new circumstances.

The BOD would like to propose to the General Meeting of Shareholders for approval of the business targets for 2022 as follow: **Net revenue of VND3,250 billion, Profit after tax of VND280 billion, Dividend of 30%/par value.**

The targets set forth for the year 2022 were established under the scenario that students would be back to school stably, and the market would gradually rally and return to a normal state. Due to

unpredictable developments of the pandemic, the plan adjustment may be performed in line with the actual business situation.

In addition, due to the profound impact of the Covid-19 pandemic on the economy in 2020 and 2021, the strategic time to reach VND10,000 billion in revenue by 2025 is considered by the Board of Directors and planned to be adjusted to 2027.

This is the Board's report on the results of operations in 2021 and the orientation in 2022. To kindly submit to the General Meeting of Shareholders for consideration and approval.

ON BEHALF OF THE BOARD OF DIRECTORS
Chairman

CO GIA THO



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness



No: 02/2022/BC-ĐHĐCĐ

Ho Chi Minh City, 26 April 2022

REPORT OF THE BOARD OF MANAGEMENT ON THE BUSINESS RESULTS 2021 AND PLANS FOR 2022

The Board of Management ("BOM") would like to propose to the General Meeting of Shareholders the business results of 2021 as follows:

A. OPERATIONAL ACTIVITIES AND IMPORTANT PROJECTS

I. Production

- **Be proactive in the supply of raw materials** such as pen tips and ink to satisfy the internal production needs. Manufacturing and automation applications in machinery and equipment. It can be said that Thien Long's Technology Department can meet 90% of internal equipment and machinery needs, while still ensuring the design and manufacturing of machinery and equipment for external customers. The automation rate of the Thien Long factory in 2021 is 78.86%, an increase of 12% compared to 2015. A distinctive point of Thien Long is that we do not only focus on productivity but always research and improve the process, to create products not only attractive in terms of appearance and quality but also satisfy the needs of customers in terms of price, especially during the difficult period of Covid-19.
- **Building a complete Supply Chain**, supporting warehouse operation management, and transportation, to ensure that goods are delivered to Customers / Distributors / Consumers quickly and cost-effectively. Also in Q4 2021, we planned to build a Central Warehouse with a comprehensive Warehouse Management system application, thereby optimizing administration capacity, reducing operating costs, as well as increasing centralization in the distribution of goods. It is expected that the investment plan will be completed soon and put into operation from Q3 2022.

Applying and promoting the SandOP process in forecasting and production planning, ensuring the accuracy of over 70%, and committing to meet over 90% of goods demand for key groups.

- **Increasing efficiency on all fronts:** In 2021 Thien Long implemented a series of improvement activities to improve productivity, reduce costs, reduce inventory, increase time efficiency and most importantly is to increase product quality, supply proactively source materials during complicated epidemics, and supply chain disruptions.

Orientation in 2022, Thien Long will continue to strongly implement the strategy of "Efficiency increase and cost reduction". Activities to review the product portfolio, reduce

low-efficiency product lines, focus on new value-added product lines, and improve and improve the quality of existing products.

In addition, a major project that Thien Long officially implemented and put into operation early in Q3 2022 is upgrading the SAP4HANA system - an important step in cost optimization and business upgrading of FICO, MM, PP, SD system, etc.

- **Investment and development:** Thien Long has long cherished a plan to expand the factory to meet the growing demand for development. When production and trade are stalled due to the impact of the epidemic in 2021, we are even more determined to do so. Through discussion and approval of the Board of Directors, the project to expand Thien Long Thanh factory will be implemented in 2022, with a floor plan of 8,000 m2 and a construction area of 40,000 m2.
- **Sustainable values:** CSR activities have been associated with Thien Long since its very first days, the Chairman, Mr. Co Gia Tho is a person who upholds sustainable development in association with Thien Long's core values. Environmental and human issues are fully concerned by each member of the Board of Directors and every person of Thien Long. Since Thien Long built the factory, the factory and products shall be green. When exporting products to different countries, we realize that ESG issues were increasingly valued by partners and investors. As the result, we have started to work more professionally and introduce ESG activities in the 5-year plan. We have the ambition to expand these issues to society through programs such as green schools turning waste into scholarships, recycling Thien Long's products, etc.

Since 2018 we have invested in solar power and measure our emissions every year. We also measure the electricity we save, and the amount of recycled water, which helps us go far and go sustainably. We set a target of increasing the rate of recycled plastic every year and electricity norms for each product. So everything starts with the smallest things.

II. Commerce:

- **Domestic business:** It would be no exaggeration to say that 2021 is an extremely difficult and challenging year for the business in general when the Government implemented a prolonged social distancing, which is normally the peak season for Stationary sales. However, Thien Long completed the year plan with consolidated revenue of VND2,668 billion as the result of unremitting effort and determination.

In addition to accompanying the distributors in the difficult economic context, Thien Long continues to focus on building the image through the development of the MT channel and increasing the investment rate focusing on key customers with an investment rate of up to 18% of the total revenue.

In addition, 2021 is also the year when Thien Long promotes external distribution, with strategic and "fashionable" brands: Crayola, Sharpie, Parker, Elmer's, Dymo, APP Paper, etc.

Thien Long has entered the top 50 most effective companies in Vietnam in 2021 - the eighth year in a row. This year's ranking results depend on corporate performance with a weight of 70% divided equally between two criteria: the 3-year compound annual growth rate (CAGR)

and the 3-year average return on equity (ROE). Meanwhile, the remaining 30% will be decided by the market based on the stock return to the investor.

- **International business:** The revenue in the export market is more or less affected due to the outbreak of the epidemic with several variants, but the rate of vaccine coverage is not high, especially in Southeast Asia. However, with continuous connectivity, and improved management capacity in online operations, Thien Long has almost reached the planned target of profit. It can be seen that 2021 is the time when we strongly implement the strategy of "Increasing efficiency" on all fronts, thoroughly applying it not only to the domestic market but also to the international market.

In parallel with the development of FlexOffice products, our OEM also works very well. With our capacity and reputation, as well as product quality trusted by customers for many years, our OEM orders are not almost decreased even during the "peak" period of the epidemic.

With the orientation to expand the international market in 2022 and the next 5 years strategy, Thien Long has been implementing projects on product quality improvement, not only in quality but also in packaging, design, to reach big customers in Southeast Asia, the Middle East, Europe, America, etc. The fact that 100% of Thien Long employees are covered with vaccines is also an advantage for us to restore travel and trade with neighboring countries as well as consolidate and increase the coverage of Thien Long products in these key markets.

- **Marketing activities:** It can be said that 2021 is the "most up and down" year for the Marketing Team of Thien Long Group. It is a huge challenge for us to take advantage of marketing and communication methods to most effectively support sales activities in the context of people unable to travel due to the social distancing lasting for many months. The Marketing team, in coordination with the experienced sales team, has made great efforts to create product combos suitable for consumers' needs. In addition, promoting the product lines of DIY (Do it yourself) increasing creativity for children with the companionship of the parents while working at home and taking care of children, is also one of the highlights of Thien Long in the past year.

Product marketing and communication activities and consumer information surveys are also deployed online most economically and effectively to quickly grasp customer tastes as well as have plans for product structure and research in response to market trends.

- **E-commerce:** Grasping business trends in the era of the digital revolution, Thien Long's products are available on all leading e-commerce platforms in Vietnam such as Shopee, Lazada, Tiki, Sendo, and other cooperation websites. More specifically, we have developed the website Flexoffice.com - an e-commerce platform bearing the unique features of Thien Long Group, a fast and convenient shopping platform for all customers. Also in 2021, the number of online orders has increased 3 times compared to the previous year, even during the time of social distancing because of the Covid-19, the number of visitors and orders has increased four times. Revenue from e-commerce has increased by 50% compared to 2020, contributing significantly to maintaining the group's overall revenue. The e-commerce channel is also proud to participate in the programs "Color Festival", and "Donation of learning materials" which both create a playground and timely support homeschooled

students during the epidemic season. E-commerce is expected to become a key channel, invested in, and further developed to maximize business potential.

In a turbulent year like 2021, the entire domestic and foreign supply chains have been seriously affected by the pandemic, the Business sector in particular and Thien Long Group, in general, have quickly invested and applied digital technologies such as Microsoft Teams – to switch to work, discuss and organize training online, ensure seamless connectivity across the country to optimize productivity and work efficiency. Towards 2022, the Commercial sector in particular, and Thien Long Group, in general, will develop orientations to restructure member companies to optimize resources, reduce costs and increase connectivity in operations.

III. HUMAN RESOURCE TRAINING – BUILDING CORPORATE CULTURE

In its 40-years of establishment and development, Thien Long has always given the top priority to the human resources and therefore there is no exception for this year and the following years.

Thien Long focused on the connection between businesses and employees in 2021. When most administrative activities are implemented online, flexibility and connection between the Board of Directors and employees are extremely important. It is extremely necessary to understand the thoughts and aspirations of the employees and to help and support them in time during the period of the '3 on-site' model of the Enterprise. Sports activities with attractive prize structures, Mid-Autumn Festival were organized to contribute to sharing joy, as well as motivate employees to work at the factory during several months of social distancing.

In the common difficult context, Thien Long strives to do their best in epidemic prevention and control, ensuring the health and benefits of employees. The Group also ensures income and welfare for employees, creates favorable conditions, and keeps benefits unchanged even when employees have to work 100% at home.

In addition, online training activities for managers are also one of the key points in 2021 of the Human Resources and Culture. Improving management capacity and building a succession team has always been the passion of our Chairman, Mr. Co Gia Tho for many years.

IV. RESEARCH AND DEVELOPMENT (R&D)

Understanding thoroughly the diverse market demands in combination with the factory's production capacity is considered the foundation and focus of the RandD.

Despite the fact, that the students cannot go to school or office workers have to work online, there are no signs of decreasing the demand for pens and stationery in Vietnam. However, the biggest concern of Consumers is still about innovation in product quality and design, while ensuring appropriate prices. With the motto "Continuous improvement and sustainable development", Thien Long's R&D team has brought to market many new products, using green, recycled, environmentally friendly materials, and safe for small children.

Together with the trend in consumers' health protection during the outbreak of the disease, Thien Long also deploys "integrated" hygiene products such as hand sanitizer gel, and

convenient-use soap, as gifts included in combo packages for students. These products use natural colors and fragrances, ensuring safety and hygiene for children.

In 2022, we will focus more on researching and manufacturing STEAM and DIY products under the Thien Long brand, not only developing in the Vietnam market but also orienting for export to major markets in Southeast Asia and the World.

V. FINANCIAL PERFORMANCE

Please refer to the attached Report on audited consolidated and separate financial performance for 2021.

**ON BEHALF OF THE BOARD OF MANAGEMENT
CHIEF EXECUTIVE OFFICER**

TRAN PHUONG NGA

Ho Chi Minh City, 26 April 2022

**REPORT ON THE OPERATION OF THE BOARD OF SUPERVISORS
FOR THE FISCAL YEAR 2021**

- *Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;*
- *Pursuant to the 2021 Consolidated Financial Statements of Thien Long Group Corporation audited by PwC (Vietnam) Limited and the results of the inspections of TLG's business documents in 2021.*

The Board of Supervisors would like to report to the Annual General Meeting of Shareholders of Thien Long Group on its operation in 2021 as follows:

I. Operation of the Board of Supervisors

The Board of Supervisors has 3 members:

Ms. Nguyen Thi Bich Nga	Head of Board of Supervisors
Mr. Dinh Duc Hau	Member of Board of Supervisors
Ms. Ta Hong Diep	Member of Board of Supervisors

In 2021, the Board of Supervisors organized 5 regular meetings with full attendance of all members to discuss and implement its operation plan subject to its functions and duties as follows:

- Carry out inspection and supervision of the Company's the production and business plans through periodic reports;
- Assess the effectiveness and honesty in financial management, investment procurement, and compliance with the Charter, the implementation of the Resolutions of the AGM, and the relevant provisions of law;
- Appraisal of the quarterly and annual financial statements;
- Regular coordination with the Internal Audit Department in the inspection of the Company's departments, divisions, and subsidiaries in respect of their compliance with procedures, processes, and regulations of the Company;
- Fully participate in meetings between the BOD and the BOM.
- Complete other tasks that relate to BOS functions;

With a sense of responsibility, BOS always affirms its objectivity and independence in the performance of its tasks, honesty in reports, as well as compliance with relevant legal regulations.

II. Results of the supervision of the Company's business operation and financial situation in 2021

The BOS acknowledges that the figures in the 2021 financial statements audited by PwC (Vietnam) Company Limited truly and fairly reflected the Company's financial situation and demonstrated the Company's compliance with the prevailing regulations.

In 2021, the prolonged and complex Covid-19 epidemic has greatly affected the Company's production and business activities. There are periods of stagnant production activities, interruptions, and some increased cost items that have affected the completion of the planned targets, specifically as follows:

- Consolidated net revenue reached VND2,668 billion, completing 89% of the plan approved by the AGM.
- Profit after tax was VND277 billion, completing 99% of the plan approved by the AGM.

The summary of the Consolidated Balance Sheet as of 31 December 2021 is as follows:

- Total Assets: VND2,446 billion, of which current assets were VND1,867 billion, accounting for 76.3%.
- Owner's equity: VND1,826 billion, accounting for 74.6% of total assets.
- Liabilities: VND621 billion accounting for 34% of the owner's equity and 25% of total assets.
- In 2021, the Company paid the second tranche of cash dividend for FY2020 to shareholders at a rate of 10% by the Resolution of the AGM and paid the first tranche of cash dividend for FY2021 at a rate of 15%.
- The recognition of funds, bonus and welfare, and remuneration had been carried out by the contents of the Resolution of the AGM.

During the year, the Company had restructured functional departments, separating the South Thien Long factory into South Thien Long Manufacturing and Trading Company Limited with a charter capital of VND600 billion, 100% owned by Thien Long Group Corporation.

III. Results of the supervision on the performance of BOD and BOM

- The BOD has always closely followed the operation of the Company, adopting 19 resolutions, and has given guidelines, solutions, and directions to support the BOM in the management of production and business activities and investment of the Company.
- The BOD and the BOM strictly adhered to applicable laws, the Company's Charter, and the Resolutions approved by the AGM.
- The BOM and other managerial levels successfully fulfilled their tasks with a high sense of responsibility and put forth their best effort in achieving the business targets approved by the BOD and the AGM.
- Information was disclosed to Shareholders in a timely, complete, and accurate manner by applicable regulations.
- The BOD, BOM, and BOS regularly exchange, share information and update the company's operations. BOS always receives coordination and support from the BOD to complete its functions and tasks.

IV. Conclusions and recommendations of the Board of Supervisors

Based on the assessment of the Company's operation and financial results in 2021, the Supervisory Board respectfully requests the AGM to approve the reports on the operation for the fiscal year 2021 presented by the BOD and the BOM.

Given the difficulties caused by the prolonged Covid-19 epidemic and a new operating model after restructuring, cost controlling, improving work efficiency are factors that the Company needs to focus on, specifically:

- Complete mechanisms and procedures, the process of financial management, coordination of activities between departments and subsidiaries.
- Improve and enhance the operational efficiency of defense lines to avoid and minimize operational risks, helping to control operations well.
- Continue to strengthen and build a sufficient human resources team with dynamism, friendly, and a united working environment.

Dear Shareholders,

This is the report of the Supervisory Board to be presented to the GMS.

Thank you and wish the GMS a great success.

Best regards,

**ON BEHALF OF THE BOARD OF
SUPERVISORS**

HEAD OF THE BOARD OF SUPERVISORS

NGUYEN THI BICH NGA



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

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No: 01/2022/TT - ĐHĐCĐ

Ho Chi Minh City, 26 April 2022

DRAFT

**PROPOSAL TO
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2021**

Re: Approving the 2021 Audited Financial Statements

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation.
- Pursuant to audited Separate and Consolidated Financial Statements 2021 of Thien Long Group Corporation
- Pursuant to the Board of Directors Meeting Minute No.3/2022/BBH-HĐQT dated 4 April 4, 2022.

The Board of Directors would like to propose to the General Meeting of Shareholders for approval of the 2021 separate and consolidated financial statements of Thien Long Group Corporation audited by PwC (Vietnam) Limited.

The audited separate and consolidated financial statements for 2021 have been disclosed and publicized on the Company's website by relevant regulations, including the following:

1. Independent auditor's report;
2. Balance sheet as of 31 December 2021;
3. Income statement for the year 2021;
4. Cash flow statement;
5. Notes to financial statements.

Consolidated and Separate Financial statements for 2021 are shown as attachments.

The Board of Directors would like to respectfully submit to the General Meeting of Shareholders for consideration and approval.

ON BEHALF OF THE BOARD OF DIRECTORS

Chairman

CO GIA THO



THIEN LONG GROUP CORPORATION

**SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**



THIEN LONG GROUP CORPORATION

**SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

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THIEN LONG GROUP CORPORATION

CORPORATE INFORMATION

Investment registration certificate	No. 6307210814 dated 6 December 2018	
	The investment registration certificate and its subsequent amendments were issued by the Ho Chi Minh City Export Processing and Industrial Zones Authority for a period up to 17 June 2047.	
Enterprise registration certificate	No. 0301464830 dated 14 March 2005 was initially issued by the Department of Planning and Investment of Ho Chi Minh City with the latest 19 th amendment dated 8 November 2021.	
Board of Directors	Mr. Co Gia Tho Mr. Tran Le Nguyen Mr. Huynh Van Thien Ms. Tran Thai Nhu Ms. Co Ngan Binh Ms. Co Cam Nguyet Mr. Tayfun Uner Mr. Pham Tri Nguyen Mr. Nguyen Dinh Tam Mr. Tran Van Hung	Chairman Member Member Member Member Member Member Member Member (from 29 June 2021) Member (until 29 June 2021)
Board of Supervision	Ms. Nguyen Thi Bich Nga Mr. Dinh Duc Hau Ms. Ta Hong Diep	Head Member Member
Chief Executive Officer	Ms. Tran Phuong Nga Mr. Nguyen Dinh Tam	Chief Executive Officer (from 1 June 2021) Chief Executive Officer (to 31 May 2021)
Legal Representative	Mr. Co Gia Tho	Chairman
Registered office	10th Floor, Sofic Tower, 10 Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam	
Auditor	PwC (Vietnam) Limited	

THIEN LONG GROUP CORPORATION

STATEMENT OF THE CHIEF EXECUTIVE OFFICER

STATEMENT OF RESPONSIBILITY OF THE CHIEF EXECUTIVE OFFICER OF THE COMPANY IN RESPECT OF THE SEPARATE FINANCIAL STATEMENTS

The Chief Executive Officer of Thien Long Group Corporation (“the Company”) is responsible for preparing the separate financial statements which give a true and fair view of the separate financial position of the Company as at 31 December 2021, and of the separate results of its operations and its separate cash flows for the year then ended. In preparing these separate financial statements, the Chief Executive Officer is required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgments and estimates that are reasonable and prudent; and
- Prepare the separate financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

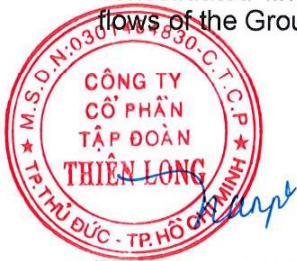
The Chief Executive Officer is responsible for ensuring that proper accounting records are kept which disclose, with reasonable accuracy at any time, the separate financial position of the Company and which enable separate financial statements to be prepared which comply with the basis of accounting set out in Note 2 to the separate financial statements. The Chief Executive Officer is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud or errors.

The legal representative has authorized the Chief Executive Officer of the Company to approve and sign the separate financial statements for the year ended 31 December 2021 as per Power of Attorney dated 27 February 2017.

APPROVAL OF THE SEPARATE FINANCIAL STATEMENTS

I hereby, approve the accompanying separate financial statements as set out on pages 5 to 47 which give a true and fair view of the separate financial position of the Company as at 31 December 2021, and of the separate results of its operations and its separate cash flows for the year then ended in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on preparation and presentation of separate financial statements.

Users of these separate financial statements of the Company should read them together with the consolidated financial statements of the Company and its subsidiaries (together, “the Group”) for the year ended 31 December 2021 in order to obtain full information of the consolidated financial position and consolidated results of operations and consolidated cash flows of the Group.



Tran Phuong Nga
Chief Executive Officer
Authorised by Legal Representative

Ho Chi Minh City, Vietnam
28 March 2022



INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF THIEN LONG GROUP CORPORATION

We have audited the accompanying separate financial statements of Thien Long Group Corporation ("the Company") which were prepared on 31 December 2021 and approved by the Chief Executive Officer of the Company on 28 March 2022. The separate financial statements comprise the separate balance sheet as at 31 December 2021, the separate income statement and the separate cash flow statement for the year then ended, and explanatory notes to the separate financial statements including significant accounting policies, as set out on pages 5 to 47.

The Chief Executive Officer's Responsibility

The Chief Executive Officer of the Company is responsible for the preparation and the true and fair presentation of these separate financial statements of Company in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on the preparation and presentation of separate financial statements, and for such internal control which the Chief Executive Officer determines as necessary to enable the preparation and fair presentation of separate financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the separate financial statements based on our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. Those standards require that we comply with ethical standards and requirements and plan and perform the audit in order to obtain reasonable assurance as to whether the separate financial statements of Company are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the separate financial statements. The procedures selected depend on the auditor's judgment, including an assessment of the risks of material misstatement of the separate financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and true and fair presentation of the separate financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Chief Executive Officer, as well as evaluating the overall presentation of the separate financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Auditor's Opinion

In our opinion, the separate financial statements present fairly, in all material respects, the separate financial position of the Company as at 31 December 2021, its separate financial performance and separate cash flows for the year then ended in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on the preparation and presentation of separate financial statements.

Other Matter

The independent auditor's report is prepared in Vietnamese and English. Should there be any conflict between the Vietnamese and English versions, the Vietnamese version shall take precedence.

For and on behalf of PwC (Vietnam) Limited



Mai Viet Hung Tran
Audit Practising Licence No.:
0048-2018-006-1
Authorised signatory

Vo Ngoc Huyen
Audit Practising Licence No.:
2610-2018-006-1

Report reference number: HCM11773
Ho Chi Minh City, 28 March 2022

THIEN LONG GROUP CORPORATION

Form B 01 – DN

SEPARATE BALANCE SHEET
AS AT 31 DECEMBER 2021

Code	ASSETS	Note	Closing balance VND	Opening balance VND
100	CURRENT ASSETS		745,873,992,655	1,103,635,395,472
110	Cash and cash equivalents	3	179,114,297,735	188,887,911,614
111	Cash		99,114,297,735	39,887,911,614
112	Cash equivalents		80,000,000,000	149,000,000,000
120	Short-term investment		193,999,139,200	371,000,000,000
123	Held-to-maturity investments	4	193,999,139,200	371,000,000,000
130	Short-term receivables		311,263,642,518	347,064,708,819
131	Short-term trade receivables	5	276,926,619,188	335,921,716,604
132	Short-term prepayments to suppliers	6	19,484,681,094	2,549,537,276
135	Short-term lending		5,000,000,000	-
136	Other short-term receivables	7	13,318,442,384	8,593,454,939
137	Provision for doubtful debts – short-term	8	(3,466,100,148)	-
140	Inventories	9	55,604,251,663	193,550,196,844
141	Inventories		57,600,394,715	210,804,351,343
149	Provision for decline in value of inventories		(1,996,143,052)	(17,254,154,499)
150	Other current assets		5,892,661,539	3,132,578,195
151	Short-term prepaid expenses	10(a)	2,485,843,131	3,082,065,299
152	Value Added Tax ("VAT") deductibles		121,514,640	50,512,896
153	Tax and other receivables from the State		3,285,303,768	-
200	LONG-TERM ASSETS		1,069,432,132,084	756,191,963,258
210	Long-term receivable		758,197,328	974,197,328
216	Other long-term receivables		758,197,328	974,197,328
220	Fixed assets		13,893,648,154	277,402,468,250
221	Tangible fixed assets	11(a)	10,109,287,038	260,618,108,738
222	Historical cost		37,035,837,006	630,011,343,568
223	Accumulated depreciation		(26,926,549,968)	(369,393,234,830)
227	Intangible fixed assets	11(b)	3,784,361,116	16,784,359,512
228	Historical cost		46,596,552,475	56,444,177,475
229	Accumulated amortisation		(42,812,191,359)	(39,659,817,963)
240	Long-term asset in progress		-	9,683,872,726
242	Construction in progress	12	-	9,683,872,726
250	Long-term investments		1,049,898,362,324	453,224,125,002
251	Investments in subsidiaries		1,048,247,215,761	441,061,033,000
253	Investments in other entities		37,685,000,000	30,685,000,000
254	Provision for long-term investments		(36,033,853,437)	(18,521,907,998)
260	Other long-term assets		4,881,924,278	14,907,299,952
261	Long-term prepaid expenses	10(b)	1,306,236,375	6,444,039,156
262	Deferred income tax assets	19	3,575,687,903	8,463,260,796
270	TOTAL ASSETS		1,815,306,124,739	1,859,827,358,730

The notes on pages 9 to 47 are an integral part of these separate financial statements.

SEPARATE BALANCE SHEET
AS AT 31 DECEMBER 2021
(continued)

Code	RESOURCES	Note	Closing balance VND	Opening balance VND
300	LIABILITIES		353,384,070,168	350,444,037,458
310	Short-term liabilities		332,795,605,914	314,539,903,071
311	Short-term trade payables	13	105,710,967,634	61,206,028,095
312	Short-term advances from customers		4,605,739,606	724,001,863
313	Tax and other payables to the State	14	8,934,709,983	11,010,735,080
314	Payables to employees		10,874,983,975	9,012,260,500
315	Short-term accrued expenses	15	37,974,976,559	36,113,689,505
319	Other short-term payables	16	44,430,423,731	82,785,936,892
320	Short-term borrowings	17(a)	111,392,333,886	107,848,581,271
322	Bonus and welfare fund	24	8,871,470,540	5,838,669,865
330	Long-term liabilities		20,588,464,254	35,904,134,387
338	Long-term borrowings	17(b)	5,169,230,754	15,507,692,298
342	Provision for long-term liabilities	18	15,419,233,500	20,396,442,089
400	OWNERS' EQUITY		1,461,922,054,571	1,509,383,321,272
410	Capital and reserves		1,461,922,054,571	1,509,383,321,272
411	Owners' contributed capital	20, 21	777,944,530,000	777,944,530,000
411a	- Ordinary shares with voting rights		777,944,530,000	777,944,530,000
412	Share premium	21	361,633,483,771	361,633,483,771
418	Investment and development fund	21	228,691,572,556	199,910,168,556
421	Undistributed earnings	21	93,652,468,244	169,895,138,945
421a	- Undistributed post-tax profits of previous years		107,206,712,270	101,979,559,931
421b	- (Loss)/post-tax profits of current year		(13,554,244,026)	67,915,579,014
440	TOTAL RESOURCES		1,815,306,124,739	1,859,827,358,730



Dao Xuan Nam
Preparer



Nguyen Ngoc Nhon
Chief Accountant



Tran Phuong Nga
Chief Executive Officer
28 March 2022

The notes on pages 9 to 47 are an integral part of these separate financial statements.

THIEN LONG GROUP CORPORATION

Form B 02 – DN

SEPARATE INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2021

Code	Note	Current year VND	Previous year VND
01	Revenue from sales of goods	1,274,262,941,774	1,218,831,381,120
02	Less deductions	(3,215,800,070)	(29,606,245,522)
10	Net revenue from sales of goods	1,271,047,141,704	1,189,225,135,598
11	Cost of goods sold	(879,936,405,190)	(751,535,358,828)
20	Gross profit from sales of goods	391,110,736,514	437,689,776,770
21	Financial income	75,331,678,708	92,730,007,490
22	Financial expenses	(23,954,433,325)	(19,268,754,354)
23	- Including: Interest expense	(4,600,391,353)	(8,025,135,335)
25	Selling expenses	(84,148,015,029)	(84,945,486,542)
26	General and administration expenses	(185,117,390,132)	(160,694,109,888)
30	Net operating profit	173,222,576,736	265,511,433,476
31	Other income	5,545,029,816	5,568,027,523
32	Other expenses	(719,354,301)	(270,238,793)
40	Net other income	4,825,675,515	5,297,788,730
50	Net accounting profit before tax	178,048,252,251	270,809,222,206
51	Corporate income tax ("CIT") - current	(21,626,017,384)	(39,382,182,037)
52	CIT - deferred	(4,887,572,893)	(1,622,555,155)
60	Net profit after tax	151,534,661,974	229,804,485,014



Dao Xuan Nam
Preparer



Nguyen Ngoc Nhon
Chief Accountant



Tran Phuong Nga
Chief Executive Officer
28 March 2022

The notes on pages 9 to 47 are an integral part of these separate financial statements.

**SEPARATE CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2021
(Indirect method)**

Code	Note	Current year VND	Previous year VND
CASH FLOWS FROM OPERATING ACTIVITIES			
01		178,048,252,251	270,809,222,206
Net accounting profit before tax			
Adjustments for:			
02		50,404,121,387	50,099,274,064
03		742,825,551	3,628,325,364
04		(291,304,264)	201,898,528
05		(71,085,601,615)	(90,549,346,959)
06		4,600,391,353	8,025,135,335
08		162,418,684,663	242,214,508,538
Operating profit before changes in working capital			
09		77,945,989,497	46,278,871,756
10		(9,401,190,224)	33,456,140,524
11		43,298,384,153	(70,996,542,819)
12		3,355,671,356	6,431,187,204
14		(4,510,799,130)	(8,284,411,916)
15		(29,857,702,555)	(44,166,240,219)
17	14	(39,800,891,600)	(42,265,374,888)
20		203,448,146,160	162,668,138,180
Net cash inflows from operating activities			
CASH FLOWS FROM INVESTING ACTIVITIES			
21		(35,821,168,721)	(25,386,793,201)
22		1,935,552,573	437,590,909
23		(461,999,139,200)	(464,500,000,000)
24		634,000,000,000	548,500,000,000
25		(226,643,891,469)	(4,617,734,000)
27		76,419,831,688	96,990,117,556
30		(12,108,815,129)	151,423,181,264
Net cash (outflows)/inflows from investing activities			
CASH FLOWS FROM FINANCING ACTIVITIES			
31		-	15,000,000,000
32		-	(46,311,318,529)
33		382,584,271,784	413,283,526,881
34		(389,378,980,713)	(448,966,107,428)
36		(194,455,871,500)	(153,373,200,000)
40	23	(201,250,580,429)	(220,367,099,076)
Net cash outflows from financing activities			
50		(9,911,249,398)	93,724,220,368
Net increase/(decrease) in cash and cash equivalents			
60	3	188,887,911,614	95,182,150,747
61		137,635,519	(18,459,501)
Effect of foreign exchange differences			
70	3	179,114,297,735	188,887,911,614
Cash and cash equivalents at the end of year			

Additional information relating to the separate cash flow statement is presented in Note 33.



Dao Xuan Nam
Preparer



Nguyen Ngoc Nhon
Chief Accountant



Tran Phuong Nga
Chief Executive Officer
28 March 2022

The notes on pages 9 to 47 are an integral part of these separate financial statements.



THIÊN LONG GROUP CORPORATION

**CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**



THIEN LONG GROUP CORPORATION

**CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

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THIEN LONG GROUP CORPORATION

CORPORATE INFORMATION

Investment registration certificate	No. 6307210814 dated 6 December 2018	
	Investment registration certificate and its subsequent amendments were issued by the Ho Chi Minh City Export Processing and Industrial Zones Authority for a period up to 17 June 2047.	
Enterprise registration certificate	No. 0301464830 dated 14 March 2005 was initially issued by the Department of Planning and Investment of Ho Chi Minh City and the 19th amendment dated 8 November 2021.	
Board of Directors	Mr. Co Gia Tho	Chairman
	Mr. Tran Le Nguyen	Member
	Mr. Huynh Van Thien	Member
	Ms. Tran Thai Nhu	Member
	Ms. Co Ngan Binh	Member
	Ms. Co Cam Nguyet	Member
	Mr. Tayfun Uner	Member
	Mr. Pham Tri Nguyen	Member
	Mr. Tran Van Hung	Member (until 29 June 2021)
	Mr. Nguyen Dinh Tam	Member (from 29 June 2021)
Board of Supervision	Ms. Nguyen Thi Bich Nga	Head
	Mr. Dinh Duc Hau	Member
	Ms. Ta Hong Diep	Member
Chief Executive Officer	Ms. Tran Phuong Nga	Chief Executive Officer (from 1 June 2021)
	Mr. Nguyen Dinh Tam	Chief Executive Officer (to 31 May 2021)
Legal Representative	Mr. Co Gia Tho	Chairman
Registered office	10th Floor, Sofic Tower, No. 10, Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam	
Auditor	PwC (Vietnam) Limited	

THIEN LONG GROUP CORPORATION

STATEMENT OF THE CHIEF EXECUTIVE OFFICER

STATEMENT OF RESPONSIBILITY OF THE CHIEF EXECUTIVE OFFICER OF THE COMPANY IN RESPECT OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Chief Executive Officer of Thien Long Group Corporation ("the Company") is responsible for preparing the consolidated financial statements of the Company and its subsidiaries (together, "the Group") which give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of the consolidated results of its operations and its consolidated cash flows for the year then ended. In preparing these consolidated financial statements, the Chief Executive Officer is required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgments and estimates that are reasonable and prudent; and
- Prepare the consolidated financial statements on a going concern basis unless it is inappropriate to presume that the Group will continue in business.

The Chief Executive Officer is responsible for ensuring that proper accounting records are kept which disclose, with reasonable accuracy at any time, the consolidated financial position of the Group and which enable consolidated financial statements to be prepared which comply with the basis of accounting set out in Note 2 to the consolidated financial statements. The Chief Executive Officer is also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud or errors.

The legal representative has authorized the Chief Executive Officer of the Company to approve and sign the consolidated financial statements for the year ended 31 December 2021 as per Power of Attorney dated 27 February 2017.

APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

I hereby, approve the accompanying consolidated financial statements as set out on pages 5 to 46 which give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of the consolidated results of its operations and its consolidated cash flows for the year then ended in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on preparation and presentation of consolidated financial statements.



Tran Phuong Nga
Chief Executive Officer
Authorised by Legal Representative

Ho Chi Minh City, Vietnam
28 March 2022



INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF THIEN LONG GROUP CORPORATION

We have audited the accompanying consolidated financial statements of Thien Long Group Corporation ("the Company") and its subsidiaries (together, "the Group") which were prepared on 31 December 2021 and approved by the Chief Executive Officer of the Company on 28 March 2022. The consolidated financial statement comprises the consolidated balance sheet as at 31 December 2021, the consolidated income statement and the consolidated cash flow statement for the year then ended, and explanatory notes to the consolidated financial statements including significant accounting policies, as set out on pages 5 to 46.

The Chief Executive Officer's Responsibility

The Chief Executive Officer of the Company is responsible for the preparation and the true and fair presentation of these consolidated financial statements of the Group in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on the preparation and presentation of consolidated financial statements and for such internal control which the Chief Executive Officer determines necessary to enable the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. Those standards require that we comply with ethical standards and requirements and plan and perform the audit in order to obtain reasonable assurance as to whether the consolidated financial statements of the Group are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including an assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and true and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Chief Executive Officer, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Auditor's Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2021, its consolidated financial performance and consolidated cash flows for the year then ended in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on the preparation and presentation of consolidated financial statements.

Other Matter

The independent auditor's report is prepared in Vietnamese and English. Should there be any conflict between the Vietnamese and English versions, the Vietnamese version shall take precedence.

For and on behalf of PwC (Vietnam) Limited



Mai Viet Hung Tran
Audit Practising Licence No.:
0048-2018-006-1
Authorised signatory

Vo Ngoc Huyen
Audit Practising Licence No.:
2610-2018-006-1

Report reference number: HCM11774
Ho Chi Minh City, 28 March 2022

THIEN LONG GROUP CORPORATION

Form B 01 – DN/HN

CONSOLIDATED BALANCE SHEET
AS AT 31 DECEMBER 2021

Code	ASSETS	Note	Closing balance VND	Opening balance VND
100	CURRENT ASSETS		1,867,453,670,532	1,701,751,836,942
110	Cash and cash equivalents	3	503,425,694,773	371,680,211,939
111	Cash		339,074,817,864	152,680,211,939
112	Cash equivalents		164,350,876,909	219,000,000,000
120	Short-term investment		239,999,139,200	372,000,000,000
123	Held-to-maturity investments	4(a)	239,999,139,200	372,000,000,000
130	Short-term receivables		398,342,077,637	415,009,507,750
131	Short-term trade receivables	5	360,613,054,625	386,750,747,429
132	Short-term prepayments to suppliers	6	30,644,903,658	16,500,972,908
136	Other short-term receivables	7	19,423,980,217	11,926,026,574
137	Provision for doubtful debts – short-term	8	(12,339,860,863)	(168,239,161)
140	Inventories	9	693,114,318,297	530,224,405,469
141	Inventories		704,241,213,936	554,826,392,930
149	Provision for decline in value of inventories		(11,126,895,639)	(24,601,987,461)
150	Other current assets		32,572,440,625	12,837,711,784
151	Short-term prepaid expenses	10(a)	13,186,182,712	12,713,482,192
152	Value added tax ("VAT") deductibles		15,920,601,434	109,174,138
153	Tax and other receivables from the State		3,465,656,479	15,055,454
200	LONG-TERM ASSETS		578,684,880,396	612,847,304,820
210	Long-term receivable		5,799,200,123	4,636,517,123
216	Other long-term receivables		5,799,200,123	4,636,517,123
220	Fixed assets		445,543,913,696	463,588,241,667
221	Tangible fixed assets	11(a)	425,390,545,912	438,944,610,201
222	Historical cost		1,031,042,278,559	990,029,869,959
223	Accumulated depreciation		(605,651,732,647)	(551,085,259,758)
227	Intangible fixed assets	11(b)	20,153,367,784	24,643,631,466
228	Historical cost		68,137,527,411	67,792,297,411
229	Accumulated amortisation		(47,984,159,627)	(43,148,665,945)
240	Long-term asset in progress		19,040,558,603	13,434,075,449
242	Construction in progress	12	19,040,558,603	13,434,075,449
250	Long-term investments		33,621,440,000	21,942,320,000
253	Investments in other entities	4(b)	37,685,000,000	30,685,000,000
254	Provision for long-term investments	4(b)	(4,063,560,000)	(8,742,680,000)
260	Other long-term assets		74,679,767,974	109,246,150,581
261	Long-term prepaid expenses	10(b)	64,581,906,877	80,297,126,389
262	Deferred income tax assets	20	10,097,861,097	28,949,024,192
270	TOTAL ASSETS		2,446,138,550,928	2,314,599,141,762

The notes on pages 9 to 46 are an integral part of these consolidated financial statements.

THIEN LONG GROUP CORPORATION

Form B 01 – DN/HN

CONSOLIDATED BALANCE SHEET
AS AT 31 DECEMBER 2021
(continued)

Code	RESOURCES	Note	Closing balance VND	Opening balance VND
300	LIABILITIES		620,560,103,651	566,339,505,472
310	Short-term liabilities		578,295,639,397	499,556,492,085
311	Short-term trade payables	13	192,966,654,832	113,224,556,606
312	Short-term advances from customers	14	6,770,431,424	6,686,687,740
313	Tax and other payables to the State	15	23,159,487,331	18,846,224,521
314	Payables to employees		27,023,465,313	23,820,358,291
315	Short-term accrued expenses	16	96,976,213,042	93,748,732,179
319	Other short-term payables	17	49,255,503,644	90,142,614,189
320	Short-term borrowings	18(a)	173,272,413,271	147,248,648,694
322	Bonus and welfare fund	25	8,871,470,540	5,838,669,865
330	Long-term liabilities		42,264,464,254	66,783,013,387
338	Long-term borrowings	18(b)	11,689,230,754	31,807,692,298
342	Provision for long-term liabilities	19	30,575,233,500	34,975,321,089
400	OWNERS' EQUITY		1,825,578,447,277	1,748,259,636,290
410	Capital and reserves		1,825,578,447,277	1,748,259,636,290
411	Owners' contributed capital	21, 22	777,944,530,000	777,944,530,000
411a	- Ordinary shares with voting rights		777,944,530,000	777,944,530,000
412	Share premium	22	361,633,483,771	361,633,483,771
417	Foreign exchange differences	22	(300,043,194)	92,630,401
418	Investment and development fund	22	228,691,572,556	199,910,168,556
421	Undistributed earnings	22	457,608,904,144	408,678,823,562
421a	- Undistributed post-tax profits of previous years		345,990,396,887	330,722,692,813
421b	- Undistributed post-tax profits of current year		111,618,507,257	77,956,130,749
440	TOTAL RESOURCES		2,446,138,550,928	2,314,599,141,762



Dao Xuan Nam
Preparer



Nguyen Ngoc Nhon
Chief Accountant



Tran Phuong Nga
Chief Executive Officer
28 March 2022

The notes on pages 9 to 46 are an integral part of these consolidated financial statements.

**CONSOLIDATED INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2021**

Code	Note	Current year VND	Previous year VND
01		2,686,850,511,330	2,738,400,566,048
02		(18,575,418,243)	(53,848,615,712)
10	29	2,668,275,093,087	2,684,551,950,336
11	30	(1,541,112,345,410)	(1,654,810,794,517)
20		1,127,162,747,677	1,029,741,155,819
21	31	32,025,269,716	26,526,594,813
22	32	(6,854,564,215)	(15,968,918,896)
23	32	(7,019,978,348)	(11,853,821,706)
25	33	(504,674,977,559)	(488,676,448,608)
26	34	(292,392,358,391)	(254,856,941,468)
30		355,266,117,228	296,765,441,660
31		5,391,709,425	8,799,926,472
32		(2,092,942,627)	(1,927,894,452)
40	35	3,298,766,798	6,872,032,020
50		358,564,884,026	303,637,473,680
51			
51	36	(63,006,307,674)	(61,440,847,225)
52	36	(18,851,163,095)	(2,351,589,706)
60		276,707,413,257	239,845,036,749
61		276,707,413,257	239,845,036,749
70	26(a)	3,201	2,775
71	26(b)	3,201	2,775



Dao Xuan Nam
Preparer



Nguyen Ngoc Nhon
Chief Accountant



Tran Phuong Nga
Chief Executive Officer
28 March 2022

The notes on pages 9 to 46 are an integral part of these consolidated financial statements.

**CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2021
(Indirect method)**

Code	Note	Current year VND	Previous year VND
CASH FLOWS FROM OPERATING ACTIVITIES			
01		358,564,884,026	303,637,473,680
		Net accounting profit before tax	
		Adjustments for:	
02		83,919,429,257	80,427,015,086
		Depreciation and amortisation	
03		(10,060,980,737)	(9,843,622,423)
		Reversal of provisions	
04	32	(318,054,357)	284,619,586
		Unrealised foreign exchange (gains)/losses	
05	31,35	(23,868,121,847)	(22,385,207,920)
		Profits from investing activities	
06	32	7,019,978,348	11,853,821,706
		Interest expense	
08		415,257,134,690	363,974,099,715
		Operating profit before changes in working capital	
09		24,949,485,918	163,476,604,891
		Decrease in receivables	
10		(142,286,693,964)	56,523,700,153
		(Increase)/decrease in inventories	
11		17,702,900,285	(60,624,667,853)
		Increase/(decrease) in payables	
12		14,993,621,322	(33,310,311,486)
		Decrease/(increase) in prepaid expenses	
14		(6,928,466,153)	(12,125,598,196)
		Interest paid	
15	15	(62,699,502,885)	(67,079,096,806)
		CIT paid	
17		(39,800,891,600)	(42,265,374,888)
		Other payments on operating activities	
20		221,187,587,613	368,569,355,530
		Net cash inflows from operating activities	
CASH FLOWS FROM INVESTING ACTIVITIES			
21		(58,046,246,969)	(85,086,927,060)
		Purchases of fixed assets and other long-term assets	
22		2,166,609,649	1,020,459,916
		Proceeds from disposals of fixed assets	
23		(515,999,139,200)	(464,500,000,000)
		Term deposits placed at banks	
24		648,000,000,000	558,500,000,000
		Collection of term deposits placed at banks	
25		(7,000,000,000)	-
		Investments in other entities	
27		30,217,926,187	28,851,374,215
		Dividends and interest received	
30		99,339,149,667	38,784,907,071
		Net cash inflows from investing activities	
CASH FLOWS FROM FINANCING ACTIVITIES			
31		-	15,000,000,000
		Proceeds from issuance of shares	
32		-	(46,311,318,529)
		Payments for share repurchases	
33		583,271,414,505	694,739,377,675
		Proceeds from borrowings	
34		(577,366,111,472)	(736,642,668,196)
		Repayments of borrowings	
36		(194,455,871,500)	(153,373,200,000)
		Dividends paid	
40		(188,550,568,467)	(226,587,809,050)
		Net cash outflows from financing activities	
50		131,976,168,813	180,766,453,551
		Net increase in cash and cash equivalents	
60		371,680,211,939	190,855,576,577
		Cash and cash equivalents at beginning of year	
61	3	(230,685,979)	58,181,811
		Effect of foreign exchange differences	
70	3	503,425,694,773	371,680,211,939
		Cash and cash equivalents at the end of year	

Additional information relating to the cash flow statement is presented in Note 39.



Dao Xuan Nam
Preparer



Nguyen Ngoc Nhon
Chief Accountant



Tran Phuong Nga
Chief Executive Officer
28 March 2022

The notes on pages 9 to 46 are an integral part of these consolidated financial statements.



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness



No: 02/2022/TT - ĐHĐCĐ

Ho Chi Minh City, 26 April 2022

DRAFT

PROPOSAL TO
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2021

Re: Approving the profit distribution plan for 2021

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;
- Pursuant to the Audited Consolidated Financial Statements 2021 of Thien Long Group Corporation;
- Pursuant to the Meeting Minutes of the Board of Directors No.3/2022/BBH-HĐQT dated 4 April 2022.

The Board of Directors would like to propose to the General Meeting of Shareholders for approval of the profit distribution for the fiscal year 2021 as below:

No.	Profit distribution	Amount (Thousand VND)
1	Consolidated profit after tax for 2021	276,707,413
	- Dividends for 2021 (20%/par value)	155,588,906
	- Investment & Development fund (12% of profit after tax)	33,204,890
	- Bonus and welfare fund (10% of profit after tax)	27,670,741
	- Remuneration and cost for the Board of Directors and the Supervisory Board in 2021	9,500,000
2	Retained earnings after distribution	50,742,876

The Board of Directors would like to respectfully submit the profit distribution for 2021 to the General Meeting of Shareholders for approval and granting authorization for the Board of Directors to conduct that profit distribution.

ON BEHALF OF THE BOARD OF DIRECTORS

Chairman

CO GIA THO



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness



No: 03/2022/TT - ĐHĐCĐ

Ho Chi Minh City, 26 April 2022

DRAFT

**PROPOSAL TO
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2021**

Re: Approving the target of revenue and profit and the profit distribution plan for 2022

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;
- Pursuant to the Meeting Minutes of the Board of Directors No.3/2022/BBH-HĐQT dated 4 April 2022.

The Board of Directors would like to propose to the General Meeting of Shareholders for approval of the target of revenue and profit and the profit distribution plan for 2022 as below:

1) Plan of revenue and profit for 2022:

- Net revenue: VND3,250 billion (an increase of 21.8% versus the 2021 actual result; an increase of 8.3% versus the 2021 target)
- Consolidated profit after tax: VND280 billion (an increase of 1.2% versus the 2021 actual result and equal to the 2021 target)

2) Plan of profit distribution for 2022:

- Dividends for 2022 : 30%/par value
- Bonus and welfare fund : 10% of profit after tax
- Remuneration and cost for the Board of Directors and the Board of Supervisors : VND10bn/year

The Board of Directors would like to respectfully submit to the General Meeting of Shareholders the target of revenue and profit and the profit distribution plan for 2022 for consideration and approval. Furthermore, the Board of Directors would like to get approval from the General Meeting of Shareholders for granting authorization for the Board of Directors to amend or adjust the above Plan in a factual situation.

ON BEHALF OF THE BOARD OF DIRECTORS

Chairman

CO GIA THO



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

No: 04/2022/TT - ĐHĐCĐ

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DRAFT

Ho Chi Minh City, 26 April 2022

**PROPOSAL TO
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2021**

Re: Authorizing the Board of Directors to appoint an Audit Company for the fiscal year 2022

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation.

Dear the General Meeting of Shareholders,

The Supervisory Board would like to propose to the General Meeting of Shareholders for approval of the appointment of an independent auditing company to audit the Company's 2022 financial statements as follows:

- Select one (01) from the three (03) following Auditing Companies to audit the Company's 2022 Financial Statements:
 1. Deloitte Vietnam Company Limited;
 2. PwC (Vietnam) Company Limited;
 3. Ernst & Young Vietnam Company Limited.
- Authorize the Board of Directors to choose one out of the three auditing companies.

The Board of Directors would like to respectfully submit to the General Meeting of Shareholders for consideration and approval.

**ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF THE SUPERVISORY BOARD**

NGUYEN THI BICH NGA



SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness



No: 05/2022/TT - ĐHĐCĐ

Ho Chi Minh City, 26 April 2022

DRAFT

PROPOSAL
TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2021

Re: The election of the Board of Directors for the term 2022-2025

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *The Law on Securities No. 54/2019/QH14 dated 26 November 2019;*
- *The Decree No. 155/2021/NĐ-CP dated 31 December 2020;*
- *Charter of organization and operation of Thien Long Group Corporation;*
- *Meeting minutes of the Board of Directors No.3/2022/BBH-HĐQT dated 4 April 2022.*

The Board of Directors (“BOD”) would like to propose to the General Meeting of Shareholders:

1. To approve the election of the Board of Directors for the new term 2022-2025:

- The number of BOD members: 7 members
- Term: 2022-2025 (3 years)
- The maximum number of candidates: Unlimited
- Criteria for candidates: According to Article 24 of the Company's Charter, Clause 1, Article 155 of the Law on Enterprises No. 59/2020/QH14, and Article 275 of Decree No. 155/2020/NĐ-CP

2. To approve the list of new Board of Directors members for the term 2022 – 2025:

1. Mr. Co Gia Tho
2. Ms. Tran Thai Nhu
3. Ms. Co Ngan Binh
4. Ms. Co Cam Nguyet
5. Mr. Tayfun Uner
6. Mr. Pham Tri Nguyen
7. Mr. Nguyen Dinh Tam

Other contents related to the election of the Board of Directors for the term of 2022 - 2025 shall be applied to the regulations of the Board of Directors and the Supervisory Board at the Annual General Meeting of Shareholders in the fiscal year 2021.

Please submit to the General Meeting of Shareholders for consideration,

Sincerely!

ON BEHALF OF THE BOARD OF DIRECTORS

Chairman

CO GIA THO



CURRICULUM VITAE OF THE CANDIDATE FOR MEMBER OF THE BOARD OF DIRECTORS

Full name: CO GIA THO

Sex: Male

Date of birth: 4 September 1958

Place of birth: Ho Chi Minh City

ID number: 079058006868; Date of issuance: 10/08/2021; Place of issuance: Police Department for Administrative Management of Social Order

Nationality: Vietnam

Ethnicity: Chinese

Hometown: Guangdong, China

Permanent address: No. 07, No. 10 Street, Binh Tri Dong B Ward, Binh Tan District, Ho Chi Minh City

Professional major: Advanced Business Administration

Experience:

- From 1981– Nov1996: Owner of Thien Long BallPoint Pen Manufacturing Company
- From Dec 1996–2003: Vice President of Ho Chi Minh City Young Business Association
- From 2003– Mar 2008: Chairman of the Board cum CEO of Thien Long Manufacturing and Trading Joint Stock Company
- From Apr 2008 – Present: Chairman of the Board of Thien Long Group Corporation

Current position at Thien Long Group Corporation: Chairman of the Board of Directors

Other managerial positions:

- Chairman of the Board of Directors cum CEO of Thien Long An Think Investment JSC.
- Chairman of South Thien Long Manufacturing and Trading Co., Ltd.
- Chairman of Thien Long Global Trading and Service Co., Ltd.
- Chairman of Tan Luc Southern Trading and Service Co., Ltd.
- Chairman of Tan Luc Northern Trading and Service Co., Ltd.
- Chairman of Tan Luc Middle Trading and Service Co., Ltd.

The number of shares held on 25 March 2022: 42,095,557 shares, accounting for 54.11% of the charter capital

+ *Representative for Thien Long An Think owns:* 37,350,952 shares, accounting for 48.01% of the charter capital

+ *Personally owns:* 4,744,605 shares, accounting for 6.10% of the charter capital

The breach of law: None

The interests conflicting with the Company: None

The debts payable to the Company: None

The related persons holding the Company's shares:

- Spouse: Tran Thai Nhu, holding 1,043,950 shares, accounting for 1.34% of charter capital
- Sibling: Ms. Co Ngan Binh, holding 907,129 shares, accounting for 1.17% of charter capital
- Sibling: Ms. Co Cam Chau, holding 48,422 shares, accounting for 0.06% of charter capital
- Sibling: Ms. Co Cam Ngoc, holding 347,039 shares, accounting for 0.45% of charter capital
- Sibling: Mr. Co Gia Duc, holding 201,769 shares, accounting for 0.26% of charter capital
- Sibling: Ms. Co Cam Nguyet, holding 604,473 shares, accounting for 0.78% of charter capital
- Brother-in-law: Phan Nhut Phuong, holding 573,813 shares, accounting for 0.74% of charter capital
- Sister-in-law: Nguyen Thi Le Trinh, holding 181,340 shares, accounting for 0.23% of charter capital
- Thien Long An Think Investment JSC holds 37,350,952 shares, accounting for 48.01% of charter capital

I hereby confirm that the above statements are true and correct. Otherwise, I will take full responsibility before the law,

Ho Chi Minh City, 22 April 2022
Candidate for the Board of Directors
Co Gia Tho



CURRICULUM VITAE OF THE CANDIDATE FOR MEMBER OF THE BOARD OF DIRECTORS

Full name:	TRAN THAI NHU
Sex:	Female
Date of birth:	15/11/1959
Place of birth:	Ho Chi Minh City
ID number:	079159008888; Date of issuance: 10/08/2021; Place of issuance: Police Department for Administrative Management of Social Order
Nationality:	Vietnam
Ethnicity:	Chinese
Hometown:	China
Permanent address:	No. 7, No. 10 Street, Binh Tri Dong B Ward, Binh Tan District, Ho Chi Minh City
Professional major:	Business Administration
Experience:	
• From 2000 – Mar 2008:	Assistant to CEO of Thien Long Manufacturing and Trading Co., Ltd.
• From Apr 2008 – Aug 2008:	CEO of Thien Long Long Thanh JSC
• From Sep 2008 – Apr 2009:	Member of The Board of Directors cum Consultant to the BOM of Thien Long Group Corporation
• From Apr 2009 - Present:	Member of The Board of Directors of Thien Long Group Corporation
Current position at Thien Long Group Corporation:	Member of The Board of Directors of Thien Long Group Corporation
Other managerial positions:	Member of The Board of Directors of Thien Long An Think Investment JSC.
The number of shares held on 25 March 2022:	1,043,950 shares, accounting for 1.34% of charter capital
+ <i>Personally owns</i> :	1,043,950 shares, accounting for 1.34% of charter capital
The breach of law:	None
The interests conflicting with the Company:	None
Current position at Thien Long Group Corporation:	None
The related persons holding the Company's shares:	<ul style="list-style-type: none">• Spouse: Mr. Co Gia Tho, holding 4,744,605 shares, accounting for 6.10% of charter capital• Sibling: Tran My Ken, holding 11,242 shares, accounting for 0.01%

of charter capital

- Sibling: Tran Xu Tai, holding 26,422 shares, accounting for 0.03% of charter capital
- Sister-in-law: Nguyen Thi Bich Thuy, holding 26 shares, accounting for 0.00003% of charter capital
- Thien Long An Think Investment JSC holds 37,350,952 shares, accounting for 48.01% of charter capital

I hereby confirm that the above statements are true and correct. Otherwise, I will take full responsibility before the law,

TP Ho Chi Minh City, 22 April 2022

Candidate for the Board of Directors

Tran Thai Nhu



CURRICULUM VITAE OF THE CANDIDATE FOR MEMBER OF THE BOARD OF DIRECTORS

Full name: CO NGAN BINH

Sex: Female

Date of birth: 18/08/1961

Place of birth: Ho Chi Minh City

ID number: 079161018349; Date of issuance: 10/05/2021; Place of issuance: Police Department for Administrative Management of Social Order

Nationality: Vietnam

Ethnicity: Chinese

Hometown: Guangdong, China

Permanent address: No. 80, No. 7A Street, Binh Tri Dong B Ward, Binh Tan District, Ho Chi Minh City

Professional major: Production Management

Experience:

- From 1981 – 2001: Production Manager of Thien Long Ballpoint Pen
- From 2002 – 2003: Assistant to CEO of Thien Long Manufacturing and Trading Co., Ltd.
- From 2004 – Jun 2005: Head of Quality Control Department of Thien Long Manufacturing and Trading JSC
- From 2005 – Dec 2006: Assistant to CEO of Thien Long Manufacturing and Trading JSC
- From 2007 – Apr 2008: Head of Infrastructure Construction Department of Thien Long Group Corporation
- From May 2008 – Present: Member of The Board of Directors of Thien Long Group Corporation

Current position at Thien Long Group Corporation: Member of The Board of Directors of Thien Long Group Corporation

Other managerial positions:	Member of The Board of Directors of Thien Long An Think Investment JSC.
The number of shares held on 25 March 2022:	907,129 shares, accounting for 1.17% of the charter capital
+ <i>Personally owns</i> :	907,129 shares, accounting for 1.17% of the charter capital
The breach of law:	None
The interests conflicting with the Company:	None
Current position at Thien Long Group Corporation:	None
The related persons holding the Company's shares:	<ul style="list-style-type: none"> • Sibling: Mr. Co Gia Tho, holding 4,744,605 shares, accounting for 6.10% of charter capital • Sibling: Ms. Co Cam Chau, holding 48,422 shares, accounting for 0.06% of charter capital • Sibling: Ms. Co Cam Ngoc, holding 347,039 shares, accounting for 0.45% of charter capital • Sibling: Mr. Co Gia Duc, holding 201,769 shares, accounting for 0.26% of charter capital • Sibling: Ms. Co Cam Nguyet, holding 604,473 shares, accounting for 0.78% of charter capital • Brother-in-law: Phan Nhut Phuong, holding 573,813 shares, accounting for 0.74% of charter capital • Sister-in-law: Nguyen Thi Le Trinh, holding 181,340 shares, accounting for 0.23% of charter capital • Thien Long An Think Investment JSC holds 37,350,952 shares, accounting for 48.01% of charter capital

I hereby confirm that the above statements are true and correct. Otherwise, I will take full responsibility before the law,

Ho Chi Minh City, 22 April 2022

Candidate for the Board of Directors

Co Ngan Binh



CURRICULUM VITAE OF THE CANDIDATE FOR MEMBER OF THE BOARD OF DIRECTORS

Full name: CO CAM NGUYET

Sex: Female

Date of birth: 12/09/1972

Place of birth: Ho Chi Minh City

ID number: 079172045518; Date of issuance 12/11/2021; Place of issuance: Police Department for Administrative Management of Social Order

Nationality: Vietnam

Ethnicity: Chinese

Hometown: Guangdong, China

Permanent address: No. 78, No. 7A Street, Binh Tri Dong B Ward, Binh Tan District, Ho Chi Minh City

Professional major: Accounting

Experience:

- From 1993–2006: Treasurer of Thien Long Manufacturing and Trading JSC
- From 2007–Mar 2008: Member of the Board of Directors of Thien Long Manufacturing and Trading JSC
- From Apr 2008 – Present: Member of the Board of Directors of Thien Long Group Corporation
Investment Associate of Thien Long Group Corporation

Current position at Thien Long Group Corporation: Member of the Board of Directors of Thien Long Group Corporation
Investment Associate of Thien Long Group Corporation

Other managerial positions: Member of The Board of Directors of Thien Long An Think Investment JSC

The number of shares held on 25 March 2022: 610,273 shares, accounting for 0.78% of the charter capital

+ <i>Personally owns:</i>	610,273 shares, accounting for 0.78% of the charter capital
The breach of law:	None
The interests conflicting with the Company:	None
Current position at Thien Long Group Corporation:	None
The related persons holding the Company's shares:	<ul style="list-style-type: none"> • Sibling: Mr. Co Gia Tho, holding 4,744,605 shares, accounting for 6.10% of charter capital • Sibling: Ms. Co Ngan Binh, holding 907,129 shares, accounting for 1.17% of the charter capital • Sibling: Ms. Co Cam Chau, holding 48,422 shares, accounting for 0.06% of charter capital • Sibling: Ms. Co Cam Ngoc, holding 347,039 shares, accounting for 0.45% of charter capital • Sibling: Mr. Co Gia Duc, holding 201,769 shares, accounting for 0.26% of charter capital • Spouse: Phan Nhut Phuong, holding 573,813 shares, accounting for 0.74% of charter capital • Sister-in-law: Nguyen Thi Le Trinh, holding 181,340 shares, accounting for 0.23% of charter capital • Thien Long An Think Investment JSC holds 37,350,952 shares, accounting for 48.01% of charter capital

I hereby confirm that the above statements are true and correct. Otherwise, I will take full responsibility before the law,

Ho Chi Minh City, 22 April 2022

Candidate for the Board of Directors

Co Cam Nguyet



CURRICULUM VITAE OF THE CANDIDATE FOR MEMBER OF THE BOARD OF DIRECTORS

Full name: TAYFUN UNER

Sex: Male

Date of birth: 21/08/1972

Place of birth: Turkey

ID number: 565744692; Date of issuance: 21/05/201; Place of issuance: United States

Nationality: American

Ethnicity: Turkish American

Hometown: Atlanta

Permanent address: 1301 Peachtree St. NE, Apt. 4G, AG, Atlanta, Georgia, U.S.A.

Qualifications: Harvard Business School, USA: MBA
Bogazici University, Turkey: Bachelor of Arts in Business Administration

Experience:

- From 1995 – 1999 Procter & Gamble
- From 2001 – 2008 McKinsey & Company
- From 2008 – 2017 Carlsberg Group
- From 2018 – Present Newell Brands

Current position at Thien Long Group Corporation: Member of The Board of Directors of Thien Long Group JSC

Other managerial positions: Director Newell Rubbermaid (Thailand) Co., Ltd.
Director Newell Rubbermaid (M) SDN. BHD
General Director of The Representative under PL Newell Rubbermaid Products (Shanghai) Co., Ltd.
Chairman, CEO Parker Pen (Shanghai) Limited
Senior Vice President – APAC & EMEA at Newell Brands

The number of shares held on 25 March 2022: 0 share, accounting for 0% of the charter capital

The breach of law: None

The interests conflicting with the: None

Company:

Current position at Thien Long Group Corporation: None

The related persons holding the Company's shares: None

I hereby confirm that the above statements are true and correct. Otherwise, I will take full responsibility before the law,

Ho Chi Minh City, 22 April 2022

Candidate for the Board of Directors

Tayfun Uner



CURRICULUM VITAE OF THE CANDIDATE FOR MEMBER OF THE BOARD OF DIRECTORS

Full name: PHAM TRI NGUYEN

Sex: Male

Date of birth: 02/03/1959

Place of birth: Dong Thap

ID number: 545960565; Date of issuance: 11/03/2016; Place of issuance: United States

Nationality: American

Ethnicity: Kinh

Hometown: Quang Ninh

Permanent address: Riverpark Premier C20.01 342 Dang Duc Thuat Street, District 7, Ho Chi Minh City

Qualifications: Masters of Business Administration

Experience:

- From 1981 – 2007: The World Bank/IFC, Washington DC, USA – Expert
- From 2007 – 2014: Deutsche Bank (DB) AG, Vietnam – CEO
- From 2014 – 2017: Bitexco Group, Vietnam – Vice-Chairman of the Board of Directors
- From 2018 – Present: Vnexus Capital Advisors (VNCA), Vietnam – Chairman of the Board of Directors
- From 2020 – Present: Member of the Board of Directors of Thien Long Group Corporation

Current position at Thien Long Group Corporation: Member of the Board of Directors of Thien Long Group Corporation

Other managerial positions: Chairman of the Board of Directors of Vnexus Capital Advisors
Consultant, Shinhan Bank

The number of shares held on 25 March 2022: 20,000 shares, accounting for 0.03% of charter capital

+ *Personally owns*: 20,000 shares, accounting for 0.03% of charter capital

The breach of law: None

The interests conflicting with the Company: None

Current position at Thien Long Group None
Corporation:

The related persons holding the None
Company's shares:

I hereby confirm that the above statements are true and correct. Otherwise, I will take full responsibility before the law,

Ho Chi Minh City, 22 April 2022

Candidate for the Board of Directors

Pham Tri Nguyen



CURRICULUM VITAE OF THE CANDIDATE FOR MEMBER OF THE BOARD OF DIRECTORS

Full name: NGUYEN DINH TAM

Sex: Male

Date of birth: 28/01/1966

Place of birth: Ho Chi Minh City

ID number: 021593852; Date of issuance: 13/08/2014; Place of issuance: Police Department of Ho Chi Minh City

Nationality: Vietnam

Ethnicity: Kinh

Hometown: Ho Chi Minh City

Permanent address: No. 189, No. 29 Street, Binh Tri Dong B Ward, Binh Tan District, Ho Chi Minh City

Professional major: Master of Economics – Business Administration/Chemical engineer – Hanoi General University

Experience:

- From 1994 – 2000: Other positions of Thien Long Group Corporation
- From 2000 – 2008: Director of R&D Department of Thien Long Group Corporation
- From 2008 – 2013: Chief Production Officer of Thien Long Group Corporation
- From 2013 – 2017: Chief Operating Officer cum Chief Production Officer of Thien Long Group Corporation
- From May 2017 – May 2021: Chief Executive Officer of Thien Long Group Corporation
- From Jun 2021 – Present: Member of the Board of Directors of Thien Long Group Corporation

Current position at Thien Long Group Corporation: Member of the Board of Directors of Thien Long Group Corporation

Other managerial positions: Chairman of Thien Long Long Thanh Manufacturing and Trading Company

The number of shares held on 25 March 2022: 510,604 shares, accounting for 0.66% of charter capital

+ *Personally owns*: 510,604 shares, accounting for 0.66% of charter capital

The breach of law: None

The interests conflicting with the Company: None

Current position at Thien Long Group Corporation: None

The related persons holding the Company's shares: Sibling: Mr. Tran Dinh Long, holding 4 shares, accounting for 0.000005% of charter capital

I hereby confirm that the above statements are true and correct. Otherwise, I will take full responsibility before the law,

Ho Chi Minh City, 22 April 2022

Candidate for the Board of Directors

Nguyen Dinh Tam



SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

No: 06/2022/TT - ĐHCĐ

Ho Chi Minh City, 26 April 2022

DRAFT

PROPOSAL
TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2021

Re: The election of the Supervisory Board for the term 2022-2025

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *The Law on Securities No. 54/2019/QH14 dated 26 November 2019;*
- *The Decree No. 155/2021/NĐ-CP dated 31 December 2020;*
- *Charter of organization and operation of Thien Long Group Corporation;*
- *Meeting minutes of the Board of Directors No.3/2022/BBH-HDQT dated 4 April 2022.*

The Board of Directors (“BOD”) would like to propose to the General Meeting of Shareholders:

1. To approve the election of the Supervisory Board for the new term 2022-2025:

- The number of BOS members: 3 members
- Term: 2022-2025 (3 years)
- The maximum number of candidates: Unlimited
- Criteria for candidates: According to Clause 1, Article 35 of the Company's Charter; Article 169 of the Law on Enterprises No. 59/2020/QH14, and Article 286 of Decree No. 155/2020/NĐ-CP

2. To approve the list of new Board of Directors members for the term 2022 – 2025:

1. Ms. Nguyen Thi Bich Nga
2. Ms. Ta Hong Diep
3. Ms. Vu Thi Thanh Nga

Other contents related to the election of the Supervisory Board for the term of 2022 - 2025 shall be applied in accordance with the regulations of the Board of Directors and the Supervisory Board at the Annual General Meeting of Shareholders in the fiscal year 2021.

Please submit to the General Meeting of Shareholders for consideration,

Sincerely!

ON BEHALF OF THE BOARD OF DIRECTORS

Chairman

CO GIA THO



CURRICULUM VITAE OF THE CANDIDATE FOR MEMBER OF THE SUPERVISORY BOARD

Full name: NGUYEN THI BICH NGA

Sex: Female

Date of birth: 19/02/1973

Place of birth: Hanoi

ID number: 001173028454; Date of issuance 25/04/2021; Place of issuance: Police Department for Administrative Management of Social Order

Nationality: Vietnam

Ethnicity: Kinh

Hometown: Binh Thuan

Permanent address: 89/18 Nguyen Hong Dao Street, Ward 14, Tan Binh District, Ho Chi Minh City

Qualifications Bachelor's in economics

Experience:

- From 1992 – Sep 2007: Accountant of Thien Long Manufacturing and Trading Co., Ltd.
- From Oct 2007 – Apr 2009: Head of Supervisory Board of Thien Long Group Corporation
- From Apr 2009 – May 2010: Member of Supervisory Board of Thien Long Group Corporation
- From May 2010 – Present: Head of Supervisory Board of Thien Long Group Corporation

Current position at Thien Long Group Corporation: Head of Supervisory Board of Thien Long Group Corporation

Other managerial positions: Chief Accounting Officer of Thien Long An Think Investment JSC.

The number of shares held on 25 March 2022: 75,948 shares, accounting for 0.1% of charter capital

+ *Personally owns*: 75,948 shares, accounting for 0.1% of charter capital

The breach of law: None

The interests conflicting with the Company: None

Current position at Thien Long Group Corporation: None

The related persons holding the
Company's shares:

Spouse: Mr. Bui Quang Minh, holding 6,559 shares, accounting for
0.008% of charter capital

I hereby confirm that the above statements are true and correct. Otherwise, I will take full responsibility before
the law,

Ho Chi Minh City, 22 April 2022

Candidate for the Supervisory Board

Nguyen Thi Bich Nga



CURRICULUM VITAE OF THE CANDIDATE FOR MEMBER OF THE SUPERVISORY BOARD

Full name: TA HONG DIEP

Sex: Female

Date of birth: 23/01/1990

Place of birth: Hanoi

ID number: 001190000738; Date of issuance: 25/03/2014; Place of issuance: Police Department on Residence Management and National Data on Population

Nationality: Vietnam

Ethnicity: Kinh

Hometown: Bac Giang

Permanent address: House G29, Thu Duc Garden Homes, No. 3 Street, Hiep Binh Phuoc Ward, Thu Duc District, Ho Chi Minh City

Qualifications: Master of Finance/Bachelor of Accounting and Administration

Experience:

- From Apr 2014 – Aug 2014: Intern of Investment Banking Division, HSBC Vietnam
- From Aug 2014 – Jul 2015: Analyst of Institutional Sales Division, VNDIRECT Securities JSC
- From Aug 2015 – Aug 2018: Investment Analyst of Thien Long An Think Investment Company
- From May 2017 – Present: Member of the Supervisory Board of Thien Long Group Corporation
Investor Relation Analyst (IR) of Thien Long Group Corporation

Current position at Thien Long Group Corporation: Member of the Supervisory Board of Thien Long Group Corporation
Investor Relation Analyst (IR) of Thien Long Group Corporation

Other managerial positions: None

The number of shares held on 25 March 2022: 6,974 shares, accounting for 0.009% of charter capital

+ <i>Personally owns:</i>	6,974 shares, accounting for 0.009% of charter capital
The breach of law:	None
The interests conflicting with the Company:	None
Current position at Thien Long Group Corporation:	None
The related persons holding the Company's shares:	None

I hereby confirm that the above statements are true and correct. Otherwise, I will take full responsibility before the law,

Ho Chi Minh City, 22 April 2022
Candidate for the Supervisory Board
Ta Hong Diep



CURRICULUM VITAE OF THE CANDIDATE FOR MEMBER OF THE SUPERVISORY BOARD

Full name: VU THI THANH NGA

Sex: Female

Date of birth: 10/07/1985

Place of birth: Ho Chi Minh City

ID number: 079185032360; Date of issuance: 22/11/2021; Place of issuance: Police Department for Administrative Management of Social Order

Nationality: Vietnam

Ethnicity: Kinh

Hometown: Nam Dinh

Permanent address: 58/9 Thanh Thai Street, Ward 12, District 10, Ho Chi Minh City

Qualifications: Bachelor of Economics

Experience:

- From Mar 2007 – Feb 2010: Analyst of Capital and Foreign Exchange Trading Department, Deputy head of the Commercial Planning Department of Saigon Commercial Bank
- From Apr 2010 – Jan 2020: Analyst, Manager of Corporate Finance Consulting Department of FPT Securities JSC
- From Feb 2020 – Jan 2022: Analyst of Management Accounting Department and Investor Relation of Thien Long Group Corporation
- From Feb 2022 – Present: Senior Consultant of Corporate Finance Department of FPT Securities JSC

Current position at Thien Long Group Corporation: None

Other managerial positions: None

The number of shares held on 25 March 5,000 shares, accounting for 0.006% of charter capital

2022:

+ *Personally owns*: 5,000 shares, accounting for 0.006% of charter capital

The breach of law: None

The interests conflicting with the Company: None

Current position at Thien Long Group Corporation: None

The related persons holding the Company's shares: None

I hereby confirm that the above statements are true and correct. Otherwise, I will take full responsibility before the law,

Ho Chi Minh City, 22 April 2022

Candidate for the Supervisory Board

Vu Thi Thanh Nga