



DRAFT

DOCUMENTS OF ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2020

29th June, 2021



**ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE
FISCAL YEAR 2020
THIEN LONG GROUP CORPORATION**

DRAFT



LIST OF DOCUMENTS

- 1.** Proposed meeting agenda (Draft).
- 2.** Report of the Board of Directors in 2020.
- 3.** Report of the Board of Management on the 2020 business results.
- 4.** Report on the activities of Board of Supervisors in 2020.
- 5.** Proposal for the approval of Audited 2020 Financial Statements.
- 6.** Proposal for 2020 Profit Distribution.
- 7.** Proposal for Revenue, Profit After Tax Target and Profit Distribution Plan for the fiscal year 2021.
- 8.** Proposal for authorizing the Board of Directors to appoint Auditing Company for the fiscal year 2021.
- 9.** Proposal on approval of amendments and supplements to the Charter and Internal Regulations on Corporate Governance.
- 10.** Proposal on approval the Operation Regulation of the Board of Directors.
- 11.** Proposal on approval the Operation Regulation of the Supervisory Board.
- 12.** Proposal on approval of the plan of organization and reorganization of Thien Long Group Corporation.
- 13.** Proposal on approval of dismissal of the Member of the Board of Directors and election of 01 additional member of the Board of Directors for the term of 2017 – 2021.
- 14.** Curriculum Vitae of Candidates.
- 15.** Regulations on the election of the Board of Directors members.
- 16.** Guidance on the election of the Board of Directors.
- 17.** Draft Meeting Resolution.

**AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2020 (Draft)
THIEN LONG GROUP CORPORATION**
(Tuesday, June 29th, 2021 from 08.30 AM to 11.30 AM)

I. TIME AND VENUE:

1. **Time:** Tuesday, June 29th, 2021, 08.30 AM.
2. **Venue:** New World Saigon Hotel, 76 Le Lai Street, Ben Thanh Ward, District 1, Ho Chi Minh City.

II. CONTENT:

No.	Content	Presenters	Time	Notes
A	REGISTRATION			
1	Guests Welcome and Registration.	Organizing Committee	08.30- 09.00 (30 mins)	
B	MEETING OPENING			
2	Announcement of the Meeting purpose and introduction of the delegations.	Secretary	09.00- 09.05 (05 mins)	
3	Announcement of Shareholders attendance ratio.	Supervisory Board	09.05- 09.10 (05 mins)	
4	Approval for the Meeting Agenda, List of Meeting Chairpersons, Secretary and Vote Counting Committee.	Secretary	09.10- 09.15 (05 mins)	
5	Opening Ceremony Speech.	Chairman	09.15- 09.20 (05 mins)	
C	MAIN CONTENT			
6	Report of the Board of Directors.	Chairman	09.20- 09.30 (10 mins)	
7	Report on the Group's 2020 business results and 2021 development plan.	Chief Executive Officer	09.30- 09.55 (25 mins)	
8	Report of the Supervisory Board.	Head of Supervisory Board	09.55 – 10.00 (5 mins)	

No.	Content	Presenters	Time	Notes
9	Submissions for Shareholders' approval: <ul style="list-style-type: none"> - Proposal for the approval of Audited 2020 Financial Statements; - Proposal for 2020 Profit Distribution; - Proposal for Revenue, Profit After Tax Target and Profit Distribution Plan for the fiscal year 2021; - Proposal for authorizing the Board of Directors to appoint Auditing Company for the fiscal year 2021; - Proposal for the amendment of the Charter and the internal regulations on corporate governance; - Proposal for the regulations on operation of the Board of Directors; - Proposal for the regulations on operation of the Supervisory Board; - Proposal for organizing and rearrange activities; - Proposal for the resignation of a member and vote to add a member to the Board of Directors (the General Meeting of Shareholders will vote to pass this proposal before voting). 	Secretary	10.00 – 10.30 (30 mins)	
10	Approving the voting regulation and conducting to vote members of the Board of Directors.	Vote Counting Committee	10.30 – 10h45 (15 mins)	
11	Questions and Answers.	Meeting chairperson	10.45 – 11.05 (20 mins)	
12	Voting on (6), (7), (8), (9).	Secretary	11.05 – 11.15 (10 mins)	
13	Announcement on the result of vote to add member of the Board of Directors	Vote Counting Committee	11.15 – 11.20 (05 mins)	
14	Approval on the Meeting Minutes of the Annual General Meeting of Shareholders for the fiscal year 2020.	Secretary	11.20 – 11.30 (10 mins)	
D	CLOSING			
15	Announcement of the Closing	Secretary	11.30	

Ghi chú: The agenda and documents of the Annual General Meeting of Shareholders will be updated with amendments and supplements (if any) on our website www.thienlonggroup.com.

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



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

No: 01/2021/BC- ĐHĐCĐ

HCMC, 29th June, 2021

REPORT OF BOARD OF DIRECTORS ON THIEN LONG'S OPERATIONS IN 2020

The Board of Directors (BOD) would like to report to the Annual General Meeting of Shareholders of Thien Long Group on the activities of the BOD in 2020 and plan for 2021 as follows:

1. Assessment on the company's operation in 2020

In 2020, the outbreak of Covid-19 pandemic caused comprehensively and extensively adverse consequences. So far, the Covid-19 pandemic has still developed in complicated and unpredicted manner. The politics and economics in the world and region underwent fast and complex movements. Climate change, natural disaster, flood, landslide, thunderstorms, epidemic took place in many places. Amid a circumstance as tough as they come, GDP of the year 2020 still grew by 2.91%. Although such increase has been the lowest during the period of 2011 - 2020, amid the Covid-19 pandemic with complicated developments adversely hit all socio-economic aspects, this can be deemed as a great success of Vietnam. As a matter of fact, with such achievement, Vietnam was ranked in the group with the highest GDP growth in the world.

Experiencing a year of 2020 with high volatility and so many challenges, however, under the guidance of the Board of Directors, with the skill and spirit of the Board Of Management, and most importantly, the consensus of all the Employees, the Company achieved respectable outcomes, specifically:

- Consolidated net revenue was VND2,684.6 billion, or 96% of the target set out by AGM
- Consolidated Earnings after tax was VND239.8 billion, over 9% of the target set out by AGM.

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

Regime of remuneration, salary, bonus applied to the members of BOD, BOS, BOM was in compliance with the laws, in harmony with the Company's yearly salary policy and salary fund, commensurate with the responsibilities and performance of each member.

The Salaries and other gross benefits paid to the key managerial positions in 2020 were VND43.4 billion, which were presented specifically in the Notes no.39 to the audited consolidated financial statements for the year 2020.

3. Activities of the BOD in 2020

The Board of Directors all the times determines the orientation, guide, administer, and supervise the Company's operations. The Board of Directors maintained the operation in accordance with applicable laws, Charter, and Regulations on corporate governance of the Company.

In 2020, the Board of Directors held 11 meetings in order to ratify key guidance in the Company's development orientation. Some of those meetings were held to conclude strategically decisive policies on Thien Long's long term development.

Resolutions/Decisions issued include:

No.	Resolution/ Decision No.	Date	Contents approved
1	01/2020/NQ - HĐQT	17/02/2020	Ratifying the date to close the shareholders list eligible for getting second payment of cash dividend - 5% for the year 2019.
2	02/2020/NQ - HĐQT	18/03/2020	Ratifying share repurchase.
3	03/2020/NQ - HĐQT	04/05/2020	Ratifying re-appointing Mr. Nguyen Dinh Tam as CEO of Thien Long Group Corporation.
4	04/2020/NQ - HĐQT	13/05/2020	Ratifying the convention of the Annual General Meeting of Shareholders for the fiscal year 2019.
5	05/2020/NQ - HĐQT	29/05/2020	Ratifying the appointment and dismissal of managerial positions of Thien Long Group.
6	06/2020/NQ - HĐQT	08/06/2020	Approving the request of Mr. Tran Kim Thanh's resignation from Vice Chairman position and receive the information about the resignation of Mr. Tran Kim Thanh from his position of the Board of Directors' member.
7	07/2020/NQ - HĐQT	08/07/2020	Ratifying the decision on the auditing firm to audit the Company's financial statements for the year 2020 and date to close the shareholders list eligible for getting third payment of cash dividend for the fiscal year of

			2019 and the first advance payment of cash dividend for the fiscal year of 2020..
8	08/2020/NQ - HĐQT	01/10/2020	Ratifying the appointment of Mr. Teo Hwee Beng as Deputy of General Director of International Business Development of Thien Long Group Corporation as a replacement for Mr. Tran Trung Hiep.
9	09/2020/NQ - HĐQT	15/10/2020	Ratifying the regulation on deciding the employees qualified for the plan to resell the Company's treasury shares to the employees; list of the employees getting shares distributed, principle to determine offer price, and timetable.
10	10/2020/NQ - HĐQT	15/10/2020	Approving the implementation and preparation of the documents for selling treasury shares to the employees and selecting Ban Viet Securities Joint Stock Company as the agent to perform the transactions of treasury shares sale: .
11	11/2020/NQ - HĐQT	15/10/2020	Ratifying plan to use the capital obtained from selling treasury shares to the employees in the Company.
12	12/2020/NQ - HĐQT	30/10/2020	Ratifying the revision of the source to treat the difference between repurchase price and selling price of treasury shares to the employees.
13	13/2020/NQ - HĐQT	25/12/2020	Ratifying the change in head office address of Flexoffice Pte. Ltd.
14	14/2020/NQ - HĐQT	25/12/2020	Ratifying the date to close the shareholders list eligible for getting second payment of cash dividend for the year 2020.

- **Report on the adjustment the source for the difference between the purchase and selling prices of treasury shares to ensure compliance with legal regulation, as follows:**

<i>Content approved by General Meeting of Shareholders</i>	<i>Amended content</i>
<i>The method to handle the difference between the purchase and selling prices of treasury shares: Offsetting from the Investment & Development fund according to the latest audited or reviewed consolidated financial statements.</i>	<i>The method to handle the difference between the purchase and selling prices of treasury shares: Offsetting from the Share premium account according to the latest audited or reviewed consolidated financial statements</i>

- Reason for adjustment: by the Circular 200/2014/TT-BTC on guidelines for accounting policies for enterprises. Using “the Share premium account” to handle arbitrage unchanged in equity compared to the method of using “the Investment & Development fund” to handle arbitrage.
- on guidelines for accounting policies for enterprises

- **Report on the personnel appointed for the Chief Executive Officer position of the BOD**

- On 28th May, 2021, the BOD issued Resolution No. 05/2021/NQ-HĐQT to approve on the resignation letter and the dismissal of Mr. Nguyen Dinh Tam from the position of Chief Executive Officer, Chief Operating Officer of Manufacturing and Chief Manufacturing Officer of Thien Long Group Corporation from 01 June 2021.
- On 28th May, 2021, the BOD issued Resolution No. 05/2021/NQ-HĐQT to appoint *Mrs. Tran Phuong Nga as Chief Executive Officer of Thien Long Group Corporation*. This decision is effective from 01st June, 2021 to 31st May, 2024.

4. Activities of the independent Board members

As an independent member of BoD, the Independent members of BoD have always well demonstrated their performance of the roles in harmonizing the interests of stakeholders, and contributing strategic and insightful advice to the Company’s overall development. Furthermore, the independent member of BoD have all the time given orientations in management to point out potential risks in the BOD’s decisions for the purpose of risk mitigation and prevention.

5. Activities of committees under the BOD

With the function of giving advice to the Board of Directors, committees under the Board of Directors, including the Investment and Development Policy Committee, the Human resources Restructuring and Remuneration Committee, Audit Committee, and Investor Relations Committee, all well performed their roles, helped the Board of Directors supervise and control the Company's operational efficiency.

6. Investor relations and obligations to shareholders

The company has been always aware of its responsibilities as a large, listed company, as well as its relationship with the investor network.

As a result, the Company have always guaranteed the fairness and equality, and looked to the highest benefits to the Shareholders and the Investors through disclosing the information in a transparent, timely and accurate manner. The Company has continuously and promptly updated legal regulations to ensure its compliance with the regulations on information disclosure promulgated by the competent State Agencies.

In addition to the information disclosure as legally prescribed, the Company have all the times taken proactive actions in its Investor relations, updated quarterly business performance bulletin. It frequently organized meetings, attended and presented in the investor conference, which aiming to informing, sharing the information about the company to wide community of local and foreign investors.

In 2010, Thien Long made second and third cash dividend payments for the year 2019 at a payout of 5% par value each. Also, the Company made an advance cash dividend as the first time for the year 2020 at a payout of 10% par value.

7. Supervision on BOM's performance

The Board of Directors gave guideline, steered, and regularly supervised the Board of Management performance as well as its supporting team in order to ensure the BoM performance in compliance with the Company's regulations and policies.

To such a socio-economically volatile and disordering year, the Board of Management has implemented most of the tasks in consistency with the AGM's Resolutions and the BoD's Resolutions. Notably, the Board of Management reviewed and strictly followed the Company's yearly development strategy, as well as established new direction to grow in order to flexibly catch up with the market changes.

During the past year, the Board of Management essentially completed the tasks set out. At the same time, the BoM seriously adhered to the rules and regulations in managing, decentralized the management in accordance with the Charter, Governance regulation and the Company's internal regulations and the BoD's Resolutions/Decisions as well.

8. Development priorities

In order to successfully implement strategic objectives for the period of 2021 - 2025, Thien Long continued to focus on development priorities including:

- Expand value chain.
- Enhance production capacity.
- Strengthen new product development.
- Develop distribution system.

- Promote company's presence in the world market.
- Develop human resources, ensuring appropriateness for business activities in the new period.

In 2021, the BOD expects to submit to the General Shareholders Meeting for getting approval for the business targets, particularly: Net revenue of VND3,000 billion, Earnings after tax of VND280 billion, Dividend of 20%/par value.

The targets set for the year 2021 was established under the scenario that students would be back to school stably, the market would have gradually rallied and return to normal state. Due to unpredictable developments of the pandemic, the plan adjustment may be performed in line with the actual business situation from time to time

ON BEHALF OF THE BOARD OF DIRECTORS

Chairman

CO GIA THO



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness



No: 02/2021/BC-ĐHĐCĐ

HCMC, 29th June, 2021

REPORT ON THE BUSINESS RESULTS OF 2020

The Board of Management ("BOM") would like to propose to the General Meeting of Shareholders the business results of 2020 as follows:

A. OPERATIONAL ACTIVITIES AND IMPORTANT PROJECTS

I. Product capacity enhancement, input material self-sufficiency and value chain expansion

1. Applied extensive and comprehensive automation process

▪ Activities in 2020

In 2020, Thien Long Technology Division continued investing, researching, applying extensively and extensively the automation process in its manufacturing, from injecting, filling, installing to printing, inspecting and packaging. With significant breakthroughs, the automation proportion at Thien Long's factories were considerably improved from 77% in 2019 to 78.23% in 2020. As a result, the Group's general productivity has been sharply improved.

Additionally, the main materials have been gradually researched in the orientation of mass Manufacturing so that the Company can self-control the quality, price and Manufacturing technology.

▪ 2021 orientation

- Continue to improve, accelerate research and constantly update state-of-the-art technologies to be successfully applied to the states of Manufacturing, so that the Company can be proactive about producing main materials, diversifying new products and improving existing offerings.
- Continue to apply technologies for further enhancing the rate of automation in Manufacturing activities, targeting lower labor proportion, cutting costs in manufacturing new molds, machinery for the Group and the Customers, focusing on inspecting, controlling in order to strengthen the product quality.
- Attach importance to core human resources and enhance the coordination with leading experts in the world.
- Research, gradually apply digitalization in Manufacturing

2. Ink and chemical Manufacturing activities

▪ Activities in 2020

In 2020, in addition to maintaining the quality and output of ink to meet the ink demand of the Group, the Chemical Technology department focused on new product research and development

to promptly respond to the market changes due to the Covid-19 epidemic such as Convenience Soap, Dry Hand Gel, Anti-bacterial Materials used for Finger Wrap, Pen Grip ..

▪ **2021 orientation**

With a human resource with excellent expertise and deep experience, along with the cooperation of leading experts, in 2021, the chemical technology department will focus on new product research and develop in the following fields:

- Maintain the quality and enhance the capacity of stationery ink supply to thien long's manufacturing requirements.
- Continue research and development for new offerings with the care of the consumers' safety, health and convenience.
- Improve the quality and diversify art supplies and glue to meet the demand of daily use and art and craft which have been increasingly developing.
- Gradually apply environment-friendly materials to thien long products.
- Diversify industrial product lines.

Regarding Manufacturing activities, in the context of higher and higher prices of chemical, color pigment, the Chemical Technology department has been constantly looking for alternative and backup materials. In this way, the Company can stabilize its Manufacturing, the prices will be guaranteed, and notably, it is sure that the Company will always make the products in conformity with European and American safety standards.

3. Research and development (R&D)

▪ **2020 performance highlights**

Developed new products of high quality, matching with the consumer trends and needs, especially young consumers. Specifically, the department performed several tasks such as:

- Renewed designs, packages in order to draw the customers' attention.
- Strengthened brand identity of each brand by their designs.
- Boosted new products research, diversifying product portfolio to satisfy various types of customers in different segments.

▪ **2021 orientation**

- Focus on developing key new products, kinds of products catching up consumer trends, making difference for better competitiveness.
- Closely coordinate with related departments, especially Marketing and Sales in order to grasp accurately the information and requirements of the market on new products so that the new products can be marketed and reach consumers in the most effective manner. Boost combos, set; renew designs, packages, make the products more attractive.

- Do research on new technologies in combination with searching and partnering with leading experts to learn from their experience, then applying to the new product research and development to stay ahead trends of development in stationery industry.
- Foster, enhance skills and professional knowledge among research and development teams, and build up human resource including the ones who are dynamic, enthusiastic, creative, and imaginative.

4. Organizational structure and human resources

▪ 2020 performance highlights

- Consistently implemented the talent compensation policies, strengthening training and coaching to constantly upgrade the level of employees in the new context.
- The application of information technologies solutions to human resource management was still paid attention for further development The “HR management software” has been applied and constantly upgraded. Furthermore, some other software were also used such as vehicle, meeting room management, stationery distribution, etc.
- The application of software considerably reduces the time in paperwork, digitalizing a great deal of works, controlling the compliance with the Company’s and state regulations, and improving the HR and administration management skills.
- Labor force has been increasingly streamlined, especially amid the Covid-19 ravaging

▪ 2021 orientation

- Stably operate human resource management software, integrate into the project of “Digital transition” for stable operation of the system, improve and make effective use of the data in the software.
- Implement the internal restructuring of the Human Resources Administration department at the Group and its subsidiaries in accordance with the guideline proposed by the Consultant to build a professional and effective HR team so that they can take care of the tasks related to the restructuring of the whole Company.
- Boost, improve internal training, specially: Enhance the performance of the internal lectures team, training textbooks, training contents, etc.
- Strengthen recruitment activities in order to meet appropriate staffing requirements from Departments/Divisions to best serve the business and manufacturing activities.
- Improve assessment criteria to motivate the Employees, helping the Company’s objectives be achieved. Furthermore, such criteria will be based to determine pay rate, bonus, and establish promotion path.
- Apply technologies to human resource activities, enhance online training, working and meeting.

5. Develop domestic distribution system

- **2020 performance highlights**

Thien Long continued to develop the distribution system:

- Restructured the distribution system to optimize the management, cost reduction, aiming to increase business effectiveness.
- Continued to develop and strengthen the distributors system of General Trade (GT) channel, and Modern Trade (MT) channel professionally in order to ensure the growth in quality, structure as well as sales.
- Quickly implemented structure of new products, at the same time made the product quality control on the whole system from factories to the end user better and better.
- Optimized the application of Distributor Management System (DMS) to all the distributors and the customers to effectively manage and save costs, measured selling performance and improved selling effectiveness, seeking for new opportunities of sales

- **2021 orientation**

- Focus on developing new products in consistency with new trends of each category of the customers, which will positively support new sales channels and increase sales on the whole system.
- Continue to deploy retail distribution by developing points of sales and enhance the quality of Thien Long salesforce of the distributors with the technological application in customer care.
- Continue to develop brand identity, brands, and strengthen supports on selling channels with signs, light boxes, shelves, exhibits, programs provided to sales systems and end consumers.
- Continue to make effective application of technologies to support sales activities, enhance sales efficiency, and improve the quality of strategic planning.
- Strengthen e-commerce sales, including FlexOffice.com of Thien Long Group and other largest e-commerce platforms in Vietnam like Shopee, Tiki, Sendo, Lazada.
- Boost B2B sales in respect of businesses and schools.

6. Restore export activities amid general difficulty of the global economy caused by the pandemic

- **2020 performance highlights**

- In 2020, the Covid-19 epidemic was extremely complicated, causing uncountable obstacles and unprecedented difficulties as the global economies imposed shut-down orders for most of 2020. Regardless of challenges, International Business Development has managed to minimize risks and earned revenue of VND491 billion, 4% lower year over year. The

Company's export markets were the subjects to be hit at most, specifically: Philippines, Myanmar, Indonesia as well as other Southeast Asia markets. The Company's market expansion in new export markets like the Middle East was delayed.

- In response to long social distancing in many countries, the International Business Development continued strengthening interaction with consumers by enhancing the Company's online presence and started the Company's first livestreams in 2020 in Philippines and Myanmar as well. Participated in Paperworld Dubai 2020, a virtual exhibition aiming to maintain the opportunities to meet potential customers.

- **2021 orientation**

- Strengthen and develop brands in Southeast Asian markets such as the Philippines, Myanmar, Thailand, and Indonesia.
- Attract new consumers by developing new products based on the customer needs.
- Strongly focus on online activations - diversify & enhance online points of sale while maintaining a consistent brand message.
- Use cloud computing-based tools to increase efficiency in implementing local staffing in countries
- Participate in exhibitions in Germany, Japan, Brazil, and the United States in search of new partners

7. Marketing and advertisement

- **2020 performance highlights**

Amid the Covid-19 storm, Thien Long Group has been always active, flexible and felt assured despite headwinds.

1. Thien Long implemented the program "What to do at home for fun?" with the aim of reassuring the consumers and make them happy when buying goods at discounts from home.
2. A series of attractive promotions, consumer stimulus was constantly launched to create atmosphere and sales opportunities in the context of epidemic.
3. The program "Special semester" with 8 classes taking place through livestream on Facebook. These programs helped children keep their interest in learning, actively consolidate good writing, nice handwriting during the disruption.
4. Thien Long and the Central Young Pioneer Council organized a painting competition for children with the theme "Health protection and Covid-19 prevention" and the program "The handwriting from the heart" aiming to encourage the spirit of epidemic prevention and health protection.
5. New products, safe and good for health products, economical and environmentally friendly products are the keys to Thien Long's focus to develop to catch up with new consumer

trends - enabling sales points to stay ahead of the trends and increase new business opportunities.

6. Thien Long teams visited each point of sales, each store to design, install the system of counter and shelves, and well-prepared for implementing sales activities right after the pandemic being under control.

As soon as the epidemic was under the control, a series of key stimulus and sales support programs were strongly boosted by Thien Long to develop.

1. Promotional combos were widely and simultaneously launched across the country.
2. Sales stimulus program targeting the second semester examination - buy certain products to get anti-bacteria eraser.
3. Millions of sticker "school safety" were given to the consumers, which was much loved by many small children and their parents.
4. Promoted music videos namely IT'S TIME TO GO TO SCHOOL, READY FOR LEARNING WITH JOY, to inspire students to back to school.
5. Continued to boost supporting valued agents in changing signs, installing new counters and shelves, enlarging selling space.

After the pandemic, 11 key activities to support sales in order to stimulate sales growth

1. Launched promotional vouchers for students to buy the products at discount on holiday and new school year in order to stimulate consumers to visit points of sales throughout the country.
2. Launched Diem 10 product sets with promotional program for back-to-school season.
3. Organized cheerleading activities to activate sales in big points of sales nationwide.
4. Opening Box - Winning Iphone Pro program was applied to customers when buying Flexio Fx590VN, Fx680VN with probability of winning up to 100%.
5. Strongly implemented "New Colokit Vitamin" communication & sales support campaign to help children learn more happily and creatively.
6. Launched COMBO of KNOWLEDGE SUPPORTING and tens thousands of online learning vouchers to stimulate customers to buy products in combos.
7. Assigning staff to directly introduce the products at the MT and GT points of sales during the exam season, back-to-school season, Vietnam Teachers Day.
8. Launched crayon product with Doraemon film version 2020 with a series of incentives attached.
9. Strengthened investment in promoting potential products, and the new generation of Thien Long "Eco Friendly" products - environmentally friendly products.

10. Cooperated with VTV7, Thanh Nien Newspaper in the program of promoting Flexio calculators to help build the trust among target customers in the product, increase sales opportunities for Agents.

Promoted the campaign of “FIGHTING! BE CONFIDENT AND DO IT WELL!” (in Vietnamese: “FIGHTING! TỰ TIN THI TỐT NHÉ!”) with combos for exam season for candidates in the University Entrance Exam Support 2020

▪ **2021 orientation**

In 2021, marketing, product and brand promotions will be directed towards Thien Long 40th anniversary:

- Implement counters and shelves professionally across the country as well as point of sales materials specialized for each key product of the category. Professionalize and synchronize brand images at the points of sales.
- Create promotion programs for the end users in order to attract sales, stimulate the consumers to buy the products. Strengthen promoting new products, strategic products on media channels, selling channels, in order to widely introduce the products to the consumers, stimulate sales growth.
- Focus on communication, advertising activities, facilitating a number of target products and industries such as dry glue, scientific calculator, fountain pens ...to grow; at the same time expanding the categories to meet other consumer needs for FlexHome brand
- Household stationery products.
- Build and develop the process of making new products more professionally from the stage of idea generation to the stage of reaching consumers. Accordingly, Marketing function will restructure its human resource to realize the objectives.
- In addition to promoting brands and products, Thien Long will utilize other seasons of sales during the year and try to initiate sales from activities, programs for community such as University Entrance Exam Support, Sharing with Teachers, For Green School, Color Festival, Love Vietnam handwriting...
- Build a digital transformation platform to grasp opportunities as well as anticipate market risks in order to create appropriate, breakthrough and pioneering marketing programs.
- Strengthen communication internally and socially with activities oriented towards Thien Long 40th anniversary.

8. Digital transformation and Information technology

In 2021, TLG will focus on the Digital transformation and Information Technology plan as follows:

- Establishing a roadmap of Digital transformation covering the entire value chain of the Group (Business plan; Product development; Materials supply; Production; Warehouse; Sales and distribution; after sales).
- Developing a roadmap of infrastructure transformation, information security; core system; Information Technology operation, etc. to ensure that the digital platform will give the best support to the digital transformation;
- Transforming human resources, enhancing the employees' awareness of the digital transformation through communication, training, workshop to promote change and creativity.
- Analyzing the practicality of the digital projects (digital initiatives), making appropriate technological proposal, clearly defining targeted KPIs of each digital initiative, and calculating ROI, proposing the implementation roadmap that will be systematically and comprehensively connected

B. FINANCIAL PERFORMANCE

Please refer to attached Report on audited consolidated and separate financial performance of 2020.

**ON BEHALF OF THE BOARD OF MANAGEMENT
CHIEF EXECUTIVE OFFICER
TRAN PHUONG NGA**



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness



No: 01/2021/TT - ĐHĐCĐ

Ho Chi Minh City, 29th June 2021

**PROPOSAL TO
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2020**

Re: Approving the Audited Financial Statements for 2020

- 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.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approving the 2020 Separate Financial Statements and the 2020 Consolidated Financial Statements of Thien Long Group Corporation which were audited by PwC (Vietnam) Limited.

The audited separate and consolidated financial statements for 2020 have been disclosed according to the regulations and publicized on the Company's website, including the following:

1. Independent auditors' report;
2. Balance sheet as at 31/12/2020;
3. Income statement for the year 2020;
4. Cash flow statement;
5. Notes to financial statements.

Consolidated and Separate Financial statements of 2020 are attached.

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

ON BEHALF OF THE BOARD OF DIRECTORS

Chairman

CO GIA THO



THIÊN LONG GROUP CORPORATION

**CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**



THIEN LONG GROUP CORPORATION

**CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

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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 18th amendment dated 29 June 2020.	
Board of Directors	Mr. Co Gia Tho Mr. Tran Kim Thanh Mr. Tran Le Nguyen Mr. Huynh Van Thien Ms. Tran Thai Nhu Ms. Co Ngan Binh Ms. Co Cam Nguyet Mr. Tran Van Hung Mr. Tayfun Uner Mr. Pham Tri Nguyen	Chairman Vice Chairman (until 24 June 2020) Member Member Member Member Member Member Member Member (from 24 June 2020)
Board of Supervision	Ms. Nguyen Thi Bich Nga Mr. Dinh Duc Hau Ms. Ta Hong Diep	Head Member Member
Board of Management	Mr. Nguyen Dinh Tam Mr. Truong Anh Hao Mr. Bui Van Huong Mr. Phan Nhut Phuong Mr. Nguyen Thuong Viet Mr. Teo Hwee Beng Ms. Tran Phuong Nga Mr. Tran Trung Hiep	Chief Executive Officer Deputy General Director Deputy General Director Deputy General Director Deputy General Director Deputy General Director (from 1 October 2020) Deputy General Director Deputy General Director (until 1 October 2020)
Other Management	Mr. Nguyen Ngoc Nhon Mr. Dinh Quang Hung Mr. Pham Huu Chi Mr. Nguyen Duc Hanh Mr. Diep Bao Tinh Mr. Trinh Van Hao Ms. Huynh Ngoc Bao Thi	Chief Accountant Director of Production Director of Product Design and Development Director of Information Technology Director of Technology Director of Marketing Director of Chemical Technology

THIEN LONG GROUP CORPORATION

CORPORATE INFORMATION (continued)

Legal Representative	Mr. Co Gia Tho	Chairman
Registered office	Lot 6-8-10-12, Street No. 3, Tan Tao Industrial Park, Tan Tao A Ward, Binh Tan District, Ho Chi Minh City, Vietnam	
Auditor	PwC (Vietnam) Limited	

THIEN LONG GROUP CORPORATION

STATEMENT OF RESPONSIBILITY OF THE BOARD OF MANAGEMENT OF THE COMPANY IN RESPECT OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Legal Representative of Thien Long Group Corporation ("the Company") has authorised the Board of the Company to be 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 2020, 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 Board of Management 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 Board of Management 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 Board of Management 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.

APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

We hereby approve the accompanying consolidated financial statements as set out on pages 6 to 46 which give a true and fair view of the consolidated financial position of the Group as at 31 December 2020, and of the consolidated results of its operations and consolidated its 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.



On behalf of the Board of Management,

Nguyen Dinh Tam
Authorised signatory
Authorised by Legal Representative

Ho Chi Minh City, Vietnam
30 March 2021



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 2020 and approved by the Board of Management of the Company on 30 March 2021. The consolidated financial statement comprise the consolidated balance sheet as at 31 December 2020, 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 6 to 46.

The Board of Management's Responsibility

The Board of Management 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 Board of Management 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 Board of Management, 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 2020, its consolidated financial performance and consolidated cash flows of the Group 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 Matters

The consolidated financial statements for the year ended 31 December 2019 were audited by another auditor whose independent auditor's report dated 30 March 2020, expressed an unmodified opinion on those statements.

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

Report reference number: HCM10511
Ho Chi Minh City, 30 March 2021

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

THIEN LONG GROUP CORPORATION
Form B 01 – DN/HN
**CONSOLIDATED BALANCE SHEET
AS AT 31 DECEMBER 2020**

Code	ASSETS	Note	Closing balance VND	Opening balance VND
100	CURRENT ASSETS		1,701,751,836,942	1,830,894,396,372
110	Cash and cash equivalents	3	371,680,211,939	190,855,576,577
111	Cash		152,680,211,939	99,855,576,577
112	Cash equivalents		219,000,000,000	91,000,000,000
120	Short-term investment		372,000,000,000	466,000,000,000
123	Held-to-maturity investments	4(a)	372,000,000,000	466,000,000,000
130	Short-term receivables		415,009,507,750	581,476,470,866
131	Short-term trade receivables	5	386,750,747,429	540,254,253,737
132	Short-term prepayments to suppliers	6	16,500,972,908	18,195,133,300
136	Other short-term receivables	7	11,926,026,574	23,941,767,031
137	Provision for doubtful debts – short-term		(168,239,161)	(914,683,202)
140	Inventories	8	530,224,405,469	582,361,530,894
141	Inventories		554,826,392,930	611,220,729,006
149	Provision for decline in value of inventories		(24,601,987,461)	(28,859,198,112)
150	Other current assets		12,837,711,784	10,200,818,035
151	Short-term prepaid expenses	9(a)	12,713,482,192	7,897,754,885
152	Value added tax ("VAT") deductibles		109,174,138	2,288,007,696
153	Tax and other receivables from the State		15,055,454	15,055,454
200	LONG-TERM ASSETS		612,847,304,820	586,009,531,603
210	Long-term receivable		4,636,517,123	3,084,864,613
216	Other long-term receivables		4,636,517,123	3,084,864,613
220	Fixed assets		463,588,241,667	464,236,995,775
221	Tangible fixed assets	10(a)	438,944,610,201	434,775,531,550
222	Historical cost		990,029,869,959	916,525,121,861
223	Accumulated depreciation		(551,085,259,758)	(481,749,590,311)
227	Intangible fixed assets	10(b)	24,643,631,466	29,461,464,225
228	Historical cost		67,792,297,411	67,432,574,911
229	Accumulated amortisation		(43,148,665,945)	(37,971,110,686)
240	Long-term asset in progress		13,434,075,449	26,712,919,979
242	Construction in progress	11	13,434,075,449	26,712,919,979
250	Long-term investments		21,942,320,000	21,092,112,000
253	Investments in other entities	4(b)	30,685,000,000	30,685,000,000
254	Provision for long-term investments	4(b)	(8,742,680,000)	(9,592,888,000)
260	Other long-term assets		109,246,150,581	70,882,639,236
261	Long-term prepaid expenses	9(b)	80,297,126,389	39,582,025,338
262	Deferred income tax assets	19	28,949,024,192	31,300,613,898
270	TOTAL ASSETS		2,314,599,141,762	2,416,903,927,975

The notes on pages 10 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 2020
 (continued)

Code	RESOURCES	Note	Closing balance VND	Opening balance VND
300	LIABILITIES		566,339,505,472	609,917,056,329
310	Short-term liabilities		499,556,492,085	554,653,680,656
311	Short-term trade payables	12	113,224,556,606	181,300,286,706
312	Short-term advances from customers	13	6,686,687,740	2,570,299,065
313	Tax and other payables to the State	14	18,846,224,521	31,734,854,675
314	Payables to employees		23,820,358,291	25,924,624,973
315	Short-term accrued expenses	15	93,748,732,179	96,724,794,495
319	Other short-term payables	16	90,142,614,189	9,028,740,183
320	Short-term borrowings	17(a)	147,248,648,694	195,113,477,671
322	Bonus and welfare fund	24	5,838,669,865	12,256,602,888
330	Long-term liabilities		66,783,013,387	55,263,375,673
338	Long-term borrowings	17(b)	31,807,692,298	25,846,153,842
342	Provision for long-term liabilities	18	34,975,321,089	29,417,221,831
400	OWNERS' EQUITY		1,748,259,636,290	1,806,986,871,646
410	Capital and reserves		1,748,259,636,290	1,806,986,871,646
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	392,944,802,300
417	Foreign exchange differences	21	92,630,401	-
418	Investment and development fund	21	199,910,168,556	158,019,722,556
421	Undistributed earnings	21	408,678,823,562	478,077,816,790
421a	- Undistributed post-tax profits of previous years		330,722,692,813	233,121,320,737
421b	- Undistributed post-tax profits of current year		77,956,130,749	244,956,496,053
440	TOTAL RESOURCES		2,314,599,141,762	2,416,903,927,975

Dao Xuan Nam
Preparer

Nguyen Ngoc Nhon
Chief Accountant

Nguyen Dinh Tam
Chief Executive Officer
30 March 2021



The notes on pages 10 to 46 are an integral part of these consolidated financial statements.

THIEN LONG GROUP CORPORATION

Form B 02 – DN/HN

CONSOLIDATED INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2020

Code		Note	Current year VND	Previous year VND
01	Revenue from sales of goods		2,738,400,566,048	3,298,710,950,005
02	Less deductions		(53,848,615,712)	(46,229,433,953)
10	Net revenue from sales of goods	28	2,684,551,950,336	3,252,481,516,052
11	Cost of goods sold	29	(1,654,810,794,517)	(2,054,990,358,755)
20	Gross profit from sales of goods		1,029,741,155,819	1,197,491,157,297
21	Financial income	30	26,526,594,813	29,972,019,720
22	Financial expenses	31	(15,968,918,896)	(14,334,036,161)
23	- Including: Interest expense	31	(11,853,821,706)	(11,434,553,822)
25	Selling expenses	32	(488,676,448,608)	(500,044,195,759)
26	General and administration expenses	33	(254,856,941,468)	(285,140,218,494)
30	Net operating profit		296,765,441,660	427,944,726,603
31	Other income		8,799,926,472	9,723,383,622
32	Other expenses		(1,927,894,452)	(817,351,647)
40	Net other income	34	6,872,032,020	8,906,031,975
50	Net accounting profit before tax		303,637,473,680	436,850,758,578
51	Corporate income tax ("CIT") - current	35	(61,440,847,225)	(94,012,038,665)
52	CIT - deferred	35	(2,351,589,706)	6,248,329,163
60	Net profit after tax		239,845,036,749	349,087,049,076
Attributable to:				
61	Owners of the Company		239,845,036,749	349,087,049,076
70	Basic earnings per share	25(a)	2,775	4,084
71	Diluted earnings per share	25(b)	2,775	4,084

Dao Xuan Nam
Preparer

Nguyen Ngoc Nhon
Chief Accountant

Nguyen Dinh Tam
Chief Executive Officer
30 March 2021



The notes on pages 10 to 46 are an integral part of these consolidated financial statements.

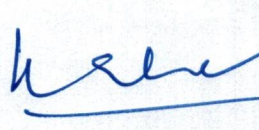
THIEN LONG GROUP CORPORATION
Form B 03 – DN/HN
**CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2020
(Indirect method)**

Code	Note	Current year VND	Previous year VND
CASH FLOWS FROM OPERATING ACTIVITIES			
01		303,637,473,680	436,850,758,578
	Net accounting profit before tax		
	Adjustments for:		
02	Depreciation and amortisation	80,427,015,086	77,552,153,082
03	(Reversal of provisions)/provisions	(9,843,622,423)	8,626,055,304
04	Unrealised foreign exchange losses	284,619,586	16,650,960
05	Profits from investing activities	(22,385,207,920)	(57,340,235,185)
06	Interest expense	11,853,821,706	11,434,553,822
08	Operating profit before changes in working capital	363,974,099,715	477,139,936,561
09	Decrease/(increase) in receivables	163,476,604,891	(226,056,564,034)
10	Decrease in inventories	56,523,700,153	92,205,148,534
11	(Decrease)/increase in payables	(60,624,667,853)	66,510,228,951
12	Increase in prepaid expenses	(33,310,311,486)	(12,229,001,807)
14	Interest paid	(12,125,598,196)	(11,425,842,447)
15	CIT paid	(67,079,096,806)	(87,578,360,119)
17	Other payments on operating activities	(42,265,374,888)	(40,396,702,157)
20	Net cash inflows from operating activities	368,569,355,530	258,168,843,482
CASH FLOWS FROM INVESTING ACTIVITIES			
21	Purchases of fixed assets and other long-term assets	(85,086,927,060)	(84,540,730,238)
22	Proceeds from disposals of fixed assets	1,020,459,916	96,605,895,895
23	Term deposits placed at banks	(464,500,000,000)	(619,000,000,000)
24	Collection of term deposits placed at banks	558,500,000,000	153,000,000,000
27	Dividends and interest received	28,851,374,215	11,134,804,294
30	Net cash inflows/(outflows) from investing activities	38,784,907,071	(442,800,030,049)
CASH FLOWS FROM FINANCING ACTIVITIES			
31	Proceeds from issuance of shares	15,000,000,000	414,663,619,300
32	Payments for share repurchases	(46,311,318,529)	-
33	Proceeds from borrowings	694,739,377,675	631,294,976,475
34	Repayments of borrowings	(736,642,668,196)	(632,495,287,408)
36	Dividends paid	(153,373,200,000)	(183,880,080,350)
40	Net cash (outflows)/inflows from financing activities	(226,587,809,050)	229,583,228,017
50	Net increase in cash and cash equivalents	180,766,453,551	44,952,041,450
60	Cash and cash equivalents at beginning of year	190,855,576,577	145,861,230,396
61	Effect of foreign exchange differences	58,181,811	42,304,731
70	Cash and cash equivalents at the end of year	371,680,211,939	190,855,576,577

Additional information relating to the cash flow statement are presented in Note 38.



Dao Xuan Nam
Preparer



Nguyen Ngoc Nhon
Chief Accountant



Nguyen Dinh Tam
Chief Executive Officer
30 March 2021

The notes on pages 10 to 46 are an integral part of these consolidated financial statements.



THIÊN LONG GROUP CORPORATION

**SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

THIEN LONG GROUP CORPORATION

**SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

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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 18 th amendment dated 29 June 2020.	
Board of Directors	Mr. Co Gia Tho Mr. Tran Kim Thanh Mr. Tran Le Nguyen Mr. Huynh Van Thien Ms. Tran Thai Nhu Ms. Co Ngan Binh Ms. Co Cam Nguyet Mr. Tran Van Hung Mr. Tayfun Uner Mr. Pham Tri Nguyen	Chairman Vice Chairman (until 24 June 2020) Member Member Member Member Member Member Member Member (from 24 June 2020)
Board of Supervision	Ms. Nguyen Thi Bich Nga Mr. Dinh Duc Hau Ms. Ta Hong Diep	Head Member Member
Board of Management	Mr. Nguyen Dinh Tam Mr. Truong Anh Hao Mr. Bui Van Huong Mr. Phan Nhut Phuong Mr. Nguyen Thuong Viet Mr. Teo Hwee Beng Ms. Tran Phuong Nga Mr. Tran Trung Hiep	Chief Executive Officer Deputy General Director Deputy General Director Deputy General Director Deputy General Director Deputy General Director (from 1 October 2020) Deputy General Director Deputy General Director (until 1 October 2020)
Other Management	Mr. Nguyen Ngoc Nhon Mr. Dinh Quang Hung Mr. Pham Huu Chi Mr. Nguyen Duc Hanh Mr. Diep Bao Tinh Mr. Trinh Van Hao Ms. Huynh Ngoc Bao Thi	Chief Accountant Director of Production Director of Product Design and Development Director of Information Technology Director of Technology Director of Marketing Director of Chemical Technology

THIEN LONG GROUP CORPORATION

CORPORATE INFORMATION (continued)

Legal Representative

Mr. Co Gia Tho

Chairman

Registered office

Lot 6-8-10-12, Street No. 3, Tan Tao Industrial Park,
Tan Tao A Ward, Binh Tan District, Ho Chi Minh City, Vietnam

Auditor

PwC (Vietnam) Limited

THIEN LONG GROUP CORPORATION

STATEMENT OF RESPONSIBILITY OF THE BOARD OF MANAGEMENT OF THE COMPANY IN RESPECT OF THE SEPARATE FINANCIAL STATEMENTS

The Legal Representative of Thien Long Group Corporation ("the Company") has authorised the Board of Management of the Company to be 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 2020, 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 Board of Management 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 Board of Management 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 Board of Management 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.

APPROVAL OF THE SEPARATE FINANCIAL STATEMENTS

We hereby approve the accompanying separate financial statements as set out on pages 6 to 45 which give a true and fair view of the separate financial position of the Company as at 31 December 2020, 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 2020 in order to obtain full information of the consolidated financial position and consolidated results of operations and consolidated cash flows of the Group.

On behalf of the Board of Management,



Nguyen Dinh Tam
Authorised signatory
Authorised by Legal Representative

Ho Chi Minh City, Vietnam
30 March 2021



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 2020 and approved by the Board of Management of the Company on 30 March 2021. The separate financial statements comprise the separate balance sheet as at 31 December 2020, 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 6 to 45.

The Board of Management's Responsibility

The Board of Management 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 Board of Management 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 Board of Management, 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 2020, its separate financial performance and separate cash flows of the Company 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 Matters

The separate financial statements for the year ended 31 December 2019 were audited by another auditor whose independent auditor's report dated 30 March 2020, expressed an unmodified opinion on those statements.

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

Report reference number: HCM10510
Ho Chi Minh City, 30 March 2021



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

THIEN LONG GROUP CORPORATION
Form B 01 – DN
**SEPARATE BALANCE SHEET
AS AT 31 DECEMBER 2020**

Code	ASSETS	Note	Closing balance VND	Opening balance VND
100	CURRENT ASSETS		1,103,635,395,472	1,181,077,565,545
110	Cash and cash equivalents	3	188,887,911,614	95,182,150,747
111	Cash		39,887,911,614	35,182,150,747
112	Cash equivalents		149,000,000,000	60,000,000,000
120	Short-term investment		371,000,000,000	455,000,000,000
123	Held-to-maturity investments	4(a)	371,000,000,000	455,000,000,000
130	Short-term receivables		347,064,708,819	399,943,282,836
131	Short-term trade receivables	5	335,921,716,604	379,453,325,099
132	Short-term prepayments to suppliers	6	2,549,537,276	4,583,637,847
136	Other short-term receivables	7	8,593,454,939	15,906,319,890
140	Inventories	8	193,550,196,844	224,360,492,399
141	Inventories		210,804,351,343	244,131,127,790
149	Provision for decline in value of inventories		(17,254,154,499)	(19,770,635,391)
150	Other current assets		3,132,578,195	6,591,639,563
151	Short-term prepaid expenses	9(a)	3,082,065,299	5,336,533,074
152	Value Added Tax ("VAT") deductibles		50,512,896	1,255,106,489
200	LONG-TERM ASSETS		756,191,963,258	793,473,537,123
210	Long-term receivable		974,197,328	982,197,328
216	Other long-term receivables		974,197,328	982,197,328
220	Fixed assets		277,402,468,250	300,934,545,660
221	Tangible fixed assets	10(a)	260,618,108,738	279,673,183,462
222	Historical cost		630,011,343,568	609,545,103,709
223	Accumulated depreciation		(369,393,234,830)	(329,871,920,247)
227	Intangible fixed assets	10(b)	16,784,359,512	21,261,362,198
228	Historical cost		56,444,177,475	56,186,334,975
229	Accumulated amortisation		(39,659,817,963)	(34,924,972,777)
240	Long-term asset in progress		9,683,872,726	15,343,777,869
242	Construction in progress	11	9,683,872,726	15,343,777,869
250	Long-term investments		453,224,125,002	457,535,411,000
251	Investments in subsidiaries	4(b)	441,061,033,000	436,443,299,000
253	Investments in other entities	4(b)	30,685,000,000	30,685,000,000
254	Provision for long-term investments	4(b)	(18,521,907,998)	(9,592,888,000)
260	Other long-term assets		14,907,299,952	18,677,605,266
261	Long-term prepaid expenses	9(b)	6,444,039,156	8,591,789,315
262	Deferred income tax assets	18	8,463,260,796	10,085,815,951
270	TOTAL ASSETS		1,859,827,358,730	1,974,551,102,668

The notes on pages 10 to 45 are an integral part of these separate financial statements.

THIEN LONG GROUP CORPORATION

Form B 01 – DN

SEPARATE BALANCE SHEET
AS AT 31 DECEMBER 2020
(continued)

Code	RESOURCES	Note	Closing balance VND	Opening balance VND
300	LIABILITIES		350,444,037,458	396,307,363,904
310	Short-term liabilities		314,539,903,071	347,280,554,231
311	Short-term trade payables	12	61,206,028,095	127,701,152,292
312	Short-term advances from customers		724,001,863	1,717,101,219
313	Tax and other payables to the State	13	11,010,735,080	19,378,215,706
314	Payables to employees		9,012,260,500	10,279,436,227
315	Short-term accrued expenses	14	36,113,689,505	37,934,959,235
319	Other short-term payables	15	82,785,936,892	4,826,713,390
320	Short-term borrowings	16(a)	107,848,581,271	133,192,700,274
322	Bonus and welfare fund	23	5,838,669,865	12,250,275,888
330	Long-term liabilities		35,904,134,387	49,026,809,673
338	Long-term borrowings	16(b)	15,507,692,298	25,846,153,842
342	Provision for long-term liabilities	17	20,396,442,089	23,180,655,831
400	OWNERS' EQUITY		1,509,383,321,272	1,578,243,738,764
410	Capital and reserves		1,509,383,321,272	1,578,243,738,764
411	Owners' contributed capital	19, 20	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	20	361,633,483,771	392,944,802,300
418	Investment and development fund	20	199,910,168,556	158,019,722,556
421	Undistributed earnings	20	169,895,138,945	249,334,683,908
421a	- Undistributed post-tax profits of previous years		101,979,559,931	1,756,596,159
421b	- Undistributed post-tax profit of current year		67,915,579,014	247,578,087,749
440	TOTAL RESOURCES		1,859,827,358,730	1,974,551,102,668



Dao Xuan Nam
Preparer



Nguyen Ngoc Nhon
Chief Accountant



Nguyen Dinh Tam
Chief Executive Officer
30 March 2021

The notes on pages 10 to 45 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 2020

Code	Note	Current year VND	Previous year VND
01	Revenue from sales of goods	1,218,831,381,120	1,552,890,373,261
02	Less deductions	(29,606,245,522)	(7,881,176,843)
10	Net revenue from sales of goods	1,189,225,135,598	1,545,009,196,418
11	Cost of goods sold	(751,535,358,828)	(972,166,203,965)
20	Gross profit from sales of goods	437,689,776,770	572,842,992,453
21	Financial income	92,730,007,490	147,756,382,062
22	Financial expenses	(19,268,754,354)	(7,390,818,227)
23	- Including: Interest expense	(8,025,135,335)	(6,810,048,759)
25	Selling expenses	(84,945,486,542)	(127,546,648,440)
26	General and administration expenses	(160,694,109,888)	(180,149,563,024)
30	Net operating profit	265,511,433,476	405,512,344,824
31	Other income	5,568,027,523	4,936,029,476
32	Other expenses	(270,238,793)	(13,438,927)
40	Net other income	5,297,788,730	4,922,590,549
50	Net accounting profit before tax	270,809,222,206	410,434,935,373
51	Corporate income tax ("CIT") - current	(39,382,182,037)	(59,752,004,007)
52	CIT - deferred	(1,622,555,155)	1,025,709,406
60	Net profit after tax	229,804,485,014	351,708,640,772



Dao Xuan Nam
Preparer



Nguyen Ngoc Nhon
Chief Accountant



Nguyen Dinh Tam
Chief Executive Officer
30 March 2021

The notes on pages 10 to 45 are an integral part of these separate financial statements.

**SEPARATE CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2020
(Indirect method)**

Code	Note	Current year VND	Previous year VND
CASH FLOWS FROM OPERATING ACTIVITIES			
01		270,809,222,206	410,434,935,373
		Net accounting profit before tax	
		Adjustments for:	
02		50,099,274,064	48,401,782,932
		Depreciation and amortisation	
03		3,628,325,364	5,068,164,429
		Provisions	
04	28	201,898,528	30,591,878
		Unrealised foreign exchange losses	
05	27, 31	(90,549,346,959)	(176,084,758,297)
		Profits from investing activities	
06	28	8,025,135,335	6,810,048,759
		Interest expense	
08		242,214,508,538	294,660,765,074
		Operating profit before changes in working capital	
09		46,278,871,756	(94,015,305,826)
		Decrease/(increase) in receivables	
10		33,456,140,524	90,986,205,242
		Decrease in inventories	
11		(70,996,542,819)	59,221,190,108
		(Decrease)/increase in payables	
12		6,431,187,204	(167,931,811)
		Decrease/(increase) in prepaid expenses	
14		(8,284,411,916)	(6,779,914,506)
		Interest paid	
15	13	(44,166,240,219)	(54,383,165,834)
		CIT paid	
17		(42,265,374,888)	(40,375,256,157)
		Other payments on operating activities	
20		162,668,138,180	249,146,586,290
		Net cash inflows from operating activities	
CASH FLOWS FROM INVESTING ACTIVITIES			
21		(25,386,793,201)	(49,181,674,744)
		Purchases of fixed assets and other long-term assets	
22			
		Proceeds from disposals of fixed assets and long-term assets	
		437,590,909	95,728,545,908
23		(464,500,000,000)	(608,000,000,000)
		Term deposits placed at banks	
24		548,500,000,000	153,000,000,000
		Collection of term deposits placed at banks	
25		(4,617,734,000)	(236,943,299,000)
		Investments in other entities	
27		96,990,117,556	130,890,761,403
		Dividends and interest received	
30		151,423,181,264	(514,505,666,433)
		Net cash inflows/(outflows) from investing activities	
CASH FLOWS FROM FINANCING ACTIVITIES			
31	19(c)	15,000,000,000	414,663,619,300
		Proceeds from issuance of shares	
32	19(c)	(46,311,318,529)	-
		Payments for share repurchases	
33		413,283,526,881	375,723,452,207
		Proceeds from borrowings	
34		(448,966,107,428)	(358,635,447,015)
		Repayments of borrowings	
36	22	(153,373,200,000)	(183,880,080,350)
		Dividends paid	
40		(220,367,099,076)	247,871,544,142
		Net cash (outflows)/inflows from financing activities	
50		93,724,220,368	(17,487,536,001)
		Net increase/(decrease) in cash and cash equivalents	
60	3	95,182,150,747	112,647,434,664
		Cash and cash equivalents at beginning of year	
61		(18,459,501)	22,252,084
		Effect of foreign exchange differences	
70	3	188,887,911,614	95,182,150,747
		Cash and cash equivalents at the end of year	

Additional information relating to the cash flow statement are presented in Note 34.

Dao Xuan Nam
Preparer

Nguyen Ngoc Nhon
Chief Accountant

Nguyen Dinh Tam
Chief Executive Officer
30 March 2021

The notes on pages 10 to 45 are an integral part of these separate financial statements.

**NOTES TO THE SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**
1 GENERAL INFORMATION

Thien Long Group Corporation (the "Company") is a joint stock company established in Socialist Republic of Vietnam pursuant to Enterprise registration certificate No. 0301464830 dated 14 March 2005 which was issued by the Department of Planning and Investment of Ho Chi Minh City and the 18th amendment dated 29 June 2020.

The Company's shares were listed on the Ho Chi Minh Stock Exchange ("HOSE") on 26 March 2010 with securities code ("TLG") pursuant to Decision No. 20/QD-SGDHCM dated 2 February 2010 of the HOSE.

Owners' of the Company include Thien Long An Thinh Investment Corporation, NWL Cayman Holdings Ltd., a company incorporated in the United Kingdom, Mr. Co Gia Tho and other shareholders. Details of the capital contribution are presented in Note 19(b).

The Company's business sectors are manufacturing and trading.

The principal activities are to manufacture and trade stationeries products, classroom equipment, plastic teaching instruments, plastic household appliances, stamps printing, tampon (pad) printing, flexo printing and performing screen - printing and pressing on products.

The normal business cycle of the Company is 12 months.

As at 31 December 2020, the Company had 6 subsidiaries as disclosed in Note 4(b) – Investments. Details are as follows:

	Principal activities	Places of incorporation and operation	As at end of year and beginning of year	
			% of ownership	% of voting Rights
Thien Long Long Thanh Manufacturing and Trading Company Limited	Manufacturing and trading stationery	Dong Nai Province	100%	100%
Thien Long Global Trading and Service One Member Company Limited	Trading stationery	Ho Chi Minh City	100%	100%
Tan Luc South Trading and Service One Member Company Limited	Trading stationery	Ho Chi Minh City	100%	100%
Tan Luc North Trading and Service One Member Company Limited	Trading stationery	Ha Noi City	100%	100%
Tan Luc Middle Trading and Service One Member Company Limited	Trading stationery	Da Nang City	100%	100%
Flexoffice Pte. Ltd.	Trading stationery	Singapore	100%	100%

As at end of year, the Company had 1,229 employees (as at beginning of year: 1,441 employees).



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness



No: 02/2021/TT - ĐHĐCĐ

Ho Chi Minh City, 29th June 2021

**PROPOSAL TO
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2020**

Re: Approving the profit distribution for 2020 and authorizing the Board of Directors to conduct the profit distribution for 2020

- 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 2020 Audited Consolidated Financial Statements of Thien Long Group Corporation;
- Pursuant to the Meeting Minutes of the Board of Directors No.10/2021/BBH-HĐQT dated 28 May 2021.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approving the profit distribution for the fiscal year 2020 as below:

No.	Profit distribution	Amount (thousand VND)
1	Consolidated profit after tax for 2020	239,845,037
	- Dividends for 2020 (20%/par value)	155,588,906
	- Investment & Development fund (12% of profit after tax)	28,781,404
	- Bonus and welfare fund (10% of profit after tax)	23,984,504
	- Bonus for the Board of Directors for exceeding the 2020 profit target	1,984,504
	- Bonus for the Board of Management and Employees for exceeding the 2020 profit target	7,938,015
	- Remuneration and cost for the Board of Directors and the Board of Supervisors in 2020	7,800,000
2	Retained earnings after distribution	13,767,704

Hereinafter respectfully submitted to the General Meeting of Shareholders for consideration, approval and authorization for the Board of Directors to conduct the profit distribution 2020.

ON BEHALF OF THE BOARD OF DIRECTORS

Chairman

CO GIA THO



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness



No: 03/2021/TT - ĐHĐCĐ

Ho Chi Minh City, 29th June 2021

**PROPOSAL TO
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2020**

Re: Approving the target of revenue, profit and 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 Meeting Minutes of the Board of Directors No. 10/2021/BBH-HĐQT dated 28 May 2021.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approving the target of revenue, profit and the profit distribution plan for 2021 as below:

1) Plan of revenue, profit for 2021:

- Net revenue : VND 3,000 billion
- Consolidated profit after tax : VND 280 billion

2) Plan of profit distribution for 2021:

- Dividends for 2021 : planned 20%/par value
- Investment and development fund : 12% of profit after tax
- Bonus and welfare fund : 10% of profit after tax
- Remuneration and cost for the Board of Directors : VND 9.5 billion/year
and the Board of Supervisors

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

ON BEHALF OF THE BOARD OF DIRECTORS

Chairman

CO GIA THO



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness



No: 04/2021/TT - ĐHĐCĐ

Ho Chi Minh City, 29th June 2021

**PROPOSAL TO
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2020**

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

Dear the General Meeting of Shareholders,

The Board of Supervisors respectively submits to the General Meeting of Shareholders to approve the proposal of selecting independent auditing of the Company's financial statements 2021 as follows:

- Select one (01) from three (03) following Auditing Companies to audit the Company's Financial Statements 2021:
 1. Deloitte Vietnam Company Limited;
 2. PricewaterhouseCoopers Vietnam Company Limited;
 3. Ernst & Young Vietnam Company Limited.
- Authorize the Board of Directors to select an audit firm.

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

**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



No: 05/2021/TT - ĐHĐCĐ

Ho Chi Minh City, 29th June 2021

**PROPOSAL TO
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2020**

Re: Approving of amendments and supplements to the Charter and Internal Regulations on Corporate Governance

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;
- Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 guidelines for implementation of some articles on administration to public companies in the government's decree no. 155/2020/ND-CP dated december 31, 2020 elaborating some articles of the law on securities;
- Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;
- Pursuant to the Meeting Minutes of the Board of Directors No. 10/2021/BBH-HĐQT dated 28 May 2021.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approving the amendments and supplements to the Charter and Internal Regulations on Corporate Governance attached to this proposal.

Attachments:

- Charter on Organization and Operation of Thien Long Group Corporation;
- Internal Regulations on Corporate Governance.

Hereinafter respectfully submitted 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: 06/2021/TT - ĐHĐCĐ

Ho Chi Minh City, 29th June 2021

**PROPOSAL TO
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2020**

Re: Approving the Operation Regulation of the Board of Directors

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;
- Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 guidelines for implementation of some articles on administration to public companies in the government's decree no. 155/2020/ND-CP dated december 31, 2020 elaborating some articles of the law on securities;
- Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;
- Pursuant to the Meeting Minutes of the Board of Directors No. 10/2021/BBH-HĐQT dated 28 May 2021.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approving the Operation Regulation of the Board of Directors attached to this proposal.

Attachments:

- The Operation Regulation of the Board of Directors of Thien Long Group Corporation;

Hereinafter respectfully submitted 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

DRAFT

REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS

HCMC, 29th June 2021

Pursuant to the Law on Securities dated November 26, 2019;

Pursuant to the Law on Enterprises dated June 17, 2020;

Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;

Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance providing guidelines for implementation of some Articles on administration of public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;

Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;

Pursuant to the Resolution dated 29 June 2021 of the Annual General Meeting of Shareholders for the fiscal year of 2020;

The Board of Directors promulgates the regulations on operation of the Board of Directors of Thien Long Group Corporation.

Chapter I

GENERAL PROVISIONS

Article 1. Scope and regulated entities

1. Scope: the Regulations on Operation of the Board of Directors provide for the organizational structure, operating principles, rights and obligations of the Board of Directors and its members in order to ensure that its operation is conformable with the Law on Enterprises, the Company's Charter and relevant laws.
2. Regulated entity: Board of Directors and its members.

Article 2. Operating principles

1. The Board of Directors shall work on the collective principle. Each member of the Board of Directors shall be responsible for the performance of his/her own tasks and be jointly responsible to the GMS and the law for the resolutions and decisions of the Board of Directors regarding development of the Company.
2. The Board of Directors shall assign the Director/General Director to organize the implementation of the resolutions and decisions of the Board of Directors.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have all the rights specified in the Law on Securities, relevant laws and the Company's Charter, including the right to be provided with information and documents about the finance and business performance of the Company and its units.

2. Members of the Board of Directors have the obligations specified in the Company's Charter and the following obligations:

a) Perform their duties in an honest and prudent manner for the best interests of the Company and its shareholders;

b) Attend all meetings of the Board of Directors and comment on the raised issues;

c) Promptly and fully inform the Board of Directors of the remunerations paid by the subsidiary companies, associate companies and other organizations;

d) Inform the Board of Directors during the nearest meeting of transactions between the Company, subsidiary companies and other companies over 50% charter capital of which is held by the Company with members of the Board of Directors and their related persons; transactions between the Company with companies whose founders or managers are members of the Board of Directors over the last 03 years from the transaction date;

dd) Disclose information when trading the Company's shares as prescribed by law.

3. Independent members of the Board of Directors shall prepare reports on performance of the Board of Directors.

Article 4. Rights to be provided with information of members of the Board of Directors

1. Members of the Board of Directors have all the rights to request the Director/General Director, Deputy Director/Deputy General Director, other managers of the Company to provide information and documents about the finance and business performance of the Company and its units.

2. The requested managers shall fully and accurately provide the information and documents requested by the members of the Board of Directors following the procedures specified in the following Charter.

Article 5. Term of office and quantity of members of the Board of Directors

1. The Board of Directors has 03 – 11 members.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and has no term limit. An individual may only be elected as independent member of the Board of Directors of a company for up to 02 consecutive terms.

3. In case the term of office all members of the Board of Directors end at the same time, all of them will remain members of the Board of Directors until new members are elected and take over the work, unless otherwise prescribed by the Company's Charter.

4. The Company's Charter shall specify the number, rights, obligations, organization and cooperation of independent members of Board of Directors.

Article 6. Requirements to be satisfied by members of the Board of Directors

1. A member of the Board of Directors shall satisfy the following requirements:

a) He/she is not any of the persons specified in Clause 2 Article 17 of the Law on Enterprises;

b) He/she has qualifications and experience of business administration or in same fields or business lines of the Company. A member is not necessarily a shareholder of the Company, unless otherwise prescribed by the Company's Charter;

c) A member of the Board of Directors of may concurrently hold the position of member of Board of Directors of another company;

d) Members of the Board of Directors of state-owned enterprises prescribed in Point b Clause 1 Article 88 of the Law on Enterprises and subsidiary companies of state-owned enterprise according to Clause 1 Article 88 of the Law on Enterprises must not be relatives of the Director/General Director, other managers of the Company and the persons having the power to designate managers of the parent company;

dd) [He/she satisfy other requirements specified in the Company's Charter].

2. An independent member of the Board of Directors prescribed in Point b Clause 1 Article 137 of the Law on Enterprises shall satisfy the following requirements:

a) He/she is not working for the Company, parent company or subsidiary companies of the Company; he/she is not a person who used to work for the Company, parent company or subsidiary companies of the Company over the last 03 years;

b) He/she is not a person who is receiving salary or remuneration from the Company, except the allowances to which members of the Board of Directors are entitled as per regulations;

c) His/her spouse, biological parents, adoptive parents, biological children, adopted children, siblings are not major shareholders of the Company; are not managers of the Company or its subsidiary companies;

d) He/she does not directly or indirectly hold at least 01% of the total voting shares of the Company;

dd) He/she does not hold the position of member of the Board of Directors or Board of Controllers of the Company over the last 05 years, unless he/she is designated for 02 consecutive terms;

e) [Other requirements specified in the Company's Charter].

3. The independent member of the Board of Directors shall inform the Board of Directors when he/she no longer fully satisfies the requirements specified in Clause 2 of this Article and is obviously no longer an independent member from the day on which such requirements

are not fully satisfied. The Board of Directors shall report this during the nearest GMS or convene the GMS to elect or replace the independent member within 06 months from the day on which the notice is received from the disqualified member.

Article 7. President of the Board of Directors

1. The President of the Board of Directors shall be elected among the members of the Board of Directors by the Board of Directors, and dismissed by the Board of Directors.

2. The President of the Board of Directors must not concurrently hold the position of Director/General Director.

3. Rights and obligations of the President of the Board of Directors:

a) Formulate operating plans and programs of the Board of Directors;

b) Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors;

c) Organize the ratification of resolutions and decisions of the Board of Directors;

d) Supervise the process of implementation of resolutions and decisions of the Board of Directors;

dd) Chair the GMS;

e) Other rights and obligations prescribed by the Law on Enterprises and [the Company's Charter].

4. In case the President of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new President within [10 days] from the resignation or dismissal date. In case the President of the Board of Directors is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the President of the Board of Directors in accordance with the Company's Charter. In case no one is authorized or the President of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of President of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

5. Where necessary, the Board of Directors may assign a Company's secretary, who has the following rights and obligations:

a) Assist in convening the GMS; take minutes of meetings;

b) Assist members of the Board of Directors in performance of their rights and obligations;

- c) Assist the Board of Directors in application and implementation of company administration rules;
- d) Assist the Company in development of relationship with shareholders, protection of their lawful rights and interests; provision and disclosure of information, and completion of administrative procedures;
- dd) Other rights and obligations prescribed by [the Company's Charter].

Article 8. Dismissal, replacement and addition of members of the Board of Directors

1. A member of the Board of Directors will be dismissed by the GMS in the following cases:

- a) He/she does not fully satisfy the requirements specified in Article 155 of the Law on Enterprises;
- b) He/she hands in resignation letter which is accepted;
- c) Other cases specified in the Company's Charter.

2. A member of the Board of Directors will be discharged by the GMS in the following cases:

- a) He/she fails to participate in activities of the Board of Directors for 06 consecutive months, except in force majeure events;
- b) Other cases specified in the Company's Charter.

3. Where necessary, the GMS may replace, dismiss and discharge members of the Board of Directors in cases other those specified in Clause 1 and Clause 2 of this Article.

4. The Board of Directors shall convene the GMS to elect additional members of the Board of Directors in the following cases:

- a) The number of members of the Board of Directors decreases by more than one third of the number specified in the Company's Charter, in which case the Board of Directors shall convene the GMS within 60 days from the said date;
- b) The number of independent members of the Board of Directors falls below the minimum number specified in Point b Clause 1 Article 137 of the Law on Enterprises;
- c) Except in the cases specified in Point a and Point b of this Clause, the GMS shall elect new members to replace those who have been dismissed or discharged in the latest meeting.

Article 9. Method for election, dismissal and discharge of members of the Board of Directors

1. The shareholder or group of shareholders that holds at least [10%] of total ordinary shares or [a smaller amount specified in the Company's Charter] is entitled to nominate candidates to the Board of Directors. Unless otherwise prescribed by [the Company's Charter], candidates shall be nominated as follows:

a) The group of shareholders that nominate candidates to the Board of Directors must inform the participating shareholders of the meeting before the opening of the GMS;

b) Depending on the quantity of members of the Board of Directors, the shareholders or groups of shareholders prescribed in this Clause may nominate one or a number of candidates according to the decision of the GMS to the Board of Directors. In case the number of nominated candidates is smaller than the number specified in the decision of the GMS, the remaining candidates shall be nominated by Board of Directors and other shareholders.

2. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the Company's Charter, company administration regulations and regulations on operation of the Board of Directors. This must be announced before the GMS starts to vote for members of the Board of Directors as prescribed by law.

3. [Unless otherwise prescribed by the Company's Charter], the voting on members of Board of Directors shall be carried out by cumulative voting. This means each shareholder has a number of votes that is equivalent to their shares multiplied by the number of members of the Board of Directors, and may cast all or some of the votes for one or some candidates. Elected members of the Board of Directors shall be chosen according to number of votes received in descending order until the minimum number specified in the Company's Charter is reached. In case 02 or more candidates for the last member of the Board of Directors receive the same number of votes, they will undergo another voting or be selected according to the voting regulations of the Company's Charter.

4. The election, dismissal and discharge of members of the Board of Directors shall be decided by the GMS by voting.

Article 10. Announcement of election, dismissal and discharge of members of the Board of Directors

1. After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of member of the Board of Directors. Information about candidates includes:

a) Full name, date of birth;

b) Qualifications;

c) Work experience;

d) Other managerial positions (including positions in the Board of Directors of other companies);

dd) Interests relevant to the Company and the Company's related parties;

e) Other information (if any) specified in the Company's Charter;

g) The public company shall publish information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions and their interests in these companies (if any).

2. The results of election, dismissal and discharge of members of the Board of Directors shall be announced in accordance with regulations on information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the GMS.

2. Rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the GMS. To be specific:

a) Decide the strategy, medium-term development and annual business plans of the Company;

b) Propose types of authorized shares and quantity of each type;

c) Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;

D) Decide selling prices for shares and bonds of the Company;

dd) Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;

e) Decide investment plans and investment projects within its jurisdictions and limits prescribed by law;

g) Decide solutions for market development, marketing and technology;

h) Approve contracts for purchase, sale, lending and other contracts and transactions that are worth at least [35%] of the total assets written the Company's latest financial statement, [unless another ratio or value is prescribed by the Company's Charter], contracts and transactions within the jurisdiction of the GMS as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Law on Enterprises;

i) Elect, dismiss, discharge the President of the Board of Directors; designate, discharge, conclude and terminate contracts with the Director/General Director and other key managers prescribed by the Company's Charter; decide salaries, remunerations, bonuses and other

benefits of these managers; authorize representatives to participate in the Board of Members or GMS of other companies; decide their remunerations and other benefits;

k) Supervise the Director/General Director and other managers operating everyday business of the Company;

l) Decide the organizational structure, rules and regulations of the Company, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises;

m) Approve the agenda and documents serving the GMS; convene the GMS or collect comments for the GMS to ratify its resolutions;

n) Submit audited annual financial statements to the GMS;

o) Propose dividends; decide the deadlines and procedures for paying dividends or settling losses incurred during business operation;

p) Propose re-organization, dissolution of the Company; request bankruptcy of the Company;

q) Decide promulgation of operation regulations of the Board of Directors, internal regulations on company administration after they are ratified by the GMS; decide promulgation of operating regulations of the Audit Committee affiliated to the Board of Directors, regulations on information disclosure;

r) Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of law and the Company's Charter.

3. The Board of Directors shall ratify resolutions and decisions by voting at meetings, questionnaire survey or other methods prescribed by the Company's Charter. Each member of the Board of Directors has one vote.

4. In case a resolution or decision is ratified by the Board of Directors against regulations of law, resolution of the GMS or the Company's Charter and thus causes damage to the Company, the members who vote for ratification of such resolution or decision shall be jointly responsible and pay compensation for the Company; the members who vote against the unconformable resolution or decision are exempt from responsibility. In this case, shareholders of the Company are entitled to request the court to suspend the unconformable resolution or decision.

Article 12. Duties and entitlements of the Board of Directors in approving and concluding transaction contracts

1. The Board of Directors is entitled to approve any contract and transaction that is worth less than 35% of total assets or that leads to a total transaction value of less than 35% of total assets over 12 months from the occurrence of the first transaction according to the latest financial statement, or a smaller ratio or value prescribed by the Company, between the Company and any of the following entities:

- Members of the Board of Directors, members of the Board of Controllers, the Director/General Director, other managers and their related persons;
- Shareholders, authorized representatives of shareholders that hold over 10% of the Company's ordinary shares and their related persons;
- Enterprises that are related to the entities specified in Clause 2 Article 164 of the Law on Enterprises.

2. The Company's representatives shall send notices to members of the Board of Directors and the Board of Controllers when signing contracts and conducting transactions of the entities related to such contracts and transactions and enclose the draft contracts or transaction descriptions. The Board of Directors shall decide whether to approve the contract or transaction within 15 days from the receipt of the notice, unless another time limit is specified by the Company's Charter. Members of the Board of Directors having interests related to the parties to the contract or transaction must not vote.

Article 13. Responsibility of the Board of Directors to convene extraordinary GMS

1. The Board of Directors shall convene an extraordinary GMS in the following cases:

- a) It is considered necessary for the Company's interests by the Board of Directors;
- b) The remaining number of Board of Directors or Board of Controllers is smaller than the minimum number prescribed by law;
- c) It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises; the request shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made into multiple copies with signatures of relevant shareholders;
- d) It is requested by the Board of Controllers;
- dd. Other cases prescribed by law and the Company's Charter.

2. Convening the extraordinary GMS

[Unless otherwise prescribed by the Company's Charter], the Board of Directors shall convene the GMS within [30] days from the day on which the number of members of the Board of Directors, independent members of the Board of Directors or members of the Board of Controllers falls below the minimum number specified in the Company's Charter, or the date of request mentioned in Point c and Point d Clause 1 of this Article;

3. The person who convenes the GMS shall perform the following tasks:

- a) Compile a list of shareholders having the right to participate in the meeting;
- b) Provide information and settle complaints relevant to the list of shareholders;
- c) Prepare the meeting agenda and contents;

d) Prepare meeting documents;

dd) Draft the resolution of the GMS according to the meeting contents; compile a list of candidates and their details in case of election of members of the Board of Directors and the Board of Controllers;

e) Determine the meeting time and location;

g) Send invitations to the shareholders having the right to participate in the meeting in accordance with the Law on Enterprises;

h) Other tasks serving the meeting.

Article 14. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The quantity of members of each subcommittee shall be decided by the Board of Directors with at least [03 persons] that are members of the Board of Directors and external members. [Independent members of the Board of Directors/non-executive members of the Board of Directors] shall make up a majority of the subcommittee and one of these members shall be designated as the chief of the subcommittee under a decision of the Board of Directors. The subcommittees shall operate in accordance with regulations of the Board of Directors. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings.

2. The implementation of decisions of the Board of Directors or its subcommittees shall be conformable with applicable regulations of law, the Company's Charter and company administration regulations.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The President of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 working days after the same Board of Directors is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 person to convene the Board of Directors.

2. The Board of Directors shall have at least 01 meeting per quarter and may have ad hoc meetings.

3. The President of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a) The meeting is requested by the Board of Controllers or independent members of the Board of Directors;

- b) The meeting is requested by the Director/General Director or at least 05 more managers;
 - c) The meeting is requested by at least 02 members of the Board of Directors;
 - d) [Other cases prescribed by the Company's Charter].
4. The request for meeting mentioned in Clause 3 must be made in writing, specify the purposes, issues that need discussing and deciding by the Board of Directors.
5. The President of the Board of Directors shall convene the Board of Directors within 07 working days from the receipt of the request mentioned in Clause 3 of this Article. Otherwise, the President of the Board of Directors shall be responsible for the damage incurred by the Company; the requester is entitled to convene the meeting instead of the President of the Board of Directors.
6. The President of the Board of Directors or the person who convenes the meeting of the Board of Directors shall send invitations at least [03 working days] before the meeting [unless otherwise prescribed by the Company's Charter]. The invitation shall specify the meeting time, location, agenda, issues that need discussing and deciding. The invitation shall be enclosed with documents to be used at the meeting and votes.

The invitations to the meeting of the Board of Directors may be a physical invitation, by phone, fax, email or other forms prescribed by the Company's Charter as long as they are delivered to the mailing address of each member of the Board of Directors registered at the Company.

7. The President of the Board of Directors or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the Board of Controllers.

Members of the Board of Controllers are entitled to participate and discuss in meetings of the Board of Directors but must not vote.

8. The meeting of the Board of Directors shall be opened when it is participated in by three fourths (3/4) of the members. In case the number of participating members is not adequate, the second meeting shall be convened within [07 days] from the intended date of the first meeting, [unless a shorter time limit is prescribed by the Company's Charter]. The second meeting shall be opened when it is participated in by more than half of the members of the Board of Directors.

9. It is considered that a member of the Board of Directors participates and votes in a meeting when he/she:

- a) Participates and votes in person at the meeting;
- b) Authorizes another person to participate in the meeting and vote in accordance with Clause 11 of this Article;
- c) Participates and votes at an online meeting; cast electronic votes or in other electronic forms;

d) Sends his/her votes by mail, fax or email;

dd) Sends his/her votes using other means [prescribed by the Company's Charter].

10. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the President of the Board of Directors at least 01 hour before the opening hour. The votes shall only be opened in the presence of all participants.

11. The members shall participate in all meetings of the Board of Directors. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of the members of the Board of Directors.

12. [Unless a higher ratio is prescribed by the Company's Charter], a resolution or decision of the Board of Directors will be ratified if it is approved by the majority of the participating members. In case of a tie, the President of the Board of Directors shall have the casting vote.

Article 17. Minutes of meetings of the Board of Directors

1. Minutes of all meetings of the Board of Directors shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:

a) The enterprise's name, headquarters address, identification number;

b) The meeting time and location;

c) Purposes, agenda and contents of the meeting;

d) Full name of every participating member and their authorized participants; full names of absent members and reasons;

dd) Issues to be discussed and voted at the meeting;

e) Summaries of opinions of each participating member in chronological order;

g) The voting result, including specific members that cast affirmative votes, negative votes and abstentions;

h) Ratified issues and ratio of affirmative votes;

i) Full names and signatures of the chair and minutes taker, except in the case specified in Clause 2 of this Article.

2. In case the chair or minutes take refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members and have adequate contents according to Points a, b, c, d, dd, e, g and h Clause 1 o this Article.

3. The chair, minutes taker and other persons who sign the minutes shall be responsible for its truthfulness and accuracy.

4. The minutes of meeting of the Board of Directors and other documents used in the meeting shall be retained at the Company's headquarters.

5. The minutes in Vietnamese and foreign languages have equal legal value. In case of discrepancies between the Vietnamese version and the foreign language version, the former shall apply.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 18. Submission of annual reports

1. At the end of the fiscal year, the Board of Directors shall submit the following reports to the GMS:

- a) The Company's income statement;
- b) The financial statement;
- c) The report on management and administration of the Company;
- d) Verification report by the Board of Controllers.

2. The reports mentioned in Points a, b and c Clause 1 of this Article shall be sent to the Board of Controllers for verification at least 30 days before the opening date of the GMS unless otherwise prescribed by the Company's Charter.

3. The reports mentioned in Clause 1 and Clause 2 of this Article, verification reports of the Board of Controllers and audit reports shall be retained at the Company's headquarters at least 10 days before the opening date of the GMS unless a longer time is prescribed by the Company's Charter. The shareholders that have held the Company's shares for at least 01 years are entitled to examine the reports mentioned in this Article themselves or together with their lawyers, accountants or audits who have practicing certificates.

Article 19. Remunerations, bonuses and other benefits of members of the Board of Directors

1. The Company is entitled to pay remunerations and bonuses to members of the Board of Directors according to business performance.

2. Members of the Board of Directors are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The Board of Directors shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the Board of Directors shall be decided by the annual GMS.

3. Remunerations of each member of the Board of Directors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax,

presented in a separate section of the Company's annual financial statement and reported at the annual GMS.

4. [Members of the Board of Directors who are holding the executive positions or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors].

5. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the GMS, the Board of Directors or its subcommittees.

6. Members of the Board of Directors may have liability insurance purchased by the Company if this is approved by the GMS. This insurance does not cover liability of members of the Board of Directors relevant to violations against the law and the Company's Charter.

Article 20. Disclosure of related interests

If the Company's Charter does not have tighter restrictions, interests and related persons of the Company shall be disclosed as follows:

1. Members of the Board of Directors shall declare their related interests, including:
 - a) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises in which they have stakes or shares; their holdings and time of holdings;
 - b) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises they and their related persons jointly or separately hold stakes or shares that are worth more than 10% of charter capital.
2. The information mentioned in Clause 1 of this Article shall be declared within 07 working days from the occurrence date of related interests; any revision shall be informed to the Company within 07 working days from its occurrence date.
3. Before performing any task within the scope of operation of the Company, whether in their own names or others, members of the Board of Directors must explain the nature and contents of these tasks to the Board of Directors and may only perform them if they are approved by the majority of the remaining members of the Board of Directors. Otherwise, any income generated by such activity will belong to the Company.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 21. Relationship between members of the Board of Directors

1. The relationships between members of the Board of Directors are cooperation. Members of the Board of Directors are responsible for informing each other of the issues that occur during the performance of their assigned tasks.

2. During performance of their tasks, the member in charge shall coordinate operations of other members if they are relevant to his/her tasks. In case of disagreements among members of the Board of Directors, the member in charge shall submit a report to the President of the Board of Directors for consideration or hold a meeting of members of the Board of Directors in accordance with regulations of law, the Company's Charter and this document.

3. In case of reassignment among members of the Board of Directors, they shall hand over relevant tasks and documents. The handover shall be recorded in writing and reported to the President of the Board of Directors.

Article 22. Relationship with the executive board

With the administration role, the Board of Directors shall promulgate resolutions, which will be implemented by the Director/General Director, supervise and inspect the implementation of such resolutions.

Article 23. Relationship with the Board of Controllers or Audit Committee

1. The relationship between the Board of Directors and the Board of Controllers or Audit Committee is cooperation. The Board of Directors shall work with the Board of Controllers or Audit Committee on equality and independence principles; cooperate and assist one another in performance of their tasks.

2. When receiving inspection records or consolidated reports of the Board of Controllers or Audit Committee, the Board of Directors shall examine them and request relevant units to formulate plans and promptly make rectifications.

Chapter VII

IMPLEMENTATION CLAUSES

Article 24. Effect

The Regulations on Operation of the Board of Directors of Thien Long Group Corporation. consists of 08 chapters, 24 articles and comes into force from 29/06/2021



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness



No: 07/2021/TT - ĐHĐCĐ

Ho Chi Minh City, 29th June 2021

**PROPOSAL TO
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2020**

Re: Approving the Operation Regulation of the Supervisory Board

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;
- Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 guidelines for implementation of some articles on administration to public companies in the government's decree no. 155/2020/ND-CP dated december 31, 2020 elaborating some articles of the law on securities;
- Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation.

Board of Supervisors respectfully submits to the General Meeting of Shareholders for approving the Operation Regulation of the Supervisory Board attached to this proposal.

Attachments:

- The Operation Regulation of the Supervisory Board of Thien Long Group Corporation;

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

**ON BEHALF OF THE BOARD OF SUPERVISORS
HEAD OF THE BOARD OF SUPERVISORS
NGUYEN THI BICH NGA**

THIEN LONG GROUP CORPORATION

DRAFT

REGULATIONS ON OPERATION OF THE BOARD OF CONTROLLERS

HCMC, 29th June 2021

Pursuant to the Law on Securities dated November 26, 2019;

Pursuant to the Law on Enterprises dated June 17, 2020;

Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;

Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance providing guidelines for implementation of some Articles on administration of public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;

Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;

Pursuant to the Resolution dated 29 June 2021 of the Annual General Meeting of Shareholders for the fiscal year of 2020;

The Board of Controllers promulgates the Regulations on Operation of the Board of Controllers of Thien Long Group Corporation;

The Regulations on Operation of the Board of Controllers of Thien Long Group Corporation has the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope and regulated entities

1. Scope: the Regulations on Operation of the Board of Controllers provide for the organizational structure, operating principles, requirements, rights and obligations of the Board of Controllers and its members prescribed by the Law on Enterprises, the Company's Charter and relevant regulations.

2. Regulated entities: the Board of Controllers and its members.

Article 2. Operating principles

The Board of Controllers shall work on the collective principle. Members of the Board of Controllers shall be personally responsible for the performance of his/her own tasks and be jointly responsible to the GMS and the law for the tasks and decision of the Board of Controllers.

Chapter II

MEMBERS OF THE BOARD OF CONTROLLERS (CONTROLLERS)

Article 3. Rights, obligations and responsibilities of members of the Board of Controllers

1. Comply with regulations of law, the Company's Charter, resolutions of the GMS and professional ethics in performance of their duties.
2. Perform their rights and obligations in an honest and prudent manner for the best and lawful interests of the Company.
3. Be loyal to the interests of the Company and shareholders; Do not abuse power, position or use information, secrets, business opportunities and other assets of the Company for personal gain or serving the interests of any other organization or individual.
4. Other obligations prescribed by the Law on Enterprises and the Company's Charter.
5. In case violations against regulations of Clauses 1, 2, 3 and 4 of this Article cause damage to the Company or other persons, members of the Board of Controllers shall personally or jointly pay compensation for such damage. The income and benefits earned by the members of the Board of Controllers from these violations shall be returned to the Company.
6. In case a member of the Board of Controllers is found to be violating his rights and obligations, a written notice shall be sent to the Board of Controllers requesting the violator to stop committing the violations and take remedial measures.

Article 4. Term of office and quantity of members of the Board of Controllers

1. The Board of Controllers has [... members] (03 – 05 members). The term of office of members of the Board of Controllers shall not exceed 05 years without term limit.
2. Members of the Board of Controllers are not necessarily shareholders of the Company.
3. More than half of the members of the Board of Controllers must be residents of Vietnam.
4. In case the term of office of all members of the Board of Controllers end before new members are elected, the existing members shall keep performing their rights and obligations until new members are elected and take over their tasks.

Article 5. Requirements to be satisfied by members of the Board of Controllers

1. A member of the Board of Controller shall satisfy the following requirements:
 - a) He/she is not any of the persons specified in Clause 2 Article 17 of the Law on Enterprises;
 - b) He/she is trained in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation;
 - c) He/she is not a relative of any member of the Board of Directors, the General Director or any other managers;

- d) He/she is not an manager, not necessarily a shareholder or employee of the Company, [unless otherwise prescribed by the Company's Charter];
- dd) He/she does not work in the Company's accounting or finance department;
- e) He/she is not a member of employee of the accredited audit organization that is auditing the Company's financial statements over the last 03 years;
- g) Other requirements prescribed by law and [the Company's Charter].

Article 6. Chief Controller

1. The Chief Controller shall have a bachelor's degree or higher in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation [unless higher qualifications are required by the Company's Charter].
2. The Chief Controller shall be elected by the Board of Controllers among its members; the election, dismissal and discharge of the Chief Controller shall be carried out under the majority rule.
3. Rights and obligations of the Chief Controller shall be specified in the Company's Charter.

Article 7. Nomination and self-nomination of members of the Board of Controllers

1. The shareholder or group of shareholders that holds at least [10%] of total ordinary shares or [a smaller amount specified in the Company's Charter] is entitled to nominate candidates to the Board of Controllers. [Unless otherwise prescribed by the Company's Charter], candidates shall be nominated as follows:

- a) The group of shareholders that nominate candidates to the Board of Controllers must inform the participants of the meeting before the opening of the GMS;
- b) Depending on the quantity of members of the Board of Controllers, the shareholders or groups of shareholders prescribed I this Clause may nominate one or some candidates according to the decision of the GMS to the Board of Controllers. In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the GMS, the remaining candidates shall be nominated by Board of Directors, the Board of Controllers and other shareholders.

2. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Controllers shall nominate more candidates or organize the nomination in accordance with the Company's Charter and administration regulations and operating regulations of the Board of Controllers. This must be announced before the GMS starts to vote for members of the Board of Controllers as prescribed by law.

Article 8. Method for election, dismissal and discharge of members of the Board of Controllers

1. The election, dismissal and discharge of members of the Board of Controllers shall be carried out by the GMS.

2. [Unless otherwise prescribed by the Company's Charter], the voting on members of Board of Controllers shall be carried out by cumulative voting. This means each shareholder has a number of votes that is equivalent to their shares multiplied by the number of members of the Board of Controllers, and may cast all or some of the votes for one or some candidates. Elected members of the Board of Controllers shall be chosen according to number of votes received in descending order until the minimum number specified in the Company's Charter is reached. In case 02 or more candidates for the last member of the Board of Directors receive the same number of votes, they will undergo another voting or be selected according to the voting regulations of the Company's Charter.

Article 9. Cases of dismissal, discharge of members of the Board of Controllers

1. A member of the Board of Controllers will be dismissed by the GMS in the following cases:

a) He/she no longer fully satisfies the requirements specified in Article 169 of the Law on Enterprises;

b) He/she hands in resignation letter which is accepted;

c) Other cases specified in the Company's Charter.

2. A member of the Board of Controllers will be discharged by the GMS in the following cases:

a) He/she fails to fulfill the assigned tasks and duties;

b) He/she fails to perform his/her rights and obligations for 06 consecutive months, except in force majeure events;

c) He/she commits multiple or serious violations against obligations of members of the Board of Controllers prescribed by the Law on Enterprises and the Company's Charter.

d) Other cases specified in the resolution of the GMS.

Article 10. Announcement of election, dismissal and discharge of members of the Board of Controllers

1. After candidates for members of the Board of Controllers have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of member of the Board of Directors. Information about candidates includes:

a) Full name, date of birth;

- b) Qualifications;
 - c) Work experience;
 - d) Other managerial positions;
 - dd) Interests relevant to the Company and the Company's related parties;
 - e) Other information (if any) specified in the Company's Charter;
 - g) The Company shall disclose information about the companies in which the candidates are holding managerial positions and their interests in these companies (if any).
2. The results of election, dismissal and discharge of members of the Board of Controllers shall be announced in accordance with regulations on information disclosure.

Chapter III

BOARD OF CONTROLLERS

Article 11. Rights, obligations and responsibilities of the Board of Controllers

1. Supervise the Board of Directors, the Director/General Director managing and operating the Company.
2. Inspect the rationality, legitimacy, truthfulness and prudence in business operation and management; the systematization, uniformity and appropriateness of accounting, statistics production and preparation of financial statement.
3. Inspect the adequacy, legitimacy and truthfulness of income statements, annual and 6-month financial statements of the Company; assess management tasks performed by the Board of Directors; submit reports to the annual GMS. Review contracts and transactions with related persons within the authority to approve of the Board of Directors or the GMS; offer recommendations concerning these contracts and transactions.
4. Review, inspect, evaluate the effectiveness of the internal control, audit, risk management and early warning of the Company.
5. Examine accounting books, accounting records and other documents of the Company; management and operation of the Company where necessary or under the resolution of the GMS or at the request of the shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises.
6. Within 07 working days from the receipt of the request from the shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises, the Board of Controllers shall carry out an inspection. Within 15 days from the end of the inspection, the Board of Controllers shall submit an inspection report to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Board of Controllers must not affect the normal operation of the Board of Directors and the Company's business operation.

7. Propose changes and improvements to the organizational structure, supervision and administration mechanism to the Board of Directors or the GMS.
8. Whenever a member of the Board of Directors, the Director/General Director is found to be violating Article 165 of the Law on Enterprises, promptly send a notice to the Board of Directors requesting the violator to stop the violation and take remedial measures.
9. Participate and discuss in meetings of the GMS, the Board of Directors and other meetings of the Company.
10. Employ independent counselors and internal audits of the Company to serve the performance of their tasks.
11. The Board of Controllers may consult with the Board of Directors before submitting its reports, verdicts and proposals to the GMS.
12. Inspect specific issues relevant to the Company management and administration at the request of the shareholders.
13. Request the Board of Directors to convene an extraordinary GMS.
14. Convene the GMS instead of the Board of Directors within 30 days if the Board of Directors fails to do it as prescribed in Clause 3 Article 140 of the Law on Enterprises.
15. Request the President of the Board of Directors to convene meeting of the Board of Directors.
16. Examine, extract, copy all or part of the list of related persons and interests prescribed in Clause 1 and Clause 2 Article 164 of the Law on Enterprises.
17. Submit and request the GMS to approve the list of accredited audit organizations, which will audit the Company's financial statements; accredited audit organization shall also audit the Company's operation where necessary.
18. Take responsibility to the shareholders for the supervision tasks performed by the Board of Controllers.
19. Supervise the Company's finance, lawfulness of operation of members of the Board of Directors, the Director/General Director and other managers.
20. Cooperate with the Board of Directors, the Director/General Director and shareholders.
21. Send a written notice to the Board of Directors within 48 hours after discovery of violations against the law or the Company's Charter by a member of the Board of Directors, General Director/Director or another executive of the Company, and request the violator to stop committing the violations and take remedial measures.
22. Formulate the Regulations on Operation of the Board of Controllers and submit them to the GMS for ratification.

23. Witness the vote counting by the Board of Directors and issue a vote counting record if requested by the Board of Directors in case of questionnaire survey for ratification of the GMS' resolution.

24. The Chief Controller shall preside over the election of the chair of the GMS in case the President is absent or temporarily unable to work while the remaining members of the Board of Directors cannot elect a chair. In this case, the person who receives the most votes shall chair the meeting.

25. Perform other rights and obligations prescribed by the Law on Enterprises, the Company's Charter and the resolution of the GMS.

Article 12. Rights to be provided with information of the Board of Controllers

1. Documents and information shall be sent to members of the Board of Controllers at the same time and using the same method as those applied to members of the Board of Directors, including:

a) Meeting invitations, questionnaires for members of the Board of Directors and enclosed documents;

b) The resolutions, decisions and minutes of the GMS and meetings of the Board of Directors;

c) Reports submitted by the Director/General Director to the Board of Controllers or other documents issued by the Company.

2. Members of the Board of Controllers are entitled to access the Company's documents retained at its headquarters, branches and other locations; enter the working locations of the Company's managers and employees during office hours.

3. The Board of Directors, its members, the Director/General Director and other managers shall provide accurate, adequate and timely information and documents about the Company's management and operation at the request of the Board of Controllers or its members.

Article 13. Responsibility of the Board of Controllers to convene extraordinary GMS

1. The Board of Controllers shall convene the GMS instead of the Board of Directors within 30 days if the Board of Directors fails to convene the GMS in the following cases:

a) The number of members of the Board of Controllers drops below the minimum number prescribed by law;

b) It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises;

c) An extraordinary GMS is requested by the Board of Controllers but not convened by the Board of Directors, [unless otherwise prescribed by the Company's Charter].

2. In case the Board of Controllers does not convene the GMS as per regulations, the Board of Controllers shall pay damage incurred by the Company.

3. The costs of convening and conducting the GMS as prescribed Clause 1 of this Article shall be reimbursed by the Company.

Chapter IV

MEETINGS OF THE BOARD OF CONTROLLERS

Article 14. Meetings of the Board of Controllers

1. The Board of Controllers shall have at least 02 meetings per year. Each meeting must be participated in by at least two thirds (2/3) of its members.

2. The Board of Controllers is entitled to request members of the Board of Directors, THE Director/General Director and representatives of the accredited audit organization to participate in its meetings and clarify raised issues.

Article 15. Minutes of meetings of the Board of Controllers

Minutes of these meetings must be detailed, bear the signatures of the minute taker and participating members. All minutes of meetings of the Board of Controllers must be retained in order to attribute responsibility of each member.

Chapter V

REPORTING AND DISCLOSURE OF INTERETS

Article 16. Submission of annual reports

Reports to be submitted by the Board of Controllers at annual GMS include:

1. Reports on the Company's business performance, performance of the Board of Directors, the Director/General Director, which shall be submitted to the annual GMS for approval.

2. The self-assessment report on performance of the Board of Controllers and its members.

3. Remunerations, operating costs and other benefits of the Board of Controllers and each of its members.

4. Summaries of meetings of the Board of Controllers, verdicts and proposals of the Board of Controllers; result of supervision of the Company's operation and finance.

5. Assessment reports on transactions between the Company, subsidiary companies and other companies over 50% charter capital of which is held by the public company with members of the Board of Directors, the Director/General Director and their related persons; transactions between the Company with companies whose founders or managers are members of the Board of Directors over the last 03 years from the transaction date.

6. Result of supervision of the Board of Directors, the General Director/Director and other executives.
7. Evaluation of cooperation between the Board of Controllers, the Board of Directors, the Director/General Director and shareholders.
8. Submit and request the GMS to approve the list of accredited audit organizations, which will audit the Company's financial statements; accredited audit organization shall also audit the Company's operation where necessary.

Article 17. Salaries and other benefits

[Unless otherwise prescribed by the Company's Charter], the salaries, remunerations, bonuses and other benefits of members of the Board of Controllers shall comply with the regulations below:

1. Members of the Board of Controllers shall receive salaries, remunerations, bonuses and other benefits under the decision of the GMS. The GMS shall decide the salaries, remunerations, bonuses and other benefits and annual budget of the Board of Controllers.
2. Members of the Board of Controllers shall the reasonable costs of accommodation, travel and independent counseling services reimbursed. The total costs must not exceed the annual budget of the Board of Controllers which has been approved by the GMS, unless otherwise decided by the GMS.
3. Salaries and operating costs of the Board of Controllers shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement.

Article 18. Disclosure of related interests

1. Members of the Board of Controllers shall declare their related interests, including:
 - a) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises which they own or in which they have stakes or shares; their holdings and time of holdings or ownership;
 - b) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises they and their related persons jointly or separately own or hold stakes or shares that are worth more than 10% of charter capital.
2. The information mentioned in Clause 1 of this Article shall be declared within 07 working days from the occurrence date of related interests; any revision shall be informed to the Company within 07 working days from its occurrence date.
3. Members of the Board of Controllers and their related persons may only use the information obtained from their positions to serve the interests of the Company.
4. Members of the Board of Controllers shall send written notices to the Board of Directors and the Board of Controllers of the transactions between the Company, subsidiary companies,

companies over 50% of charter capital of which is held by the Company with related persons of members of the Board of Controllers as prescribed by law. The Company shall disclose information about the transactions that are approved by the GMS or the Board of Directors in accordance with regulations of the Law on Securities on information disclosure.

5. Members of the Board of Controllers and their related persons must not use or reveal internal information for carrying out relevant transactions.

Chapter VI

RELATIONSHIPS OF THE BOARD OF CONTROLLERS

Article 19. Relationships between members of the Board of Controllers

Members of the Board of Controllers are independent from one another and shall cooperate in performance of common tasks to fulfill the responsibility, rights and obligations of the Board of Controllers as prescribed by law and the Company's Charter. The Chief Controller shall coordinate operation of the Board of Controllers but does not have the right to control its members.

Article 20. Relationship with the executive board

The Board of Controllers is independent from the executive board of the Company and shall supervise operation of the executive board.

Article 21. Relationship with the Board of Directors

The Board of Controllers is independent from the Board of Directors and shall supervise operation of the Board of Directors.

Chapter VII

IMPLEMENTATION CLAUSES

Article 22. Effect

The Regulations on Operation of the Board of Controller of of Thien Long Group Corporation. consists of 07 chapters, 22 articles and comes into force from 29/06/2021.

CHIEF CONTROLLER
(Signature, full name, seal)



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness



No: 08/2021/TT - ĐHĐCĐ

Ho Chi Minh City, 29th June 2021

**PROPOSAL TO
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2020**

Re: Approving the plan of organization and reorganization of Thien Long Group Corporation

- 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. 10/2021/BBH-HĐQT dated 28 May 2021.

Considering the current operation and situation of the Thien Long Group (TLG), the Board of Directors proposes to organize and rearrange the TLG's activities in the direction that Thien Long Group Corporation is the holding company, with the function activities focus mainly on researching and developing Thien Long brand and investing, managing and coordinating capital sources for the Group. TLG will transfer the entire investment project of producing all kinds of existing stationery of TLG to a new subsidiary company 100% owned by TLG to inherit and continue this operation.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approving the contents as below

1. Approving the policy of organization and reorganization of Thien Long's activities, including:

- Establishing a subsidiary company with 100% charter capital owned by Thien Long Group Corporation (hereinafter referred to as "**Thien Long**") with the expected business name: Nam Thien Long Production Trading Company Limited. Its main business is to manufacture all kinds of stationery (hereinafter referred to as "**Nam Thien Long**"). In case the name of an enterprise is identical or causes confusion with the name of another enterprise registered in the national enterprise registration database, the General Meeting of Shareholders authorizes the Chairman to decide on the officially registered business name for the subsidiary company.
- Transfer of the entire investment project "Thien Long Group Corporation" (manufacturing all kinds of stationery) according to the Investment Registration Certificate No. 6307210814, certified for the first time on 30 June 2015, the second time on 6 December 2018 by Ho Chi Minh City Export Processing zone and Industrial Park Authority to the expected subsidiary company (Nam Thien Long) to continue implementing this production project.
- Transfer of land use rights and assets attached to land at Lot 6-8-10-12, Road No. 3, Tan Tao Industrial Park, Binh Tan District, Ho Chi Minh City according to the Certificate of land use rights and ownership of houses and other land-attached assets No. CK145642 issued by the Ho Chi Minh City Department of Natural

Resources and Environment issued on 13 December 2017 in association with the investment project "Thien Long Group Corporation" (manufacturing all kinds of stationery) of Thien Long to the expected subsidiary company (Nam Thien Long) to continue the production project at this location.

- Organization and reorganization of activities at subsidiaries under Thien Long in line with the Group's development strategy.

2. The General Meeting of Shareholders authorizes the Board of Directors to carry out detailed works according to the above policy, including:

- Carrying out legal procedures related to establishment a subsidiary company with 100% charter capital owned by Thien Long with the expected business name: Nam Thien Long Production Trading Company Limited; consider and decide on charter capital (and change charter capital, if necessary) and form of capital contribution to meet the acceptance and implementation of the entire investment project "Thien Long Group Joint Stock Company" (manufacturing all kinds of stationery) transferred by Thien Long.
- Carrying out legal procedures related to the transfer of the entire investment project "Thien Long Group Corporation" (manufacturing all kinds of stationery) according to the Investment Registration Certificate No. 6307210814, certified for the first time on 30 June 2015, the second time on 6 December 2018 by Ho Chi Minh City Export Processing zone and Industrial Park Authority to the expected subsidiary company (Nam Thien Long). The Board of Directors will represent the General Meeting of Shareholders to consider and decide the transfer value of the project in accordance with the provisions of law and make specific decisions on the details of the project transfer.
- Carrying out legal procedures related to the transfer of land use rights and assets attached to land at Lot 6-8-10-12, Road No. 3, Tan Tao Industrial Park, Binh Tan District, Ho Chi Minh City according to the Certificate of land use rights and ownership of houses and other land-attached assets No. CK145642 issued by the Ho Chi Minh City Department of Natural Resources and Environment issued on 13 December 2017 in association with the investment project "Thien Long Group Corporation" (manufacturing all kinds of stationery) of Thien Long to the expected subsidiary company (Nam Thien Long); consider and decide on the transfer value of land use rights and land-attached assets in accordance with the provisions of law, carry out the procedures for notarizing the contract in accordance with the law and make specific decisions on with detailed contents on the transfer of land use rights and assets attached to land.
- Carrying out other necessary procedures to transfer assets, personnel and the entire project of Thien Long to the expected subsidiary company (Nam Thien Long).
- Carry out other necessary procedures to organize and arrange activities at subsidiaries under Thien Long.

3. Approval of the adjustment of Thien Long's business lines

- Additional business lines

No	Business lines	Code
1	Management consulting activities (except accounting, financial and tax consulting)	7020

- The adjustment of business lines and Clause 1, Article 3 of the Charter, as follows:

“1. Business lines of the Company:

No	Business lines	Code
1	Management consulting activities (except accounting, financial and tax consulting)	7020
2	Other manufacturing n.e.c Detail: Manufacture of stationery, school supplies, plastic teaching aids, processed plastic goods (except for manufacturing foam insulation using R141b gas, using pre-mixed polyol HCFC-141b), plastic household goods, manufacture of household instruments and equipment. (not working at headquarter)	3290
3	Wholesale of other machinery and equipment Detail: Wholesale of molds, wholesale of machinery and equipment served in Company's production field; wholesale of machinery served in automation industry; wholesale of office furniture; wholesale of office machinery and equipment, except computers and peripheral equipment; wholesale of production-line robots; wholesale of machine tools of any type and for any material; wholesale of computer-controlled machine tools.	4659
4	Wholesale of other household products. Detail: Wholesale of stationery, school supplies, plastic teaching aids, processed plastic goods; wholesale of games and toys; wholesale of sporting equipment.	4649
5	Printing Details: Tampon printing (pad), silkscreen printing, flexo printing, embossing on the company's products. (not working at headquarter)	1811
6	Manufacture of other special-purpose machinery Detail: Manufacture of machinery served in company production filed, machinery served in automation industry,	2829

	manufacture of industrial robots performing multiple tasks for special purposes. (not working at headquarter)	
7	Manufacture of games and toys (do not produce toys and games that are harmful to personality education, children's health or affect social order and security) (not working at headquarter)	3240
8	Manufacture of plastics products (except for manufacturing foam insulation using R141b gas, using pre-mixed polyol HCFC-141b) (not working at headquarter)	2220
9	Other specialized wholesale not elsewhere classified Detail: Wholesale of plastic beads, color powder; wholesale of containers; wholesale of metal and non-metal waste and scrap; wholesale of other products not elsewhere classified: lighters; batteries; silicone glue; chemical, physical, technical testing instruments.	4669
10	Manufacture of office machinery and equipment (except for computers and peripheral equipment). (not working at headquarter)	2817
11	Manufacture of measuring, testing, navigating and control equipment Detail: Manufacture of measuring and testing equipment in chemical, physical, technical laboratories. (not working at headquarter)	2651

- The effective time of the addition of business lines and adjustments to Clause 1, Article 3 of the Charter is from 01 September 2021 or depending on the schedule of arrangement and reorganization of Thien Long's activities mentioned above.

4. Approval of the change of the head office address of Thien Long

- Head office address: No. 10, Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam.
- Amending Clause 3, Article 2 of the Charter, as follows:
The registered office of the Company:
Address: No. 10, Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam.”
- The effective time of the adjustment of business lines and adjustments to Clause 2, Article 3 of the Charter is from 01 September 2021 or depending on the schedule of arrangement and reorganization of Thien Long's activities mentioned above.

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

ON BEHALF OF THE BOARD OF DIRECTORS

Chairman

CO GIA THO



No: 09/2021/TT - ĐHĐCĐ

HCMC, 29th June 2021

**PROPOSAL
TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FINANCIAL YEAR 2020**

Re: Approve the resignation of a member of the Board of Directors and elect 01 new member to the Board of Directors for the period 2017-2021

Based on:

- The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Charter of organization and operation of Thien Long Group Corporation;
- Meeting minutes of the Board of Directors No. 10/2021/BBH-HĐQT dated 28 May 2021.

The Board of Directors (“BOD”) would like to propose to the General Meeting of Shareholders for approval the resignation of a member of the BOD and the election of 01 new member to the BOD for the period 2017-2021 as follows:

- 1. To approve the resignation as a BOD member of Mr. Tran Van Hung.**
- 2. To approve the election of 01 new member to the BOD for the period 2017-2021**

Pursuant to Article 154.1 of Law of Enterprises and Article 24.1 of Company Charter that “Number of the BOD members to be at least of 05 and at most of 11 people”.

Pursuant to the Resolution of the Annual General meeting of Shareholders for the fiscal year 2018 No. 01/2019/NQ-DHĐCĐ dated 31 May, 2019 to approve number of the BOD members for the period 2017-2021 to be 09 members.

The BOD would like to propose to the General Meeting of Shareholders for approval of the election of 01 member to the BOD for the period 2017-2021.

Pursuant to the nomination and self-nomination forms sent to the Company, the BOD would like to announce list of candidates as below and would like to propose to the General Meeting of Shareholders for approval of the list of candidates for the BOD for the period 2017-2021

No.	Fullname	Current position
1	Mr/Mrs.

The BOD would like to attach profile of above candidates for the consideration and approval of the General Meeting of Shareholders to continue the election.

ON BEHALF OF THE BOARD OF DIRECTORS

**Chairman
CO GIA THO**



THIEN LONG GROUP CORPORATION

Lot 6-8-10-12, Road No. 3, Tan Tao Industrial Park,
Binh Tan District, Ho Chi Minh City, Vietnam
Tel: 028 3750 5555 – Fax: 028 3750 5577
Website: www.thienlonggroup.com

Ho Chi Minh City, 29 June 2021

**REGULATIONS ON THE ELECTION OF
THE BOARD OF DIRECTORS MEMBERS
AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE
FISCAL YEAR 2020**

- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;
- Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation.

The General Meeting of Shareholders of Thien Long Group Corporation for the fiscal year 2020 shall proceed to elect 01 member for the Board of Directors for the office term 2017-2021 with the Regulations on the election as follows:

ARTICLE 1: Subjects having the right to vote

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

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

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

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

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

ARTICLE 4: The principles and methods of electing

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

ARTICLE 5: Ballot and how to fill a ballot

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

ARTICLE 6: Invalid ballot

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

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

7.1. Vote Counting Committee

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

7.2. Methods of voting and the counting of votes

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

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

8.1 Principle of cumulative voting:

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

8.2 Principle of being elected:

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

ARTICLE 9: Establishing and announcing Minutes of Vote Counting

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

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

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

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

**HEAD OF
THE VOTE COUNTING COMMITTEE**

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

Ho Chi Minh City, 29 June 2021

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

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

2. How to fill a ballot:

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

For example:

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

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

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

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

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

Full name of candidate	The number of elected voting rights
1. Candidate 1	1,500
2. Candidate 2	
3. Candidate 3	
The total number of voted rights	1,500

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

Full name of candidate	The number of elected voting rights
1. Candidate 1	
2. Candidate 2	1,000
3. Candidate 3	
The total number of voted rights	1,000

3. Invalid ballot:

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

For example: Invalid ballot

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

Full name of candidate	The number of elected voting rights
1. Candidate 1	1,600
2. Candidate 2	
3. Candidate 3	
The total number of voted rights	1,600

Invalid
ballot

Case 2: Shareholder A does not distribute any voting rights to all 03 candidates.

Full name of candidate	The number of elected voting rights
1. Candidate 1	0
2. Candidate 2	0
3. Candidate 3	0
The total number of voted rights	0

Invalid
ballot

**HEAD OF
THE VOTE COUNTING COMMITTEE**

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



Ho Chi Minh City, 29 June 2021

No: 01/2021/NQ-DHDCD

DRAFT

RESOLUTION
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2020
THIEN LONG GROUP CORPORATION

- 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 Minutes of the Annual General Meeting of Shareholders for the fiscal year 2020 dated 29 June 2021.

The Annual General Meeting of Shareholders for the fiscal year 2020 of Thien Long Group Corporation is held at 9.00 AM on 29 June 2021 and ended at ... AM on the same day at New World Saigon Hotel, No. 76 Le Lai Street, District 1, Ho Chi Minh City with the total number of (directly and authorized) shareholders and delegates attending of people, owning and representing shares, accounting for% of total shares with voting right of Thien Long Group Corporation.

After discussing and voting, the General Meeting of Shareholders of Thien Long Group Corporation at the annual meeting for the fiscal year 2020 approved the following Decisions:

RESOLVED:

Article 1. Approved the Report of the Board of Directors in 2020

The Meeting voted to approve the Report of the Board of Directors in 2020.

The voting rate of approval%

Article 2. Approved the Report on business results in 2020

The Meeting voted to approve the Report on consolidated business results in 2020 as follows:

No.	Item	Amount (VND thousand)
1	Net revenue for 2020	2,684,551,950
2	Consolidated profits after tax for 2020	239,845,037

The voting rate of approval%

Article 3. Approved the Report of the Board of Supervisors in 2020

The Meeting voted to approve the Report of the Board of Supervisors in 2020.

The voting rate of approval%

Article 4. Approved the 2020 Financial Statements

The Meeting voted to approve the 2020 Separate and Consolidated Financial Statements audited by PwC (Vietnam) Limited.

The voting rate of approval%

Article 5. Approved the profit distribution for 2020

- The Meeting voted to approve the profit distribution for 2020 as follows:

No.	Profit distribution	Amount (VND thousand)
1	Consolidated profit after tax for 2020	239,845,037
	- Dividends for 2020 (20%/par value)	155,588,906
	- Investment & Development fund (12% of profit after tax)	28,781,404
	- Bonus and welfare fund (10% of profit after tax)	23,984,504
	- Bonus for the Board of Directors for exceeding the 2020 profit target	1,984,504
	- Bonus for the Board of Management and Employees for exceeding the 2020 profit target	7,938,015
	- Remuneration and cost for the Board of Directors and the Board of Supervisors in 2020	7,800,000
2	Retained earnings after distribution	13,767,704

- And authorize the Board of Directors to conduct the profit distribution of 2020.

The voting rate of approval%

Article 6. Approved the target of revenue, profit and profit distribution plan for 2021

- The Meeting voted to approve the target of revenue, profit and profit distribution plan for 2021 as follows:

No.	Profit distribution	Amount
1	Revenue, profit target for 2021	
	- Net revenue	VND 3,000 billion
	- Consolidated profit after tax	VND 280 billion
2	Profit distribution plan for 2021	

No.	Profit distribution	Amount
	- Dividends for 2021	Planned: 20%/par value
	- Investment and development fund	12% of profit after tax
	- Bonus and welfare fund	10% of profit after tax
	- Remuneration and cost for the Board of Directors and Board of Supervisors	VND 9.5 billion/year

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

The voting rate of approval%

Article 7. Approved for authorizing the Board of Directors to appoint Auditing Company for 2020

The Meeting voted to approve the authorization for the Board of Directors to appoint one of the following Auditing Companies to audit the Company's 2021 Financial Statements:

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

The voting rate of approval%

Article 8. Approved the amendments and supplements to the Charter and Internal Regulations on Corporate Governance

The voting rate of approval%

Article 9. Approved the Operation Regulation of the Board of Directors

The voting rate of approval%

Article 10. Approved the Operation Regulation of the Supervisory Board

The voting rate of approval%

Article 11. Approved the plan of organization and reorganization of Thien Long Group Corporation

1. **Approving the policy of organization and reorganization of Thien Long's activities, including:**
 - Establishing a subsidiary company with 100% charter capital owned by Thien Long Group Corporation (hereinafter referred to as "**Thien Long**") with the expected business name: Nam Thien Long Production Trading Company Limited. Its main business is to manufacture all kinds of stationery (hereinafter referred to as "**Nam Thien Long**"). In case the name of

an enterprise is identical or causes confusion with the name of another enterprise registered in the national enterprise registration database, the General Meeting of Shareholders authorizes the Chairman to decide on the officially registered business name for the subsidiary company.

- Transfer of the entire investment project "Thien Long Group Corporation" (manufacturing all kinds of stationery) according to the Investment Registration Certificate No. 6307210814, certified for the first time on 30 June 2015, the second time on 6 December 2018 by Ho Chi Minh City Export Processing zone and Industrial Park Authority to the expected subsidiary company (Nam Thien Long) to continue implementing this production project.
- Transfer of land use rights and assets attached to land at Lot 6-8-10-12, Road No. 3, Tan Tao Industrial Park, Binh Tan District, Ho Chi Minh City according to the Certificate of land use rights and ownership of houses and other land-attached assets No. CK145642 issued by the Ho Chi Minh City Department of Natural Resources and Environment issued on 13 December 2017 in association with the investment project "Thien Long Group Corporation" (manufacturing all kinds of stationery) of Thien Long to the expected subsidiary company (Nam Thien Long) to continue the production project at this location.
- Organization and reorganization of activities at subsidiaries under Thien Long in line with the Group's development strategy.

2. The General Meeting of Shareholders authorizes the Board of Directors to carry out detailed works according to the above policy, including:

- Carrying out legal procedures related to establishment a subsidiary company with 100% charter capital owned by Thien Long with the expected business name: Nam Thien Long Production Trading Company Limited; consider and decide on charter capital (and change charter capital, if necessary) and form of capital contribution to meet the acceptance and implementation of the entire investment project "Thien Long Group Joint Stock Company" (manufacturing all kinds of stationery) transferred by Thien Long.
- Carrying out legal procedures related to the transfer of the entire investment project "Thien Long Group Corporation" (manufacturing all kinds of stationery) according to the Investment Registration Certificate No. 6307210814, certified for the first time on 30 June 2015, the second time on 6 December 2018 by Ho Chi Minh City Export Processing zone and Industrial Park Authority to the expected subsidiary company (Nam Thien Long). The Board of Directors will represent the General Meeting of Shareholders to consider and decide the transfer value of the project in accordance with the provisions of law and make specific decisions on the details of the project transfer.
- Carrying out legal procedures related to the transfer of land use rights and assets attached to land at Lot 6-8-10-12, Road No. 3, Tan Tao Industrial Park, Binh Tan District, Ho Chi Minh City according to the Certificate of land use rights and ownership of houses and other land-attached assets No. CK145642 issued by the Ho Chi Minh City Department of Natural Resources and Environment issued on 13 December 2017 in association with the investment project "Thien Long Group Corporation" (manufacturing all kinds of stationery) of Thien Long to the expected subsidiary company (Nam Thien Long); consider and decide on the transfer value of land use rights and land-attached assets in accordance with the provisions

of law, carry out the procedures for notarizing the contract in accordance with the law and make specific decisions on with detailed contents on the transfer of land use rights and assets attached to land.

- Carrying out other necessary procedures to transfer assets, personnel and the entire project of Thien Long to the expected subsidiary company (Nam Thien Long).
- Carry out other necessary procedures to organize and arrange activities at subsidiaries under Thien Long.

3. Approval of the adjustment of Thien Long's business lines

- Additional business lines

No	Business lines	Code
1	Management consulting activities (except accounting, financial and tax consulting)	7020

- The adjustment of business lines and Clause 1, Article 3 of the Charter, as follows:

“1. Business lines of the Company:

No	Business lines	Code
1	Management consulting activities (except accounting, financial and tax consulting)	7020
2	Other manufacturing n.e.c Detail: Manufacture of stationery, school supplies, plastic teaching aids, processed plastic goods (except for manufacturing foam insulation using R141b gas, using pre-mixed polyol HCFC-141b), plastic household goods, manufacture of household instruments and equipment. (not working at headquarter)	3290
3	Wholesale of other machinery and equipment Detail: Wholesale of molds, wholesale of machinery and equipment served in Company’s production field; wholesale of machinery served in automation industry; wholesale of office furniture; wholesale of office machinery and equipment, except computers and peripheral equipment; wholesale of production-line robots; wholesale of machine tools of any type and for any material; wholesale of computer-controlled machine tools.	4659
4	Wholesale of other household products. Detail: Wholesale of stationery, school supplies, plastic teaching aids, processed plastic goods; wholesale of games and toys; wholesale of sporting equipment.	4649

5	Printing Details: Tampon printing (pad), silkscreen printing, flexo printing, embossing on the company's products. (not working at headquarter)	1811
6	Manufacture of other special-purpose machinery Detail: Manufacture of machinery served in company production filed, machinery served in automation industry, manufacture of industrial robots performing multiple tasks for special purposes. (not working at headquarter)	2829
7	Manufacture of games and toys (do not produce toys and games that are harmful to personality education, children's health or affect social order and security) (not working at headquarter)	3240
8	Manufacture of plastics products (except for manufacturing foam insulation using R141b gas, using pre-mixed polyol HCFC-141b) (not working at headquarter)	2220
9	Other specialized wholesale not elsewhere classified Detail: Wholesale of plastic beads, color powder; wholesale of containers; wholesale of metal and non-metal waste and scrap; wholesale of other products not elsewhere classified: lighters; batteries; silicone glue; chemical, physical, technical testing instruments.	4669
10	Manufacture of office machinery and equipment (except for computers and peripheral equipment). (not working at headquarter)	2817
11	Manufacture of measuring, testing, navigating and control equipment Detail: Manufacture of measuring and testing equipment in chemical, physical, technical laboratories. (not working at headquarter)	2651

- The effective time of the addition of business lines and adjustments to Clause 1, Article 3 of the Charter is from 01 September 2021 or depending on the schedule of arrangement and reorganization of Thien Long's activities mentioned above.

4. Approval of the change of the head office address of Thien Long

- Head office address: No. 10, Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam.

- Amending Clause 3, Article 2 of the Charter, as follows:
The registered office of the Company:
Address: No. 10, Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam.”
- The effective time of the adjustment of business lines and adjustments to Clause 2, Article 3 of the Charter is from 01 September 2021 or depending on the schedule of arrangement and reorganization of Thien Long's activities mentioned above.

The voting rate of approval%

Article 12. Approved the resignation of a member of the BOD and the election of 01 new member to the BOD for the period 2017-2021

The Meeting voted to approve the resignation of a member of the BOD and the election of 01 new member to the BOD for the period 2017-2021 as follows:

- Approved the resignation as a BOD member of Mr. Tran Van Hung.
- Approved the results of additional election of member of the Board of Directors and the elected member into the Board of Directors for the office term 2017 – 2021.

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

Therefore, List of the Board of Directors for the office term 2017 – 2021 as from 29/06/2021 includes:

- | | |
|------------------------|----------|
| 1. Mr. Co Gia Tho | Chairman |
| 2. Mr. Tran Le Nguyen | Member |
| 3. Mr. Huynh Van Thien | Member |
| 4. Mrs. Tran Thai Nhu | Member |
| 5. Mrs. Co Ngan Binh | Member |
| 6. Mrs. Co Cam Nguyet | Member |
| 7. Mr. Tayfun Uner | Member |
| 8. Mr. Pham Tri Nguyen | Member |
| 9. Mr/Mrs ... | Member |

The voting rate of approval%

Article 13. This Resolution takes effect as from 29/06/2021

This Resolution is approved by the Annual General Meeting of Shareholders for the fiscal year 2020 with the rate of approval of% and takes effect as from 29 June 2021. The Board of Directors is responsible for disclosing this Resolution on the Company’s website (www.thienlonggroup.com) in strict accordance with the provisions of the laws.

The voting rate of approval%

Article 14. Responsibility to disseminate and implement this Resolution

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

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS

CHAIRMAN

CO GIA THO