

**MEETING INVITATION****TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN FISCAL YEAR 2023****To: RESPECTED SHAREHOLDERS**

**The Board of Directors (BOD) of Thien Long Group Corporation** (or the “**Company**”) would like to invite our respected shareholders to attend the Annual General Meeting of Shareholders in fiscal 2023 (the “**AGM**”):

**1. Time:** 09:00 AM, 23/04/2024

**2. Venue:** New World Saigon Hotel - 76 Le Lai, Ben Thanh Ward, District 1, Ho Chi Minh City

**3. Agenda:**

All the contents are based on the authority of AGM, with details on the Website [www.thienlonggroup.com](http://www.thienlonggroup.com) from 02/04/2024. Hard copies of documents will be handed to shareholders at the AGM.

**4. Registration:**

It is kindly suggested that the shareholders should make a registration to attend the AGM via [www.thienlonggroup.com](http://www.thienlonggroup.com) or to our mailing address before 23/04/2024.

**5. Delegation of authority to attend the AGM:**

In case respected shareholders cannot attend the meeting and wish to appoint other organizations/individuals to attend the meeting on their behalf, please send the valid power of attorney by post/guaranteed delivery services to the mailing address mentioned below or present at the AGM arrival no later than 23/04/2024.

*(Note: The power of attorney must clearly state the name of the authorized individual or organization and contain the number of authorized shares. It must also be original, with a raw signature. In case of receiving authorization from an organizational shareholder, the power of attorney must bear the seal of the authorized organization.)*

**6. Mailing address and contact:**

**Investor Relations Department - Thien Long Group Corporation**

- Floor 10, Sofic Tower, No. 10 Mai Chi Tho, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City.
- Email: [IR@thienlongvn.com](mailto:IR@thienlongvn.com)
- Telephone: 028.3750.5555 (Ext: 203)

**7. Shareholders or authorized parties attending the AGM please bring the following documents:**

- Meeting invitation and Power of attorney (if any);
- ID/Passport or a valid copy of the organization's Business Registration Certificate.

Welcome our respected shareholders to the Annual General Meeting for the fiscal year 2023.

Yours Sincerely,

**On behalf of the BOARD OF  
DIRECTORS  
CHAIRMAN  
(Signed)**

CO GIA THO

**REGISTRATION FORM and POWER OF ATTORNEY**  
**For attendance and voting at the Annual General Meeting of Shareholders for fiscal 2023**  
**of Thien Long Group Corporation**

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**Name of Shareholder:** .....  
Name of representative (*for organization*): .....  
ID No./Passport No./Enterprise Registration No.:..... Date of issue: .../.../..... Place:.....  
Address: ..... Telephone:.....  
The total number of shares owned: ..... shares.

*(Shareholders select one of the two items below, and check the appropriate box)*

- 1. REGISTRATION**        
**2. AUTHORIZATION**

**Name of Individual/Organization:** .....  
ID No./Passport No./Enterprise Registration No.:..... Date of issue: .../.../..... Place:.....  
Address: ..... Telephone:.....  
Email:.....  
The total number of shares authorized: ..... shares.

**Delegation of authority to attend the AGM:**

The Authorized Party may represent the Principal to attend the Annual General Meeting of Shareholders in fiscal 2023 ("AGM") of Thien Long Group Corporation held on April 23, 2024, and represent the Principal to vote on the valid contents in the AGM program as a representative of the number of shares received the above authorization.

The Principal is solely responsible for this authorization and strictly complies with the current provisions of the Law.

*Note: The performance of authorization must comply with the relevant provisions of civil law and the company's charter. The authorization recipient must bring his/her ID/Passport and power of attorney when attending the Annual General Meeting of Shareholders in fiscal 2023.*

*The power of attorney must be original and have a raw signature. If it is authorized by an organizational shareholder, it must bear the seal of the authorized organization.*

.....,date ... month ... 2024

**THE AUTHORIZED PARTY**  
*(Signature, full name, seal (if any))*

**THE PRINCIPAL**  
*(Signature, full name, seal (if any))*

**AGENDA**  
**OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**FOR THE FISCAL YEAR 2023**  
**THIEN LONG GROUP CORPORATION**  
*(Tuesday, 23 April 2024, from 09:00 AM to 11:30 AM)*

**I. TIME AND VENUE:**

1. **Time:** Tuesday, 23 April 2024, 09.00 AM.
2. **Venue:** New World Saigon Hotel - 76 Le Lai, Ben Thanh Ward, District 1, Ho Chi Minh City.

**II. CONTENT:**

No.	Content	Presenters	Time	Notes
<b>A</b>	<b>REGISTRATION</b>			
1	Welcome shareholders	Organizing Committee	Before 09:00	
<b>B</b>	<b>MEETING OPENING</b>			
2	Announce the purpose of the meeting and introduce the delegation.	Secretary	09:00 – 09:05 (5 mins)	
3	Announcement of Shareholders' attendance ratio.	Supervisory Board	09:05 – 09:10 (5 mins)	
4	Approval for the Working regulation	Secretary	09:10 – 09:20 (10 mins)	
5	Approval for the Presidium, the Vote Counting Committee, and the Meeting Agenda.	Secretary	09:20 – 09:25 (5 mins)	
6	Opening Ceremony Speech.	Chairman	09:25 – 09:30 (5 mins)	
<b>C</b>	<b>MAIN CONTENT</b>			
7	Report of the Board of Directors.	Chairman	09:30 – 09:45 (15 mins)	
8	Report of the Board of Management.	Chief Executive Officer	09:45 – 10:00 (15 mins)	
9	Report of the Supervisory Board.	Head of Supervisory Board	10:00 – 10:05 (5 mins)	

No.	Content	Presenters	Time	Notes
10	<p><b>Submissions for Shareholders' approval:</b></p> <ul style="list-style-type: none"> <li>- Approval of the audited financial statements for the year 2023.</li> <li>- Approval of the profit distribution plan for the year 2023.</li> <li>- Approval of revenue, profit, and profit distribution targets for 2024.</li> <li>- Selection of an audit company for the fiscal year 2024.</li> <li>- Approval of the plan to issue shares as dividends for 2023.</li> <li>- Approval of amendments to registered business lines and professions.</li> <li>- Approval of the plan to issue shares under the employee stock option program.</li> </ul>	Secretary	10:05 – 10:20 (15 mins)	
11	Questions and Answers.	The Presidium	10:20 – 10:40 (20 mins)	
12	Voting instructions, conducting to vote	Vote Counting Committee	10:40 – 10:50 (10 mins)	
13	Break, Counting vote	Vote Counting Committee	10:50 – 11:10 (20 mins)	
14	Announcement of the result of the voting	Vote Counting Committee	11:10 – 11:20 (10 mins)	
15	Approval of the Meeting Minutes of the Annual General Meeting of Shareholders for the fiscal year 2023.	Secretary	11:20 – 11:30 (10 mins)	
<b>D</b>	<b>CLOSING</b>			
16	Announcement of the Closing	Secretary	11:30	

**ORGANISING COMMITTEE  
OF THE GENERAL MEETING OF SHAREHOLDERS**

**DRAFT**

**WORKING REGULATION  
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR  
THE FISCAL YEAR 2023  
THIEN LONG GROUP CORPORATION**

**Pursuant to:**

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

To ensure that the Annual General Meeting of Shareholders for the fiscal year 2023 of Thien Long Group Corporation will take place successfully, the Board of Directors established the working regulations for voting as well as the following:

**1. PURPOSE**

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

**2. SUBJECT AND SCOPE**

- **Subjects:** All Shareholders, representatives (authorized persons) of the eligible Shareholders, and guests attending the Annual General Meeting of Shareholders of Thien Long Group Corporation shall obey and comply with this Regulation, the Company Charter, and prevailing laws.
- **Scope:** This Regulation shall be applied to the Annual General Meeting of Shareholders for the fiscal year 2023 of Thien Long Group Corporation

**3. INTERPRETATIONS OF TERMS/ABBREVIATIONS**

- Company : Thien Long Group Corporation
- BoD : Board of Directors
- BoS : Supervisory Board

- OC : Organizing Committee of the Meeting
- GMS : General Meeting of Shareholders
- Delegates : Shareholder, authorized representative (authorized persons)
- AGM : Annual General Meeting

#### **4. CONTENT**

##### **4.1 Conditions for conducting the General Meeting of Shareholders**

- The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents at least 51% of the total shares with voting rights.
- If the number of Delegates attending the meeting does not meet the requirements stipulated in Clause 1, Article 18, the Charter for the number of participating delegates, the convener shall cancel the meeting. The GMS shall be re-convened within thirty (30) days from the intended date of conducting the first GMS. The re-convened GMS shall be held when the number of shareholders or authorized representatives attending the meeting represents at least 33% of the total shares with voting rights.
- In case the conditions for conducting the second meeting are not fulfilled within thirty (30) minutes from the prescribed opening time of the GSM stipulated in Clause 2, Article 18, the Charter, the third GSM may be re-convened within twenty (20) days from the intended date of conducting the second meeting. In this case, the GMS shall be held regardless of the number of voting rights represented by the Shareholders or the authorized representatives.

##### **4.2 Conditions for shareholders to attend the General Meeting**

All the Company's Shareholders on the list as of the record date of 21 March 2024 shall have the right to participate or authorize representatives to participate in the AGM. If there is more than one person legally authorized to participate in the meeting, the number of shares and the number of votes of each such representative must be specified.

##### **4.3 Guests of the AGM**

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

##### **4.4 Delegates must comply with the following regulations**

- Punctuality, formal attire, compliance with security checks (if any), identification documents, etc., as requested by the Organizing Committee.
- Receive documents for the AGM at the reception in front of the meeting hall.
- Late-arriving delegates have the right to register, participate and vote at the AGM. It is not the responsibility of the Chairperson to delay the AGM for late-arriving delegates to attend; The results of voting on issues that were voted on before the delegate came to attend will not be

affected.

- Leave the phone in vibrate or shutdown mode, when needed, please go outside to connect.
- Do not smoke, keep order in the meeting room.
- Comply with the regulations of the Organizing Committee and the Chairperson of the AGM.
- In case a delegate fails to comply with the aforementioned inspection regulations or measures, the Chairperson, after careful consideration, may refuse or expel his/her from the place where the AGM takes place to ensure that the AGM proceeds normally according to the planned program

#### **4.5 Chairperson and Presidium**

- The Presidium includes 01 Chairperson and members.
- The Chairman of the Board of Directors shall preside over the meeting convened by the Board of Directors or authorise another member to chair the meeting.
- If the Chairman is absent or temporarily incapable of working, other members of the Board of Directors shall elect one of them to preside over the meeting under the majority rule. If no one is elected as the Chairperson, the Head of the Supervisory Board shall direct the GMS to elect a chairperson from the participants. The person receiving the most votes shall preside over the meeting.
- In other cases, the signatory of the decision to convene the GMS shall direct the GMS to elect a chairperson, and the person receiving the largest number of votes shall preside over the meeting.
- The Chairperson has the right to take necessary and reasonable measures to manage the GSM in an orderly manner, according to the approved program and reflecting the desires of most participants.
- Responsibilities of the Presidium:
  - Direct the meeting in conformity with the meeting agenda, regulations, and rules approved by the Meeting.
  - Guide the Meeting to discuss, and lead the Meeting to vote on the issues included in the meeting agenda and relevant issues during the Meeting.
  - Respond and record the issues in the agenda approved by the meeting;
  - Handle issues arising during the Meeting.
  - Approve and issue the documents of voting results, records, and meeting resolutions after the closing of the Meeting.
- The Presidium of the meeting must work under the principle of democratic centralism and decide on majority rule.

#### **4.6 Meeting Secretary:**

- The meeting secretary shall include one or more persons appointed by the Chairperson.
- Responsibilities:

- Record Meeting Minutes on the GMS process and the issues approved or noted by the GMS;
- Receive and review shareholder question forms, and transfer them to the Presidium;
- Prepare meeting minutes and draft resolutions of the GMS;
- Assist the Chairperson in disclosing the draft Meeting Minutes and Resolutions on the issues ratified at the Meeting;
- Other tasks as requested by the Chairman.

#### **4.7 Vote Counting Committee**

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

#### **4.8 Delegate Eligibility Check Committee**

- The AGM Delegate Eligibility Check Committee shall include 03 people, including 01 head of the committee and 02 members. The Chairperson shall introduce the Delegate Eligibility Check Committee.
- Responsibilities:
  - Receive documents of shareholders (if any), compare, and check the validity of the shareholders participating in the live streaming GMS;
  - Head of the Delegation Inspection Committee reports to the GMS on the status of shareholders attending the meeting. If the meeting has a sufficient number of shareholders and authorized representatives with the right to attend the meeting representing at least 51% of the shares with voting rights, the Company's GMS will be held and conducted.

#### **4.9 Discussion at the Meeting**

- The discussion can only be conducted within the specified time and under the scope of the issues presented in the agenda of the GMS;
- Delegates attending the GMS who want to express their opinions, must be approved by the Chairperson. Delegates make brief speeches and focus on the right key contents to be discussed, per the program approved by the GMS or send written comments to the Secretary of the GMS to report to the Chairperson.
- The Chairperson will arrange for delegates to speak in the order of registration and answer shareholders' questions at the meeting or record the following response in documents.

#### **4.10 Voting at the Meeting**

##### **4.10.1 Principle**



- All issues in the agenda and contents of the meeting shall be discussed and voted on by the GMS.
- Voting cards and voting slips are printed, stamped, and sent directly to delegates at the meeting (enclosed with the set of documents attending the AGM). On the Voting Card and Voting Slip, clearly state the quorum number, full name, and the number of shares owned by and receiving voting authorization from that delegate.
- The Chairperson shall propose the forms of voting on each issue in the program for approval by Congress.
- The voting form is as follows:
  - o Vote by holding up the Voting Card, which is used to approve proposals such as Meeting Agenda; Working regulations at the GMS; Personnel of the Presidium; Personnel of the Vote Counting Committee; approve the minutes of the General Meeting and other contents at the General Meeting (if any);
  - o Vote by filling out the Voting Form, which is used to approve proposals such as Report on activities of the Board of Directors in 2023, Report of the Board of Management on business results, consolidated financial position in 2023 and business plan for 2024; Report on the activities of the Supervisory Board in 2023 and vote to approve the contents of the submissions at the meeting.

#### **4.10.2 Form of voting**

- o The delegate shall vote to Agree, Disapprove, or have No Opinion on an issue to be put up for a vote at the General Meeting by holding up the Voting Card or filling in the selection options on the Voting Slip corresponding to the contents to be voted on as stipulated in Section 4.10.1.
- o When voting by holding up the Voting Card, the front of the Voting Card must be raised toward the Presiding Committee. If a delegate does not hold up a Voting Card in all three votes Agree, Disagree or No Opinion on a proposal, it is considered to vote in favour of that proposal. If a delegate raises the Voting Card more than one (01) time when voting Agree, Disapprove, or No opinion of a proposal, it is considered an invalid vote. In the form of voting by holding up the Voting Card, the Vote Counting Committee marks the quorum code and the corresponding number of votes of each shareholder Agree, Disagree, No opinion, and Invalid.
- o When voting by filling in the Voting Form, For each content, delegates choose one of three options "Agree", "Disagree", or "No opinion" printed in the Voting Slip by marking "X" or "✓" in the box they choose. After completing all the contents to be voted on by the GMS, delegates shall send the ballot paper to the sealed ballot box at the meeting according to the instructions of the Vote Counting Committee. The ballot must be signed and clearly state the full name of the delegate

### **4.10.3 Validity of Votes**

- **Valid voting slips** are those according to the pre-printed form issued by the Organizing Committee, stamped with the red seal of the Company, not erased, scraped, or torn,... Do not write anything other than the regulations for this slip, and it must be signed; under the signature must be written the delegate's full name.

The voting content (Report, Submission) on the voting slip is valid when the delegate marks one (01) of the three (03) voting squares.

- **Invalid votes**

- Add other content to the vote;
- The ballot does not follow the pre-printed form issued by the Organizer of the Meeting, the ballot does not have the red seal of the Company or has erased, scraped, edited, or written other contents other than the regulations for the vote, the ballot does not have a signature, does not contain the full name of the delegate. All voting contents on the voting slip are invalid.

### **4.10.4 Voting rules**

01 (one) common share equals 01 (one) voting rights. Each participating Delegate shall represent one or several voting rights.

- At the record date of shareholders (March 21, 2024), the total number of shares with voting rights of the Company is 78.594.453, equivalent to 78.594.453 voting rights.
- Except for the cases stipulated in Clause 2, Article 20, Clause 1, Article 16, and Clause 7, Article 24, the Charter, decisions of the GMS on the issues within the competence of the GMS shall be ratified when they are voted for by equal to or more than 51% of the total votes of all the shareholders and authorized persons with voting rights participating in the GMS. In some cases, for the issues to be voted on as stipulated in Clauses 2, Article 20, the Company Charter, they must be voted for by at least 65% of the total votes of all the shareholders and authorized persons with voting rights participating in the GMS.
- Remarks:
  - Shareholders/authorized representatives with relevant interests do not have the right to vote on contracts and transactions with a value equal to or more than 35% of the total value of the Company's assets recorded in the latest financial statements; such contracts or transactions shall be approved only when they are voted for by the number of shareholders and authorized representatives representing equal to or more than 65% of the total remaining votes (according to Clause 4, Article 167, the Law on Enterprises 2020).
  - Shareholders/authorized representatives holding equal to or more than 51% of the total shares with voting rights or their related persons do not have the right to vote on the contracts or transactions entered into with such shareholders with a value of more than 10% of the total value of the Company's assets recorded in the latest financial statements (according to Point b, Clauses 3 and 4, Article 167, the Law on Enterprises 2020).

### **4.10.5 Recording voting/election results**

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

#### **4.11 Meeting Minutes and Resolution of the General Meetings of Shareholders**

The secretary of the meeting shall record all the Contents of the GMS in the Minutes of the GMS. The Minutes of General Meetings of Shareholders shall be completed and ratified before the end of the Meeting.

#### **5. Implementation of the Regulation**

- All delegates, representatives, and guests attending the GMS are responsible for fully complying with the contents specified in this Regulation, regulations, internal rules, current management regulations of the Company, and relevant laws.
- The convener of the GMS has the right to:
  - Subject all meeting attendees to inspections or other security measures;
  - Request the authority to maintain the order of the meeting; expel those who fail to comply with the Chairperson's executive authority, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security screening requirements from the GMS
- Contents not detailed in this regulation shall uniformly apply according to the provisions of the company's charter, the Enterprise Law 2020, and current legal documents of the State.

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

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

***Recipients:***

- GMS;
- Member of BoD, BoD, BoS;
- Filed: Secretary.

**CO GIA THO**

## **REPORT OF THE BOARD OF DIRECTORS ACTIVITIES IN 2023**

The Board of Directors (BOD) would like to report to the General Meeting of Shareholders (GMS) of Thien Long Group Corporation on the performance of the Board of Directors in 2023 and the orientation for 2024 as follows:

### **1. Assessment of the Group's operations in 2023**

Most economies worldwide faced difficulties and challenges in 2023, resulting in lower growth rates than expected. However, Vietnam's economy recorded positive results in 2023, with a 5.05% GDP lower than the 8.02% recorded in 2022.

Despite facing a challenging year in 2023, the company managed to achieve impressive business results:

- The consolidated net revenue reached VND 3,462 billion, equivalent to 87% of the plan approved by the General Meeting of Shareholders.
- The consolidated NPAT reached VND 356 billion, equivalent to 89% of the plan approved by the General Meeting of Shareholders.

These results were made possible by the collective efforts of the employees and the effective utilization of all available resources.

### **2. Remuneration and rewards for the BoD, BoS, and BoM**

Policies on remuneration, salaries, and bonuses for the BoD, BoS, and CEO are always guaranteed to comply with the provisions of the law.

Key management personnel received salaries and gross benefits of 13.83 billion VND in 2023, as noted in Note No. 38 (a) of the audited 2023 Consolidated Financial Statements.

### **3. BoD's activities in 2023**

The Board of Directors (BoD) oversees the Company's operations and ensures compliance with AGM Resolutions, the Charter, Corporate Governance regulations, and applicable laws.

During the year 2023, the BoD convened 10 meetings to implement the resolutions passed during the Annual General Meeting (AGM) and to exercise other rights of the BoD to approve important policies for the group's development.

The BoD's approval of the resolutions was always aligned with the group's vision and business strategies for each period. The following is a list of the resolutions and decisions that were issued:

<b>No.</b>	<b>Resolution/Decision number</b>	<b>Date</b>	<b>Approved Contents</b>
1	01/2023/NQ-HĐQT	March 03, 2023	Convening the Annual General Meeting of Shareholders for the fiscal year 2022
2	02/2023/NQ-HĐQT	April 01, 2023	The rearrangement of managerial titles of Thien Long Group Corporation
3	03/2023/NQ-HĐQT	May 08, 2023	Change of the Legal Representative of Thien Long Group Corporation
4	04/2023/NQ-HĐQT	June 07, 2023	Approval of the record date for the remaining dividends of 2022 and the first advance dividends 2023 in cash.
5	05/2023/NQ-HĐQT	July 17, 2023	Buy shares of Pega; through convertible loans and conventional loans
6	06/2023/NQ-HĐQT	July 17, 2023	Selecting PwC (Vietnam) Co., Ltd. to audit the Company's 2023 financial statements
7	07/2023/NQ-HĐQT	August 01, 2023	Implementing a plan to issue shares under the employee stock option program (ESOP)
8	08/2023/NQ-HĐQT	August 01, 2023	Approval of the Principles Standard for determining the number of shares distributed to each subject and the list of employees eligible for ESOP.
9	09/2023/NQ-HĐQT	October 16, 2023	Results of stock issuance under the employee option program in 2023
10	10/2023/NQ-HĐQT	November 02, 2023	Increase the Company's charter capital to 785,944,530,000 VND

#### **4. Activities of independent members of the BoD**

In 2023, independent board members fully participated in board meetings and actively discussed issues for comment. Board members also play an important role in ensuring transparency and

fairness in governance activities, actively participating, and contributing many objective opinions when consulting and criticizing the company's business orientations and plans.

Results of the Independent Member's assessment of the Board's performance in 2023:

The supervision, management and administration of production and business activities by the Company's Board of Directors have complied with the provisions of law and the Company's Charter.

The Board of Directors has held regular and extraordinary meetings and issued resolutions and decisions related to management, production, business activities, the Company's personnel, etc. Resolutions and decisions of the Board of Directors are duly issued and in accordance with the competence specified in the company's charter.

The Board of Directors has complied with the regulations on the authority to approve, monitor, and explain transactions between the Company and its insiders, related persons of insiders to the Company, subsidiaries, and companies controlled by the Company. These transactions have been disclosed in accordance with the law.

The Company's Board of Directors has performed its tasks and roles with a high sense of responsibility for its legitimate interests and shareholders.

**5. Relationship with investors and obligations to shareholders**

Thien Long Group is a public company, so it must always be transparent and comply with the obligation to disclose information not only to comply with the law but also to ensure fairness and equality and protect the best interests of the investors and shareholders.

**6. Supervision of the BoM's operation**

The Board of Directors expresses their deep appreciation for the Board of Management's pioneering, dedicated role, and efforts.

The BoM always ensures strict compliance with the Charter, internal regulations on corporate governance, and relevant laws by strengthening the internal control system.

The BoM always carries out its work in accordance with the resolutions passed at the Annual General Meeting and by the Board of Directors. They closely follow the company's development strategy and goals.

**7. Focus on development.**

To realize the strategic goals for the period 2023-2027, Thien Long will focus on the following key tasks:

1. Boost Brands

2. Optimize Omnichannel
3. World-class Expansion
4. Expand the Ecosystem
5. Organize for Growth

In 2024, the Board of Directors proposes to submit a comprehensive business plan to the AGM for approval. This plan includes achieving several targets, such as a net revenue of VND 3,800 billion, a profit after tax of VND 380 billion, and a dividend of 35% of par value.

To motivate and engage our employees, the Board of Directors has put forth a proposal for the issuance of ESOP shares in two phases:

In the first phase, if our consolidated net revenue surpasses VND 4,000 billion in 2024, ESOP shares will be issued based on the proposal presented at the General Meeting of Shareholders in fiscal year 2023.

In the second phase, if our consolidated net revenue exceeds VND 5,000 billion and VND 6,000 billion in 2025 and 2026, respectively, the Board of Directors will consider and submit a plan for additional issuance of 1% of ESOP shares based on the outstanding shares at the time of issuance, in accordance with legal provisions.

This report is a comprehensive overview of the operating results for 2023 and the Board of Directors' plans for 2024. We intend to submit this report to the esteemed General Meeting of Shareholders for their consideration and approval.

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

**CO GIA THO**

## REPORT OF THE BOARD OF MANAGEMENT ACTIVITIES IN 2023

The Board of Management (BoM) would like to report to the General Meeting of Shareholders (GMS) of Thien Long Group Corporation on the business results in 2023 as follows:

### A. EXECUTIVE ACTIVITIES AND IMPORTANT PROJECTS

#### 1. MANUFACTURING AND SUPPLY CHAIN

In 2023, the Group focused on increasing productivity across all stages of production, purchasing, logistics, and sales. These efforts resulted in significant improvements and increased revenue for the Group.

Additionally, the Group invested in research activities to become self-reliant and replace scarce materials. The Group will continue to prioritize the production of pen tips, ink, mold manufacturing, machinery, and equipment. The Group also maintained its activities to improve procedure processes and product quality and reduce costs and inventories.

Thien Long has developed a set of operating indicators for its factories to monitor operational efficiency and offer solutions to improve efficiency, reduce waste and loss, and contribute to sustainable development. The factories have made efforts to reduce plastic waste by reusing scrap plastic, which accounted for 17.4% of plastic use in the first six months of 2023 (compared to 27% in 2022). They have also improved the rate of mixing scrap plastic into the product-pressing process and used colorful scrap sources to press plastic containers containing pens.

#### 2. DOMESTIC BUSINESS

In 2023, the domestic business sector faced a challenging year due to economic fluctuations. There was also a trend of cutting consumer spending and increasing competition from foreign companies in Vietnam's stationery market. To address these challenges, the Domestic Business division focused on strengthening the distribution system by optimizing traditional channels (GT), strengthening existing channels (MT), and investing heavily in e-commerce channels (Ecom).

**One bright spot in the domestic distribution system in 2023 was the remarkable development of e-commerce.** This sales channel recorded many sales achievements, including being among the top growth sellers on TikTok in the third and fourth quarters and the top sellers with the highest sales event 11.11 on Shopee and Lazada. These achievements



resulted from effective investment activities in e-commerce channels, such as enhancing technology, introducing new features on websites, organizing livestreams on major platforms, and investing in product images on e-commerce sites.

**For traditional channels,** Thien Long was professionalizing the shelving system and product display locations with nearly 600 standard stores nationwide. Thien Long has also invested more than 3,350 signs for 1,640 points of sale and provided more than 10,000 shelves for new products such as batteries, computers, gel pens, and modern display models for students at points of sale. These efforts have effectively supported sales activities and created a good consumer experience. As a result, Flexio scientific calculator products grew revenue by 80%.

During peak sales seasons, such as back-to-school and exam seasons, large-scale sales campaigns were implemented synchronously and effectively, actively supporting sales at points of sale.

In 2023, the Domestic Business Division will closely connect with distributors to conduct sales conferences and local sales events to boost sales. For the first time, an online Customer Appreciation program attracted 18,000 views and 13,000 orders from more than 5,000 large customers nationwide.

**For modern channels,** the Domestic Business Division built a strong connection with supermarkets and bookstores through the Customer Conference held in Ho Chi Minh City, where more than 60 customers nationwide participated. Thien Long increased display images and seasonal sales support programs and coordinated the implementation of key programs for supermarkets and bookstores. The image of brands at supermarket chains and bookstores was also constantly being upgraded, especially since Thien Long carried out many activities for the Colokit brand, contributing to the art-supply category on the MT channel to grow 39% in revenue compared to 2022. Overall, the MT channel continued to increase revenue by 3% in challenging market conditions.

Thien Long's Clever Box retail store chain expanded to five stores in Ho Chi Minh City, My Tho, and Ba Ria—Vung Tau.

### **3. MARKET DEVELOPMENT**

In 2023, Thien Long aimed to reinforce its position as a leading stationery group in Asia and expand its quality products to more countries in the global stationery industry. The company planned to maintain the impressive growth momentum of 2022 and promoted its branded products, FlexOffice and Colokit, to the international market. The revenue from Thien Long's branded products grew by an impressive 35% over the same period of 2022.

The primary growth drivers came from traditional Southeast Asian markets, where Thien Long has a strong reputation and presence. The ASEAN market experienced double-digit growth. Malaysia, Myanmar, Thailand, the Philippines, Cambodia, and Laos witnessed the most significant revenue growth, with Malaysia leading with 75% revenue growth. The Philippines market remained the largest export sales market in Southeast Asia.

In 2023, Thien Long started a five-year development strategy in the Philippines, aiming to strengthen the FlexOffice brand and make it the most loved stationery brand in the country. To achieve this goal, the company maintained and promoted marketing activities, systematically developed distribution channels, and developed a diversified product portfolio.

After a year of operation, ICCO Joint Venture Company, based in Kuala Lumpur, Malaysia, promoted and developed more customers in the distribution network in the market. Sales of FlexOffice in Malaysia grew three times compared to before the company was founded. Thien Long also expanded its distribution network in potential markets in the Middle East, Russia, and South Asia, which had developed in previous years. Strong revenue growth in these regions contributed to the impressive growth of the export of Thien Long branded products.

In addition to developing new potential markets outside Southeast Asia, Thien Long aims to explore new territories and successfully mark five more countries, Iran, Iraq, Bahrain, Maldives, and Jordan, on the Group's FlexOffice distribution map.

However, the export of OEM products was heavily affected by the tightening of monetary policy in the American and European markets. Major US and European retailers prioritized handling inventory instead of placing new orders, causing most of Thien Long's major outsourcing customers to reduce orders in 2023. This caused export revenue in the OEM segment to decrease by 38% over the same period. This is why Thien Long's export revenue 2023 modestly reached VND 813 billion, down about 2% over the same period in 2022.

#### **4. PRODUCT CATEGORIES**

In 2023, the Category department introduced 56 new products. Most of these products catered to the preferences of various target customer segments. Additionally, the packaging identity of Thien Long and Colokit brands has been updated to adopt a more contemporary look. This new packaging design not only highlights the brand's product range but also ensures consistency in the packaging of products belonging to the same brand. This, in turn, helps consumers make an informed choice while selecting products from Thien Long.

## **5. WORKFORCE**

Thien Long and the team faced continuous challenges and difficulties in the 2023 job market. However, they worked together constantly to develop their recruitment brand and achieved an impressive result of being ranked 53/100 Best Workplaces in Vietnam by Anphabe, as well as being ranked 85/500 Top Employers by Investment Newspaper in collaboration with Viet Research (VBE 500).

The Company also implemented many Culture and Sports programs to increase team engagement and development. These included coaching, internal engagement programs such as Thank You Letters and Feedback, and sports tournaments like Football, Badminton, and Running/Walking. The Company also focused on environmental protection by implementing initiatives such as Water Saving, Old Battery Collection, and the Flare market.

The Company's commitment to human resource development was evident in its focus on training. In 2023, the team received a total of 42,997 training hours, with an average of 12.73 hours per person. This demonstrated the Group's unwavering commitment to improving their team's knowledge and skills.

## **6. DIGITAL TRANSFORMATION**

Thien Long made significant strides in its digital transformation journey, both internally and externally. Internally, the company worked with HSBC to digitize its processes and create two fully automated and seamless cash flow management solutions. Additionally, Thien Long emphasizes the importance of utilizing digital data to create value and promotes data analysis knowledge to departments, so they can capture and exchange information quickly.

In addition to its internal digital transformation efforts, Thien Long was also focused on its customers. Over the past year, the company provided applications to digitize the MT and GT order shipping process for partners without information technology applications. This has allowed dispatchers to track order processing progress easily through the app.

Thien Long was chosen as one of 12 enterprises participating in the smart factory construction program organized by the Ministry of Industry and Trade in conjunction with Samsung Group. The company developed MES (Manufacturing Execution System) software under the guidance of Samsung Group experts, allowing them to understand real-time production information, manage production schedules, control quality, and prevent errors.

Furthermore, Thien Long's eCommerce revenue has grown by an impressive 118% compared to last year, with growth on key sites such as Shopee (198%), Thienlong.vn (68%), and Lazada (38%). To continue innovating, the company established a Thien Long

Shop channel on the TikTok platform, which has successfully attracted new customers through exciting activities such as positive reviews from content creators, eye-catching promotional video clips, and revenue-exploding livestream sessions. In just a few months, Thien Long Shop on TikTok became one of the TOP 5 sellers with the highest growth rate in the third and fourth quarters of 2023.

## **7. MAJOR PROJECTS IN 2023**

In 2023, Thien Long Group increased its ownership in Pega from 25% to 40% by acquiring shares from existing shareholders.

## **B. FINANCIAL PERFORMANCE**

Please refer to the attached 2023 Audited Separate and Consolidated Financial Statements.

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

**TRAN PHUONG NGA**

*Ho Chi Minh City, 23 April 2024*

## **REPORT OF THE BOARD OF SUPERVISORS TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL 2023**

- *Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;*
- *Pursuant to the 2023 Consolidated Financial Statements of Thien Long Group Corporation audited by PwC (Vietnam) Limited and the results of the inspections of TLG's business documents in 2023.*

The Board of Supervisors (BoS) would like to report to the General Meeting on the operation and performance results in 2023 as follows:

### **I. Assessment of the Board of Supervisors' activities in 2023**

The Company's Supervisory Board includes 3 members:

- Ms. Nguyen Thi Bich Nga                      Head of the Supervisory Board
- Ms. Ta Hong Diep                              Member
- Ms. Vu Thi Thanh Nga                      Member

During the fiscal year 2023, the Board of Supervisors (BoS) held five periodic meetings to exchange information, approve action plans, and review work performance results. The main agenda items discussed at these meetings were as follows:

- Monitor the company's financial situation and ensure compliance with legal regulations in business management activities.
- Supervise the implementation of production and business plans in accordance with the resolution of the Annual General Meeting of Shareholders. Inspect and supervise the production and business activities of affiliated units through financial statements and reports of member companies.
- Check the reasonableness, legality, honesty, and level of caution in managing and operating production, business, and investment activities throughout the year.
- Propose and recommend that the General Meeting of Shareholders approve the list of auditing organizations authorized to audit the company's financial statements.
- Carry out other rights and obligations as stipulated in the Enterprise Law, the company's charter, and the resolution of the General Meeting of Shareholders.

The BoS always affirms its objectivity, independence in performing its duties, honesty in reports, and compliance with relevant legal regulations.

The 2023 remuneration for members of the Board of Directors and members of the Board of Supervisors will be implemented within the scope approved by the AGM in Resolution No. 01/2023/NQ-DHDCD dated April 27, 2023.

## **II. Results of inspection and supervision activities in 2023**

### **1. Evaluation of business activities and financial position of the Company**

BoS has confirmed that the audited 2023 financial statements by PwC Vietnam Co., Ltd. accurately represent the financial and business position of the company and comply with all applicable regulations. The key financial indicators as of 31/12/2023 and business results in 2023 are as follows:

- Total assets: VND 2,808 billion, of which short-term assets accounted for 73.9% (VND 2,074 billion).
- Shareholder equity: VND 2,094 billion (representing 74.6% of total capital).
- Liabilities: VND 714 billion (representing 25.4% of total capital and 34.1% of shareholder equity).
- Consolidated net revenue reached VND 3,462 billion, which fulfilled 87% of the plan.
- Consolidated NPAT - MI reached VND 356 billion, fulfilling 89% of the plan.
- The company has completed the payment of the remaining 20% dividend for 2022 and the advance of 15% interim dividend for 2023 in cash. Appropriation of funds and remuneration for members of the Board of Directors and Board of Supervisors has been carried out in accordance with the contents of Resolution No. 01/2023/NQ-DHDCD dated April 27, 2023.

### **2. Monitoring results of members of the Board of Directors, and Board of Management and coordination of activities**

#### **Monitoring Results:**

- The members of the Company's Board of Directors and the Board of Management strictly follow the Law and the Company's Charter and comply with the contents of the AGM Resolution.
- In 2023, the Board of Directors issued guidelines, management models, and timely solutions to manage business operations and strategies and ensure the interests of shareholders.
- The Board of Management and functional units have always been innovative and adaptable to market changes. They have implemented comprehensive digitalization in management,

resulting in sustainable development and fulfilling nearly 90% of the business targets assigned by the AGM.

**Operational Coordination:**

The Board of Directors fully participates in meetings with the Company's Board of Management, regularly discusses operations with the BoM, and receives timely reports and documents from functional departments. The BoD, the BoM and the functional departments work together to create favourable conditions for the BoS to perform its tasks.

**III. Conclusions and recommendations of the BoS**

The Board of Supervisors has requested that the General Meeting approve the report presented by the Board of Directors and the Board of Management regarding the Company's operational and financial situation in 2023.

To ensure sustainable development and achieve future targets, the Company management team needs to focus on human resource management, maximize employee capacity, tighten expense control, improve debt collection, minimize inventory at all stages, optimize investment items, and seek more effective solutions to improve product quality and diversify designs. Moreover, the Company should look for new partners and suppliers to keep up with the trends and contribute to its sustainable development.

Dear shareholders,

The above information is the report presented by the BoS to the AGM. We thank the BoD and the BoM for supporting us in fulfilling our tasks. We wish the General Meeting every success.

Thank you and best regards.

**ON BEHALF OF THE BOARD OF SUPERVISORS  
HEAD OF BOARD**

**NGUYEN THI BICH NGA**

DRAFT

**PROPOSAL TO**  
**THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**FOR THE FISCAL YEAR 2023**

*Re: Approving the Audited Financial Statements for 2023*

- 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 2022 Separate Financial Statements and Consolidated Financial Statements of Thien Long Group Corporation;
- Pursuant to Meeting Minutes of the Board of Directors No. 02/2024/BBH-HĐQT dated 29 March 2024.

The Board of Directors would like to propose to the General Meeting of Shareholders for approval of the 2023 Separate Financial Statements and Consolidated Financial Statements of Thien Long Group Corporation audited by PwC (Vietnam) Limited.

The audited Separate Financial Statements and Consolidated Financial Statements for 2023 have been released in accordance with relevant regulations and publicized on the Company's website, including the following:

1. Report of the Audited company;
2. Balance sheet as of 31 December 2023;
3. Income Statement for the year ended 31 December 2023;
4. Cash flow statement;
5. Financial statement footnotes.

The citation of Consolidated and Separate Financial statements 2023 is as per the attachment.

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

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

**CO GIA THO**





No.: 02/2024/TT - ĐHCĐ

Ho Chi Minh City, 23 April 2024

DRAFT

**PROPOSAL TO**  
**THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**FOR THE FISCAL YEAR 2023**

*Re: Approving the profit distribution for 2023*

- 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 2023 Audited Consolidated Financial Statements of Thien Long Group Corporation;
- Pursuant to Meeting Minutes of the Board of Directors No. 02/2024/BBH-HĐQT dated 29 March 2024.

The Board of Directors would like to propose to the General Meeting of Shareholders for approval of the profit distribution for the fiscal year 2023 as below:

**1. Plan of profit distribution:**

<b>Profit distribution</b>	<b>Amount (Unit: thousand VND)</b>
<b>Undistributed profits accumulated to the end of the previous year</b>	<b>451,323,153</b>
<b>Consolidated NPAT - MI for 2023</b>	<b>358,940,537</b>
- Dividends for 2023 (paid 35% of par value) Detail: 25% in cash (*), 10% in stocks	273,880,586
- Bonus and welfare fund (10% of profit after tax)	35,894,054
- Remuneration for the Board of Directors and Board of Supervisors in 2023	10,000,000
<b>Retained earnings after distribution</b>	<b>490,489,050</b>

Note: (\*) The company has made an interim payment of 15% for the cash dividends 2023 equivalent to 116,691,679,500 VND.

**2. Authorization for the Board of Directors:**

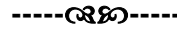
The General Meeting of Shareholders authorizes the Board of Directors to distribute profits for fiscal year 2023 as follows:

- Decide the time to close the list of shareholders to pay cash dividends for the rest of 2023 (10%).
- Decide on other issues related to the distribution of profits in 2023 that the General Meeting of Shareholders has approved.

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

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

**CO GIA THO**



No.: 03/2024/TT – ĐHĐCĐ

Ho Chi Minh City, 23 April 2024

DRAFT

**PROPOSAL TO  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
FOR THE FISCAL YEAR 2023**

*Re: Approving the target of revenue and profit and the profit distribution plan for 2024*

- 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 2023 Consolidated Financial Statements of Thien Long Group Corporation of Thien Long Group Corporation;
- Pursuant to Meeting Minutes of the Board of Directors No. 02/2024/BBH-HĐQT dated 29 March 2024.

The Board of Directors would like to propose to the General Meeting of Shareholders for approval of the target of revenue and profit and the profit distribution plan for 2024 as below:

**1) Plan of revenue and profit for 2024:**

- Net revenue: VND 3,800 billion (an increase of 9.77% compared to the implementation of 2023 and a decrease of 5% compared to the plan in 2023)
- Consolidated profit after tax: VND 380 billion (an increase of 6.69% compared to the implementation of 2023 and a decrease of 5% compared to the plan in 2023)

**2) Plan of profit distribution for 2024:**

- Dividends for 2024 : planned 35% of par value
- Bonus and welfare fund : 10% of profit after tax
- Remuneration for the Board of Directors and Board of Supervisors : VND 15 billion / year
- Capital source for advance dividends in 2024: Accumulated undistributed after-tax profits of previous years until the company advances dividends.

Respectfully submitted to the General Meeting of Shareholders to consider, approve and authorize the Board of Directors to change or adjust the above Plan according to the actual situation and an interim payment in 2024 by the company's production and business results.

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

**CO GIA THO**



THE SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness



No.: 04/2024/TT - ĐHĐCĐ

Ho Chi Minh City, 23 April 2024

DRAFT

**PROPOSAL TO  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
FOR THE FISCAL YEAR 2023**

*Re: Appointment of an Auditing Company for the fiscal year 2024*

- 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 would like to propose to the General Meeting of Shareholders for approval of the appointment of an independent auditing company to audit the Company's 2024 financial statements as follows:

- Select one (01) from the three (03) following Auditing Companies to audit the Company's 2024 Financial Statements:
  1. Deloitte Vietnam Company Limited;
  2. PwC Company Limited (Vietnam);
  3. Ernst & Young Vietnam Company Limited.
- Authorize the Board of Directors to choose one of the three auditing companies.

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

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No.: 05/2024/TT - ĐHCĐ

Ho Chi Minh City, 23 April 2024

DRAFT

**PROPOSAL TO**  
**THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**FOR THE FISCAL YEAR 2023**

*Re: Approving the plan to issue shares to pay dividends in 2023*

**Whereas:**

- *The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *The Law on Securities No. 54/2019/QH14 dated 26 November 2019;*
- *Decree No. 155/2020/ND-CP dated 31 December 2020 on the elaboration of some Articles of the Law on Securities;*
- *Circular No. 118/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance on guiding offering and issuance of securities, tender offer, share repurchase, registration, and delisting of public companies;*
- *The Charter on Organization and Operation of Thien Long Group Corporation;*
- *Meeting Minutes of the Board of Directors No. 02/2024/BBH-HĐQT dated 29 March 2024.*

The Board of Directors (“BOD”) of Thien Long Group Corporation would like to propose to the General Meeting of Shareholders (“AGM”) to approve the plan to issue shares to pay dividends in 2023 with the following:

- 1. Share’s name:** Thien Long Group Corporation Share
- 2. Type of share:** Ordinary share
- 3. Stock symbol:** TLG
- 4. Par value:** VND 10,000 / share
- 5. The current Charter Capital:** VND 785,944,530,000
- 6. Total issued shares:** 78,594,453 shares

**Detail:**

- Number of outstanding shares: 78,594,453 shares
- Number of treasury shares: 0 shares

- 7. Number of maximum shares planning to issue:** 7,859,445 shares
- 8. The total maximum value planning to issue at par value:** VND 78,594,450,000
- 9. Form of issuance:** Issue shares to pay dividends in 2023
- 10. Subjects of issuance:** Existing shareholders whose names are on the list at the last registration date close the list of shareholders to exercise the right to receive dividends in shares. The time

to close the list is authorized by the General Meeting of Shareholders for the Board of Directors to decide.

- 11. Shares issue rate (number of shares to be issued/number of outstanding shares):** 10%.
- 12. Subscription ratio:** 10:1. Each shareholder who owns 01 share will have 01 right to receive dividends in shares; for every ten rights, they will receive one additional share.
- 13. Plan for handling odd shares:** The number of shares each Shareholder receives when issuing shares to pay dividends will be rounded to the nearest unit according to the rounding down principle. The odd decimal fraction (if any) will be cancelled.  
  
For example, Shareholder A owns 109 shares on the date the list of shareholders is closed. With the subscription ratio 10:1, shareholder A will receive  $(109/10*1 = 10.90)$  10 new shares. According to the above calculation principle, shareholder A will receive ten new shares. The number of odd decimal shares (if any) 0.90 shares will be cancelled.
- 14. Issuance capital source:** Undistributed net profit after tax as of December 31, 2023, according to the audited 2023 consolidated financial statements of Thien Long Group Joint Stock Company.
- 15. Implementation time:** After being notified by the State Securities Commission of receiving full issuance report documents, expected in Quarter II - III of 2024.
- 16. Securities registration and additional listing registration:** After completing the issuance, the General Meeting of Shareholders approved and authorised the Board of Directors to carry out additional securities registration procedures with Vietnam Securities Depository and Clearing Corporation (VSDC) and register for stock listing supplemented with Ho Chi Minh City Stock Exchange (HSX).
- 17. Approving the Charter Capital change:** Approving the Charter (Charter capital item) and adjusting the Business Registration Certificate at the Department of Planning and Investment of Ho Chi Minh City after notification of the SSC on receipt of the full release report.

**18. Authorization for the Board of Directors:**

The General Meeting of Shareholders authorizes the Board of Directors to perform:

- Build and explain the application documents submitted to the State Securities Committee and other functional agencies. At the same time, proactively adjust the issuance plan and other related documents under the actual Company or requesting of SSC and other functional agencies, or for compliance purposes following relevant legal provisions (if any);
- Decide the time to close the list of shareholders to exercise rights, other timelines related to implementing the issuance and implementing procedures for closing the list of shareholders according to regulations;
- Amendment of articles related to charter capital, shares in the Charter of organization and operation of the Company after receiving notice from SSC of receiving the full report on issuance results;
- Perform the procedures for changing the contents of the Company's business registration related to the change of charter capital according to the actual results of the issuance with

the competent state agency after receiving the notice from the SSC of receiving the full report on issuance results;

- Perform procedures works and choose the appropriate time to register additional securities at VSDC and register to list additional securities at HSX with the number of shares issued according to the plan approved by the General Meeting of Shareholders after receiving the notice of the SSC of receiving the full report on issuance results;
- Proactively develop plans to ensure the foreign investor ownership ratio is consistent with the provisions of the law;
- Depending on each specific case, the Board of Directors may re-authorize the General Director to perform one or several particular tasks mentioned above;
- Decide on other arising issues related to the process of issuing shares to pay dividends.

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

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

**CO GIA THO**





No.: 06/2024/TT - ĐHCĐ

Ho Chi Minh City, 23 April 2024

DRAFT

**PROPOSAL TO  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
FOR THE FISCAL YEAR 2023**

*Re: Approving adjusting Thien Long's business lines*

- 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 Meeting Minutes of the Board of Directors No. 02/2024/BBH-HĐQT dated 29 March 2024.

The Board of Directors would like to propose to the General Meeting of Shareholders for approval of adjusting Thien Long's business lines, specifically:

1. Elimination of business lines of the Company:

No	Business lines	Code
1	<b>Printing</b> Details: Tampon printing (pad), silkscreen printing, flexo printing, and embossing on the company's products.  (not working at headquarters)	1811

2. Business lines of the Company after adjusting:

No	Business lines	Code
1	<b>Management consulting activities (except accounting, financial and tax consulting)</b>	3290
2	<b>Other manufacturing n.e.c</b> 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 headquarters)	4649

No	Business lines	Code
3	<p><b>Wholesale of other machinery and equipment</b></p> <p>Detail: Wholesale of molds, wholesale of machinery and equipment served in the Company's production field; wholesale of machinery served in the 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.</p>	4659
4	<p><b>Wholesale of other household products.</b></p> <p>Detail: Wholesale of stationery, school supplies, plastic teaching aids, processed plastic goods; wholesale of games and toys; wholesale of sporting equipment.</p>	4669
5	<p><b>Manufacture of other special-purpose machinery</b></p> <p>Detail: The manufacture of machinery served in the company production field, machinery served in the automation industry, and industrial robots performing multiple tasks for special purposes.</p> <p>(not working at headquarters)</p>	<b>7020 (Main)</b>
6	<p><b>Manufacture of games and toys</b></p> <p>(do not produce toys and games that are harmful to personality education, children's health, or affect social order and security)</p> <p>(not working at headquarters)</p>	<b>2220</b>
7	<p><b>Manufacture of plastics products</b></p> <p>(except for manufacturing foam insulation using R141b gas, using pre-mixed polyol HCFC-141b)</p> <p>(not working at headquarters)</p>	<b>2651</b>
8	<p><b>Other specialized wholesale not elsewhere classified</b></p> <p>Detail: Wholesale of plastic beads and colour 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, and technical testing instruments.</p>	<b>2817</b>
9	<p><b>Manufacture of office machinery and equipment (except for computers and peripheral equipment).</b></p> <p>(not working at headquarters)</p>	<b>2829</b>
10	<p><b>Manufacture of measuring, testing, navigating and control equipment</b></p> <p>Detail: Manufacturing of measuring and testing equipment in chemical, physical, and technical laboratories.</p>	<b>3240</b>

<b>No</b>	<b>Business lines</b>	<b>Code</b>
	(not working at headquarters)	

3. Authorization:

The General Meeting of Shareholders authorized the Company's Legal Representative to prepare records and documents and carry out necessary procedures according to the provisions of law to register changes in business lines.

The General Meeting of Shareholders assigned the Board of Directors the task of updating the amendments and supplements to the Company's Charter in accordance with the above changes.

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

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

**CO GIA THO**



DRAFT

**PROPOSAL TO**  
**THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**FOR THE FISCAL YEAR 2023**

*Re: Approving the plan to issue the shares under the Employee Stock Ownership Plan “ESOP”*

**Whereas:**

- *The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *The Law on Securities No. 54/2019/QH14 dated 26 November 2019;*
- *Decree No. 155/2020/ND-CP dated 31 December 2020 on the elaboration of some Articles of the Law on Securities;*
- *Circular No. 118/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance on guiding offering and issuance of securities, tender offer, share repurchase, registration, and delisting of public companies;*
- *The Charter on Organization and Operation of Thien Long Group Corporation;*
- *Meeting Minutes of the Board of Directors No. 02/2024/BBH-HĐQT dated 29 March 2024.*

The Board of Directors (“BOD”) of Thien Long Group Corporation would like to propose to the General Meeting of Shareholders (“AGM”) to approve the plan to issue shares under the Employee Stock Ownership Plan (“ESOP”) based on the business result in 2024, as the following:

**I. Purposes:**

- Motivate employees to improve working efficiency and contribute to the growth of the Company.
- Attach a part of employees' income to the interests of the Company's shareholders.
- Attract and retain talented people to ensure the Company's sustainable development.

**II. Principles of issuance:**

- 1. Issuing conditions:** Consolidated net revenue  $\geq$  VND 4,000 billion (Accumulated consolidated net revenue according to self-made/audited financial statements in 2024)
- 2. Number of shares planned to be sold:** 1% x Total number of outstanding shares of the Company at the time of issuance.

**III. Information of issuance:**

- 1. Share's name:** Thien Long Group Corporation Share
- 2. Type of share:** Ordinary share
- 3. Stock symbol:** TLG
- 4. Par value:** VND 10,000 / share

5. **The current Charter Capital:** VND 785,944,530,000 (At the time of presentation to the Annual General Meeting of Shareholders in fiscal year 2023)
6. **Number of outstanding shares:** 78,594,453 shares
7. **Expected Charter Capital before issuance:** VND 864,538,980,000 (Expected charter capital after completing share issuance to pay dividends in 2023)
8. **Expected number of outstanding shares before issuance:** 86,453,898 shares
9. **Number of treasury shares:** 0 shares
10. **Number of maximum shares planning to issue:** 864,538 shares.
11. **Subjects of issuance:** Members of the Board of Directors, Members of the Board of Management, Chief Accountant and other Managers of Thien Long Group Corporation and Group's Subsidiaries according to the list approved by the Board of Directors. The General Meeting of Shareholders authorizes the Board of Directors to decide the standards and list of subjects participating in the program and distribute to each of the subjects mentioned above.
12. **Price of issue:** VND 10,000/share.
13. **Principle of determining issue price:** equal to par value.
14. **Principle of determining the number of shares to be distributed to each object:** The General Meeting of Shareholders authorizes the Board of Directors to decide on the principle of determining the number of shares to be distributed to each object at the time of issuance.
15. **Transfer restriction:** The number of issued shares of the ESOP program will be 100% restricted to transfer within (02) years from the date of completing issuance.
16. **Handling in case the employee leaves the job during the period of commitment to restrict transfer:** The General Meeting of Shareholders decided not to withdraw the number of shares received by the employee in this issuance.
17. **Implementation time:** Based on the business results achieved in 2024 according to the principle mentioned in the Issuing conditions Section above and after the State Securities Commission notifies the Board of Directors that it has received full issuance report documents, authorize the Board of Directors to choose a specific issuance time.
18. **Capital using plan:** All proceeds from the issuance will supplement working capital for the Company's business activities.
19. **The handling plan in case of unsold shares:** The General Meeting of Shareholders will authorize the Board of Directors to sell the number of unsold shares to other employees at a price not lower than VND 10,000 per share. Suppose the Board of Directors still cannot find suitable employees. In that case, the General Meeting of Shareholders will authorize the Board of Directors to adjust and reduce the total quantity of shares offered for sale according to the distributed number of shares.
20. **Committed to putting securities into trading on the organized stock market:** After completing the issuance, the General Meeting of Shareholders will approve and authorize the Board of Directors to carry out the procedures for registering additional securities with Vietnam Securities Depository and Clearing Corporation and registering the listed additional securities for the Ho Chi Minh City Stock Exchange.
21. **Approving the Charter Capital change:** Approving the Charter (Charter capital item) and adjusting the Business Registration Certificate at the Department of Planning and Investment of Ho Chi Minh City after notification of the SSC on receipt of the full release report.

## **22. Authorizing the Board of Directors:**

The General Meeting of Shareholders authorizes the Board of Directors to carry out the work related to the issuance as follows:

- Authorize the Board of Directors to choose a specific issuance time when business results are achieved according to the Issuance Conditions section above principles.
- Building and explaining the application documents submitted to the State Securities Committee and other functional agencies. At the same time, proactively adjust the issuance plan and other related documents under the actual Company or requesting of SSC and other functional agencies, or for compliance purposes following relevant legal provisions (if any);
- Approving the plan to ensure the issuance of shares to meet the regulations on foreign ownership ratio in the case of issuing shares to employees who are foreign investors;
- Approving the standards and list of employees participating in the program, the principle of determining the number of shares to be distributed to each object and the implementation time;
- Deciding to deal with the number of issued shares that are not registered for purchase (if any);
- Building the plan using detailed capital;
- Amendment of articles related to charter capital, shares in the Charter of organization and operation of the Company after receiving notice from SSC of receiving the full report on issuance results;
- Performing the procedures for changing the contents of the Company's business registration related to the change of charter capital according to the actual results of the issuance with the competent state agency after receiving the notice from the SSC of receiving the full report on issuance results;
- Performing the procedures, working, and choosing the appropriate time to register additional securities at the Vietnam Securities Depository and Clearing Corporation and register for additional listing at the Ho Chi Minh Stock Exchange. The number of shares to be issued according to the plan approved by the General Meeting of Shareholders after receiving the notice of the SSC of receiving the full report on issuance results;
- Depending on each specific case, the Board of Directors may re-authorize the General Director to perform one or several specific tasks mentioned above;
- Other issues related to issuing shares under the program “ESOP”.

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

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

**CO GIA THO**



No.: 01/2024/NQ-DHĐCĐ

Ho Chi Minh City, 23 April 2024

DRAFT

**RESOLUTION**  
**THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**FOR THE FISCAL YEAR 2023**  
**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 2023 dated 23 April 2024.

The Annual General Meeting of Shareholders for the fiscal year 2023 of Thien Long Group Corporation was held at 09:00 AM on 23 April 2024 and ended at 11:30 AM on the same day at New World Saigon Hotel, No. 76 Le Lai Street, Ben Thanh Ward, District 1, Ho Chi Minh City, Vietnam. The total number of (direct and authorized) shareholders and delegates attending the meeting was .... people, owning and representing ..... shares, accounting for .....% of the total shares with voting rights 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 2022 approved the following decisions:

**RESOLVED:**

**Article 1. Approved the Report on activities of the Board of Directors in 2023**

The Meeting voted to approve the Report on the activities of the Board of Directors in 2023, as the following:

- a) The Company's operations in 2023
  - Consolidated net revenue reached 3,462 billion, completing 87% of the plan approved by the General Meeting of Shareholders.
  - Consolidated net profit after tax reached 356 billion, completing 89% of the plan approved by the General Meeting of Shareholders.
- b) Remuneration, operating expenses and other benefits of the Board of Directors, Supervisory Board and Board of General Directors: Policy on remuneration, salaries and bonuses for the Board of Directors, Supervisory Board and Board of General Directors is always guaranteed to comply with the law.
- c) Summary of meetings of the Board of Directors
  - The Board of Directors held ten meetings to collect opinions and implement the

resolutions of the General Meeting of Shareholders to approve essential policies in the Company's development orientation.

- Adopting the Board of Directors' resolutions is always consistent with the Company's vision and business strategy in each period.
- d) Activities of independent members of the Board of Directors and results of independent members' evaluation of the activities of the Board of Directors
- Independent members of the Board of Directors fully participated in meetings of the Board of Directors and actively discussed the submitted issues.
  - Results of the Independent Member's assessment of the Board of Directors activities in 2023: The Company's Board of Directors has performed its tasks and roles with a high sense of responsibility for the company's legitimate interest company and shareholders.
- di) Investor Relations and obligations to Shareholders: Always ensure fairness and equality and aim for the highest interests of investors and shareholders.
- dii) Supervising the activities of the Board of General Directors: The Board of General Directors consistently demonstrates a pioneering role, dedication and effort; Always ensure internal regulations are strictly followed; Deploy work and operate in accordance with the spirit of the Resolution of the General Meeting of Shareholders and the Resolution of the Board of Directors, closely following the Company's strategy and development orientation.
- diii) Development focus
- To implement the strategic goals for the period 2023-2027, Thien Long will focus on the following essential tasks:*
1. Boost Brands
  2. Optimize Omnichannel
  3. World-class Expansion
  4. Expand the Ecosystem
  5. Organize for Growth

In 2024, the Board of Directors will submit the following business plan targets to the General Meeting of Shareholders for approval: Net revenue of VND3,800 billion, net profit after tax of VND380 billion, and dividends of 35%/par value.

In addition, to create motivation and increase employee engagement with the Company, the Board of Directors intends to seek the opinion of the General Meeting of Shareholders to issue conditional ESOP shares and divide them into two phases:

- Phase 1: Based on business results in 2024, Consolidated net revenue in 2024 reaches VND 4,000 billion or more, the Company shall issue ESOP shares with the plan according to the Proposal of the Board of Directors to collect opinions at meetings of the General Meeting of Shareholders in fiscal year 2023.
- Phase 2: Based on business results from 2025-2026, Consolidated net revenue reached VND 5,000 billion or more and VND 6,000 billion or more, respectively. According to legal regulations, the Board of Directors shall consider and submit to the General



Meeting of Shareholders a plan to issue additional shares at each revenue milestone of 1% of ESOP shares on the number of outstanding shares at the time of issuance.

*The approval rate ...%*

*The disapproving rate 0%*

*The abstentions rate 0%*

**Article 2. Approved the Report of the Board of Directors on business results, consolidated finance situation in 2023, and business plan in 2024**

The Meeting voted to approve the Report of the Board of Directors on business results, consolidated finance situation in 2023, and business plan in 2024 as follows:

<b>No.</b>	<b>Item</b>	<b>Amount</b>
1	Net revenue for 2023	VND 3,462 billion
2	Consolidated profits after tax for 2023	VND 356 billion

*The approval rate ...%*

*The disapproving rate 0%*

*The abstentions rate 0%*

**Article 3. Approved the Report of the Board of Supervisors in 2023**

The Meeting voted to approve the Report of the Board of Supervisors in 2023.

*The approval rate ...%*

*The disapproving rate 0%*

*The abstentions rate 0%*

**Article 4. Approved the 2023 Financial Statements**

The Meeting voted to approve the 2023 Separate and Consolidated Financial Statements audited by PwC (Vietnam) Company Limited.

*The approval rate ...%*

*The disapproving rate 0%*

*The abstentions rate 0%*

## Article 5. Approved the profit distribution for 2023

- The Meeting voted to approve the profit distribution for 2023 as follows:

<b>Profit distribution</b>	<b>Amount</b> <i>Unit: thousand VND</i>
<b>Undistributed profits accumulated to the end of the previous year</b>	<b>451,323,153</b>
<b>Consolidated profit after tax for 2023</b>	<b>358,940,537</b>
- Dividends for 2023 (paid 35% of par value) Detail: 25% in cash (*), 10% in stocks	273,880,586
- Bonus and welfare fund (10% of profit after tax)	35,894,054
- Remuneration for the Board of Directors and Board of Supervisors in 2023	10,000,000
<b>Retained earnings after distribution</b>	<b>490,489,050</b>

*Note: (\*) The company has made an interim payment of 15% for the 2023 cash dividends, equivalent to 116,691,679,500 VND.*

- The General Meeting of Shareholders authorizes the Board of Directors to distribute profits for fiscal year 2023 as follows: Decide the time to close the list of shareholders to pay cash dividends for the rest of 2023 (10%); Decide on other issues related to the distribution of profits in 2023 that the General Meeting of Shareholders has approved.

*The approval rate ...%*

*The disapproving rate 0%*

*The abstentions rate 0%*

## Article 6. Approved the target of revenue, profit and profit distribution plan for 2024

- The Meeting voted to approve the target of revenue, profit and profit distribution plan for 2024 as follows:

<b>No.</b>	<b>Profit distribution</b>	<b>Amount</b>
1	<b>Plan of Revenue and Profit for 2024</b>	
	- Net revenue	VND 3,800 billion
	- Consolidated profit after tax	VND 380 billion
2	<b>Plan of profit distribution for 2024</b>	
	- Dividends for 2024	planned 35% of par value
	- Bonus and welfare fund	10% of profit after tax
	- Remuneration for the Board of Directors and Board of Supervisors	VND 15 billion / year

- Capital source for advance dividends in 2024: Accumulated undistributed after-tax profits of previous years until the company advances dividends.
- Authorize the Board of Directors to change or adjust the above Plan according to the actual situation and make advance dividends in 2024 in accordance with the Company's production and business results for the year.

*The approval rate ...%*

*The disapproving rate 0%*

*The abstentions rate 0%*

**Article 7. Approved authorizing the Board of Directors to appoint an Auditing Company for the fiscal year 2024**

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 2024 Financial Statements:

1. Deloitte Vietnam Company Limited;
2. PwC Company Limited (Vietnam);
3. Ernst & Young Vietnam Company Limited.

*The approval rate ...%*

*The disapproving rate 0%*

*The abstentions rate 0%*

**Article 8. Approved the plan to issue shares to pay dividends in 2023**

The Meeting voted to approve the plan to issue shares to pay dividends in 2023 with the following:

**1. Form of issuance:** Issue shares to pay dividends in 2023

**2. Detailed plan:**

- **Share's name:** Thien Long Group Corporation Share
- **Type of share:** Ordinary share
- **Stock symbol:** TLG
- **Par value:** VND 10,000 / share
- **The current Charter Capital:** VND 785,944,530,000
- **Total issued shares:** 78,594,453 shares

**Detail:**

- Number of outstanding shares: 78,594,453 shares
- Number of treasury shares: 0 shares
- **Number of maximum shares planning to issue:** 7,859,445 shares
- **The total maximum value planning to issue at par value:** VND 78,594,450,000

- **Subjects of issuance:** Existing shareholders whose names are on the list at the last registration date close the list of shareholders to exercise the right to receive dividends in shares. The time to close the list is authorized by the General Meeting of Shareholders for the Board of Directors to decide.
- **The share issue rate (number of shares to be issued/number of outstanding shares) is 10%.**
- **Subscription ratio:** 10:1. Each shareholder who owns 01 share will have 01 right to receive dividends in shares; for every ten rights, they will receive one additional share.
- **Plan for handling odd shares:** The number of shares each Shareholder receives when issuing shares to pay dividends will be rounded to the nearest unit according to the rounding down principle. The odd decimal fraction (if any) will be cancelled.

For example, Shareholder A owns 109 shares when the list of shareholders is closed. With the subscription ratio 10:1, shareholder A will receive  $(109/10*1 = 10.90)$  10 new shares. According to the above calculation principle, shareholder A will receive ten new shares. The number of odd decimal shares (if any) 0.90 shares will be cancelled.

- **Issuance capital source:** Undistributed net profit after tax as of December 31, 2023, according to the audited 2023 consolidated financial statements of Thien Long Group Joint Stock Company.
- **Implementation time:** After being notified by the State Securities Commission of receiving full issuance report documents, expected in Quarter II - III of 2024.
- **Securities registration and additional listing registration:** After completing the issuance, the General Meeting of Shareholders approved and authorized the Board of Directors to carry out additional securities registration procedures with Vietnam Securities Depository and Clearing Corporation (VSDC) and register for stock listing supplemented with Ho Chi Minh City Stock Exchange (HSX).
- **Approving the Charter Capital change:** Approving the Charter (Charter capital item) and adjusting the Business Registration Certificate at the Department of Planning and Investment of Ho Chi Minh City after notification of the SSC on receipt of the full release report.

### **3. Authorization for the Board of Directors:**

The General Meeting of Shareholders authorizes the Board of Directors to perform:

- Build and explain the application documents submitted to the State Securities Committee and other functional agencies. At the same time, proactively adjust the issuance plan and other related documents under the actual Company or requesting of SSC and other functional agencies, or for compliance purposes following relevant legal provisions (if any);
- Decide the time to close the list of shareholders to exercise rights, other timelines related to implementing the issuance and implementing procedures for closing the list of shareholders according to regulations;

- Amendment of articles related to charter capital, shares in the Charter of organization and operation of the Company after receiving notice from SSC of receiving the full report on issuance results;
- Perform the procedures for changing the contents of the Company's business registration related to the change of charter capital according to the actual results of the issuance with the competent state agency after receiving the notice from the SSC of receiving the full report on issuance results;
- Perform procedures and works and choose the appropriate time to register additional securities at VSDC, and register to list additional securities at HSX with the number of shares issued according to the plan approved by the General Meeting of Shareholders after receiving the notice of the SSC of receiving the full report on issuance results;
- Proactively develop plans to ensure the foreign investor ownership ratio is consistent with the provisions of the law;
- Depending on each specific case, the Board of Directors may re-authorize the General Director to perform one or several specific tasks mentioned above;
- Decide on other arising issues related to the process of issuing shares to pay dividends.

*The approval rate ...%*

*The disapproving rate 0%*

*The abstentions rate 0%*

#### **Article 9. Approved adjusting Thien Long's business lines**

*The approval rate ...%*

*The disapproving rate 0%*

*The abstentions rate 0%*

#### **Article 10. Approved plan to release the shares under the Employee Stock Ownership Plan “ESOP”**

The Meeting voted to approve the plan to issue shares under the Employee Stock Ownership Plan (“ESOP”) based on the business result in 2024, as the following:

##### **1. Purposes:**

- Motivate employees to improve working efficiency and contribute to the growth of the Company.
- Attach a part of employees' income to the interests of the Company's shareholders.
- Attract and retain talented people to ensure the Company's sustainable development.

##### **2. Principles of issuance:**

- Issuing conditions: Consolidated net revenue  $\geq$  4,000 billion VND (Accumulated consolidated net revenue according to self-made/audited financial statements in 2024).

- Number of shares planned to be sold:  $1\% \times$  Total number of outstanding shares of the Company at the time of issuance.

### **3. Information of issuance:**

- Share's name: Thien Long Group Corporation Share
- Type of share: Ordinary share
- Stock symbol: TLG
- Par value: VND 10,000 / share
- The current Charter Capital: VND 785,944,530,000 (At the time of presentation to the Annual General Meeting of Shareholders in fiscal year 2023)
- Number of outstanding shares: 78,594,453 shares
- Expected Charter Capital before issuance: VND 864,538,980,000 (Expected charter capital after completing share issuance to pay dividends in 2023)
- Expected number of outstanding shares before issuance: 86,453,898 shares
- Number of treasury shares: 0 shares
- Number of maximum shares planning to issue: 864,538 shares.
- Subjects of issuance: Members of the Board of Directors, Members of the Board of Management, Chief Accountant and other Managers of Thien Long Group Corporation and Group's Subsidiaries according to the list approved by the Board of Directors. The General Meeting of Shareholders authorizes the Board of Directors to decide the standards and list of subjects participating in the program and distribute them to each subject mentioned above.
- Price of issue: VND 10,000/share.
- The principle of determining the issue price is that it is equal to the par value.
- Principle of determining the number of shares to be distributed to each object: The General Meeting of Shareholders authorizes the Board of Directors to decide on the principle of determining the number of shares to be distributed to each object at the time of issuance.
- Transfer restriction: The number of issued shares of the ESOP program will be 100% restricted to transfer within (02) years from the date of completing issuance.
- Handling in case the employee leaves the job during the commitment period to restrict transfer: The General Meeting of Shareholders decided not to withdraw the number of shares received by the employee in this issuance.
- Implementation time: Based on the business results achieved in 2024 according to the principle mentioned in the Issuing conditions Section above and after being notified by the State Securities Commission of receiving full issuance report documents. Authorize the Board of Directors to choose a specific issuance time.
- Capital using plan: All proceeds from the issuance will supplement working capital for the Company's business activities.

- The handling plan in case of unsold shares: The General Meeting of Shareholders will authorise the number of unsold shares to the Board of Directors to sell to other employees at a price not lower than 10,000 Vietnamese dong per share. Suppose the Board of Directors still cannot find suitable employees. In that case, the General Meeting of Shareholders will authorize the Board of Directors to adjust and reduce the total quantity of shares offered for sale according to the distributed amount of shares.
- Committed to putting securities into trading on the organized stock market: After completing the issuance, the General Meeting of Shareholders will approve and authorize the Board of Directors to carry out the procedures for registering additional securities with Vietnam Securities Depository and Clearing Corporation and registering the listed additional securities for the Ho Chi Minh City Stock Exchange.
- Approving the Charter Capital change: Approving the Charter (Charter capital item) and adjusting the Business Registration Certificate at the Department of Planning and Investment of Ho Chi Minh City after notification of the SSC on receipt of the full release report.

#### **4. Authorizing the Board of Directors:**

The General Meeting of Shareholders authorizes the Board of Directors to carry out the work related to the issuance as follows:

- Authorize the Board of Directors to choose a specific issuance time when business results are achieved according to the Issuance Conditions section above principles.
- Building and explaining the application documents submitted to the State Securities Committee and other functional agencies. At the same time, proactively adjust the issuance plan and other related documents under the actual Company or requesting of SSC and other functional agencies, or for compliance purposes following relevant legal provisions (if any);
- Approving the plan to ensure the issuance of shares to meet the regulations on foreign ownership ratio in the case of issuing shares to employees who are foreign investors;
- Approving the standards and list of employees participating in the program, the principle of determining the number of shares to be distributed to each object and the implementation time;
- Deciding to deal with the number of issued shares that are not registered for purchase (if any);
- Building the plan using detailed capital;
- Amendment of articles related to charter capital, shares in the Charter of organization and operation of the Company after receiving notice from SSC of receiving the full report on issuance results;
- Performing the procedures for changing the contents of the Company's business registration related to the change of charter capital according to the actual results of the issuance with the competent state agency after receiving the notice from the SSC of receiving the full report on issuance results;

- Performing the procedures, working, and choosing the appropriate time to register additional securities at the Vietnam Securities Depository and Clearing Corporation and register for additional listing at the Ho Chi Minh Stock Exchange. The number of shares to be issued according to the plan approved by the General Meeting of Shareholders after receiving the notice of the SSC of receiving the full report on issuance results;
- Depending on each specific case, the Board of Directors may re-authorize the General Director to perform one or several specific tasks mentioned above;
- Other issues related to issuing shares under the program “ESOP”.

*The approval rate ...%*

*The disapproving rate 0%*

*The abstentions rate 0%*

**Article 11. This Resolution shall take effect as of 23/04/2024**

This Resolution shall take effect as of 23 April 2024. The Board of Directors is responsible for disclosing this Resolution on the Company’s website ([www.thienlonggroup.com](http://www.thienlonggroup.com)) in strict accordance with the provisions of the laws.

**Article 12. Responsibility to disseminate and implement this Resolution**

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

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

**CHAIRMAN**

**CO GIA THO**