

**RESOLUTION**  
**THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**FOR THE FISCAL YEAR 2022**  
**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 2022 dated 27 April 2023.

The Annual General Meeting of Shareholders for the fiscal year 2022 of Thien Long Group Corporation was held at 09:00 AM on 27 April 2023 and ended at 11:50 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 89 people, owning and representing 55.241.562 shares, accounting for 71,01% of the total shares with voting right of Thien Long Group Corporation.

After discussing and voting, the General Meeting of Shareholders of Thien Long Group Corporation at the annual meeting for the fiscal year 2022 approved the following decisions:

**RESOLVED:**

**Article 1.     Approved the Report of the Board of Directors in 2022**

The Meeting voted to approve the Report on the activities of the Board of Directors in 2022.

*The approval rate 99.99%*

*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 2022, and business plan in 2023**

The Meeting voted to approve the Report of the Board of Directors on business results, consolidated finance situation in 2022, and business plan in 2023 as follows:

No.	Item	Amount
-----	------	--------

No.	Item	Amount
1	Net revenue for 2022	VND 3.521 billion
2	Consolidated profits after tax for 2022	VND 401 billion

*The approval rate 99.99%*

*The disapproving rate 0%*

*The abstentions rate 0%*

### **Article 3. Approved the Report of the Board of Supervisors in 2022**

The Meeting voted to approve the Report of the Board of Supervisors in 2022.

*The approval rate 99.96%*

*The disapproving rate 0%*

*The abstentions rate 0.03%*

### **Article 4. Approved the 2022 Financial Statements**

The Meeting voted to approve the 2022 Separate and Consolidated Financial Statements audited by PwC (Vietnam) Company Limited.

*The approval rate 99.96%*

*The disapproving rate 0%*

*The abstentions rate 0.04%*

### **Article 5. Approved the profit distribution for 2022**

- The Meeting voted to approve the profit distribution for 2022 as follows:

Profit distribution	Amount <i>Unit: thousand VND</i>
<b>Consolidated profit after tax for 2022</b>	<b>401,370,891</b>
- Cash dividends for 2022 (paid 35% of par value)	272,280,586
- Bonus and welfare fund (10% of profit after tax)	40,137,089
- Bonus for the Board of Directors, Board of Management, and Employees for exceeding the 2022 profit target	24,200,000
- Remuneration for the Board of Directors and Board of Supervisors in 2022	10,000,000
<b>Remaining Profit after distribution</b>	<b>54,753,216</b>

- The General Meeting of Shareholders authorizes the Board of Directors to distribute profits for the fiscal year 2022 as follows: Decide the time to close the list of shareholders to pay cash

dividends for the rest of 2022 (5%); Selecting the appropriate timing and object to execute the distribution of bonuses exceeding the profit plan of 2022; Decide on other issues related to the distribution of profits in 2022 that have been approved by the General Meeting of Shareholders.

*The approval rate 99.96%*

*The disapproving rate 0%*

*The abstentions rate 0.04%*

**Article 6. Approved the target of revenue, profit and profit distribution plan for 2023**

- The Meeting voted to approve the target of revenue, profit and profit distribution plan for 2023 as follows:

No.	Topic	Amount
1	<b>Plan of revenue, profit for 2023</b>	
	- Net revenue	VND 4,000 billion
	- Consolidated profit after tax	VND 400 billion
2	<b>Plan of profit distribution for 2023</b>	
	- Dividends for 2023	Expected 35% of par value
	- Bonus and welfare fund	10% of profit after tax
	- Remuneration for the Board of Directors and Board of Supervisors	VND 10 billion / year

- And authorize the Board of Directors to amend or adjust the above Plan in factual situations and an interim payment in 2023 in accordance with the results of production and business of the Company.

*The approval rate 99.96%*

*The disapproving rate 0%*

*The abstentions rate 0.04%*

**Article 7. Approved authorizing the Board of Directors to appoint an Auditing Company for the fiscal year 2023**

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 2023 Financial Statements:

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

*The approval rate 98.95%*

*The disapproving rate 0%*

*The abstentions rate 1.05%*

#### **Article 8. Approved the amendments and supplements to the Company's Charter**

- The Meeting voted to approve amendment Clause 4, Article 2 of the Company's Charter for legal representative of the Company:

*"Clause 4, Article 2. Name, form, head office, branch, representative office, and operation period of the Company: 4. The Chairman of the Board of Directors or General Director is the legal representative of the Company. The Board of Directors decides the legal representative of the Company"*

- Authorize the Chairman of the Board of Directors to carry out the necessary procedures to change the legal representative of the Company at the competent state agency in accordance with the law and amend, supply the Company's Charter mentioned above, including the supplement, clarification, and adjustment of the order of articles, clauses, and points to suit the provisions of the law and actual situation.đúng

*The approval rate 99.96%*

*The disapproving rate 0%*

*The abstentions rate 0.04%*

#### **Article 9. Approved amendments and supplements to the Internal Regulations on Corporate Governance**

- The Meeting voted to approve amendments and supplements to the Internal Regulations on Corporate Governance including provisions on the application of modern information technology that shareholders can participate, attend and express opinions at the General Meeting of Shareholders through the online meeting, electronic voting or other electronic forms in accordance with current legal regulations.

*The approval rate 99.95%*

*The disapproving rate 0%*

*The abstentions rate 0.04%*

#### **Article 10. Approved the plan to issue the shares under the Employee Stock Ownership Program**

The Meeting voted to approve the plan to issue shares under the Employee Stock Ownership Program with the following:

**1. Purpose of issuing:** issue the shares under the Employee Stock Ownership Program.

**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 777.944.530.000
- **Total issued shares:** 77,794,453 shares

**Including:**

- Number of outstanding shares: 77,794,453 shares

- Number of treasury shares: 0 shares
- **Number of maximum shares planned to be sold:** 800,000 shares
- **The total issued maximum value at par value:** VND 8,000,000,000.
- **Purpose of issuing:** issue the shares under the Employee Stock Ownership Program.
- **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 distributed them to each of the above-mentioned subjects.
- **Shares issue rate** (number of shares to be issued/number of outstanding shares): equivalent to 1.03%.
- **Price of issue:** VND 10.000/share
- **Principle of determining issue price:** equal to par value.
- **Total expected mobilized amount:** VND 8,000,000,000.
- **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% transfer restriction within (02) years from the date of completing issuance.
- **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.
- **Implementation time:** After being notified by the State Securities Commission (SSC) of receiving full issuance report documents, expected in Quarter II - III of 2023.
- **Capital using plan:** All proceeds from the issuance will be used to supplement working capital for the Company's business activities.
- **The handling plan in case of unsold shares:** The number of unsold shares will be authorized by the General Meeting of Shareholders to the Board of Directors to sell to other employees at a price not lower than 10,000 Vietnamese dongs per share. In case the Board of Directors still cannot find suitable employees, 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 actual distributed quantity 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 the Vietnam Securities Depository and registering the listed additional securities for the Ho Chi Minh City Stock Exchange.

- **Approving the change of Charter Capital:** Approving the change of the Charter (Charter capital Section) 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 issuance result report.

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

The General Meeting of Shareholders authorizes the Board of Directors to perform the following issues related to the issue:

- 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;
- Dealing 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, work, and choosing the appropriate time to register additional securities at the Vietnam Securities Depository 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 the issuance of shares under the program "ESOP".

*The approval rate 96.36%*

*The disapproving rate 3.58%*

*The abstentions rate 0.05%*

#### **Article 11. This Resolution shall take effect as of 27/04/2023**

This Resolution shall take effect as of 27 April 2023. The Board of Directors is responsible

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

**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**

