



CÔNG TY CỔ PHẦN TẬP ĐOÀN THIÊN LONG

Địa chỉ: Lô 6-8-10-12, Đường số 3, KCN Tân Tạo Q.Bình Tân,
Thành phố Hồ Chí Minh

ĐT: (028) 3750 5555 , Fax: (028) 3750 5577

Website: www.thienlonggroup.com

V/v: CBTT Biên bản kiểm
phiếu và Nghị Quyết
ĐHĐCĐ lấy ý kiến cổ
đồng bằng văn bản

TP.HCM, ngày 08 tháng 11 năm 2018

Kính gửi: - Ủy ban Chứng Khoán Nhà Nước
- Sở Giao Dịch Chứng Khoán TP.HCM

Tên công ty : **CÔNG TY CỔ PHẦN TẬP ĐOÀN THIÊN LONG**
Mã chứng khoán : TLG
Trụ sở chính : Lô 6-8-10-12, Đường số 3, KCN Tân Tạo Q.Bình Tân, TP.HCM
Điện thoại : (028) 3750 5555 Fax: (028) 3750 5577
Người thực hiện CBTT : Bà Trần Phương Nga Chức vụ: Phó TGD TC - KT
Loại thông tin công bố: 24 h Yêu cầu Bất thường Định kỳ

Nội dung thông tin công bố :

- ❖ Biên bản kiểm phiếu lấy ý kiến Cổ đông bằng văn bản về nội dung phát hành cổ phiếu riêng lẻ (bảng tiếng Anh);
- ❖ Nghị Quyết Đại hội đồng Cổ đông thông qua hình thức lấy ý kiến Cổ đông bằng văn bản về nội dung phát hành cổ phiếu riêng lẻ (bảng tiếng Anh).

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 08/11/2018 tại đường dẫn <http://www.thienlonggroup.com/quan-he-co-dong> của công ty

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.

Nơi nhận:

- Như trên;
- Lưu TLG.

**NGƯỜI ĐƯỢC ỦY QUYỀN CBTT
PHÓ TGD TÀI CHÍNH-KẾ TOÁN**



TRẦN PHƯƠNG NGA

THIEN LONG GROUP JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

No: 02/2018

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Ho Chi Minh City, 8 November 2018

RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS

THIEN LONG GROUP JOINT STOCK COMPANY

(Approved in the form of asking shareholders' poll in writing)

- Pursuant to Enterprise Law No. 68/2014/QH13 dated 26/11/2014 approved by the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to Securities Law No. 70/2006/QH11 dated 29/06/2006 approved by the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to Decree No. 58/2012/ND-CP dated 20/07/2012 on detailed regulation and guide of implementation of a number of articles of Securities Law;
- Based on the Company Charter of Thien Long Group Corporation;
- Based on the proposal letter of the Board of Directors dated 18 October 2018 asking shareholders' poll in writing;
- Based on minutes of counting of votes from shareholders' poll dated 8 November 2018 of Thien Long Group Joint Stock Company.



The General Meeting of Shareholders of Thien Long Group Joint Stock Company (“the Company”) approved the content of private placement plan of the Company. Details are as follows:

RESOLUTION

Article 1: Approval of the private placement plan:

- **Purpose of the issuance:** finance working capital and machinery investment
- **Information on the offering:**
 - Name of share: Shares of Thien Long Group Joint Stock Company
 - Type of share: Ordinary share
 - Par value: VND10,000/share
 - Total number of shares issued: 65,722,853 shares
 - Total number of outstanding shares: 65,722,853 shares
 - Number of treasury shares: 0 shares
 - Number of shares planned to be issued: 5,000,000 shares (in words: five million shares)

Resolution of the General Meeting of Shareholders was approved in the form of asking shareholders' poll in writing in 2018

- Price to be offered: Not lower than VND 50,000/share (in words: fifty thousand Vietnamese Dong). The GMS authorizes the BOD to negotiate and decide the offer price which must not be lower than the aforementioned price approved by the GMS.
- Total par value of issuance: VND 50,000,000,000 (in words: fifty billion Vietnamese Dong)
- Offering ratio (number of shares planned to be issued/total number of outstanding shares): 7.61%
- Plan of using proceeds from the offering: Total capital raised from the offering will be used to finance working capital and machinery investment. The GMS authorizes the BOD to decide detailed capital use plan
- Subject to be offered: Domestic and foreign investors who can be individuals or institutions and have financial capacity. The GMS authorizes the BOD to select and approve the list of investors who will be eligible to purchase shares ("Investors") and the number of shares to be purchased
- Restriction of transfer: The newly-offered shares in the private placement are subject to restriction of transfer for at least one (01) year from the date of completing the offering
- Treatment of unsold shares: The GMS authorizes the BOD to distribute the unsold shares to other subjects at the price which is not lower than VND 50,000/share and ensure that total number of investors who are accepted to purchase shares will not exceed 99
- Expected time of issuance: In Q4 2018 or 2019, after the approval of the GMS and the State Securities Commission ("SSC")

Number of shares which is eligible for voting is 49.365.019 shares. The GMS approved Article 1 with 75,11 % of the vote.

Article 2: Approval of amendment of the Company's charter, additional share depositing registration at Vietnam Securities Depository (VSD) and additional listing on Ho Chi Minh City Stock Exchange (HSX) for the total number of additional shares actually issued

- Total number of additional shares actually issued will be registered and deposited at VSD and listed on HSX;
- Expected time for additional listing: The Company will submit additional listing application right after the SSC sends a letter confirming the Company's result of the share issuance;
- The GMS approves the amendment of the Company's charter based on the actual result of share issuance.

Number of shares which is eligible for voting is 49.371.491 shares. The GMS approved Article 1 with 75,12 % of the vote.

Article 3: Authorizing the Board of Directors to conduct:

- Deciding the appropriate time of issuance, amending plan of issuance (if necessary) and implementing tasks in accordance with the applicable laws to complete the offering, to deposit and to list additional issued shares;
- Selecting and approving the list of qualified investors ("Investor") and the number of shares purchased accordingly in such a way that the issuance can be done successfully and can bring about benefits for both shareholders and the Company;
- Deciding the detailed plan of using capital raised from the offering;
- Determining the specific price of share offered to investor;
- Implementing additional share depositing registration at VSD and additional listing on HSX for the total number of additional shares actually issued;
- Carrying out procedures for registration of changes in charter capital and adjusting the enterprise registration certificate at the Department of Planning and Investment of Ho Chi Minh City after the State Securities Commission has sent a letter confirming the issuance result report of the Company;
- Amending the Company's charter based on the actual result of share issuance;
- Deciding other issues related to the offering.

Number of shares which is eligible for voting is 49.371.491 shares. The GMS approved Article 1 with 75,12 % of the vote.

Article 4: Implementing provisions

This resolution was approved by the General Meeting of Shareholders in the form of asking shareholders' poll in writing and takes effect since 8 November, 2018.

The General Meeting of Shareholders authorizes the Board of Directors and relevant people to direct and implement aforementioned contents in accordance with applicable law and the Company's charter.

**ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
LONG GROUP JOINT STOCK COMPANY**

CHAIRMAN



CO GIA THO



Ho Chi Minh City, 08 November 2018



**MINUTES OF COUNTING SHAREHOLDERS' POLLS
CONDUCTING POLL IN WRITING
THIEN LONG GROUP JOINT STOCK COMPANY**

- Pursuant to Enterprise Law No. 68/2014/QH13 dated 26 November 2014 approved by the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to Securities Law No. 70/2006/QH11 dated 29 June 2006 approved by the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to Decree No. 58/2012/ND-CP dated 20 July 2012 on detailed regulation and guide of implementation of a number of articles of Securities Law;
- Based on the Charter of Thien Long Group Corporation;
- Board resolution No. 14/2018/NQ-HDQT dated 26 September 2018;
- Board minutes No. 12/2018/BBH-HDQT dated 26 September 2018;
- Letter of asking shareholders' polls in writing dated 18 October 2018.

Today, at 09:00 on 08 November 2018, at the office of Thien Long Group Joint Stock Company, Lot 6-8-10-12, Street No. 3, Tan Tao Industrial Park, Binh Tan District, Ho Chi Minh City, the Vote Counting Committee conducts counting of shareholders' ballots and prepares the minutes of counting under observation of Head of the Board of Supervisors and a representative shareholder. Details are as follows:

I. Vote Counting Committee:

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|-----------------------------|--|
| 1. Ms. Nguyen Thi Nhu Huong | Head of Vote Counting Committee |
| 2. Mr. Nguyen Huynh Thanh | Member of Vote Counting Committee |
| 3. Ms. Nguyen Thi Bich Nga | Head of the Board of Supervisors - Supervisor of vote counting |
| 4. Ms. Ho Thi Ngoc Hien | Shareholder - Supervisor of vote counting |
| 5. Mr. Co Gia Tho | Chairman |

II. Company information:

- Name: THIEN LONG GROUP JOINT STOCK COMPANY
- Address: Lot 6-8-10-12, Street No. 3, Tan Tao Industrial Park, Binh Tan District, HCMC
- Phone: (84-28) 3750 5555 Fax: (84-28) 3750 5577
- Business registration No. 0301464830 issued by Ho Chi Minh City Planning and Investment Department dated 14 March 2005 and 15th amendments dated 26 September 2018.



III. Purpose and issues for conducting shareholder's opinion poll:

1. Purpose

- To approve the plan of private placement 5,000,000 shares to increase charter capital from VND 657,228,530,000 to VND 707,228,530,000.

2. Issues for conducting shareholder's opinion poll

- Issue 1: Approval of the plan of private placement
- Issue 2: Approval of amendment of the Company's charter, additional share depositing registration at Vietnam Securities Depository (VSD) and additional listing on Ho Chi Minh City Stock Exchange (HSX) for the total number of additional shares actually issued.
- Issue 3: Authorization for the Board of Directors to implement other related issues.

IV. Information of asking shareholders' poll:

- Date of closing shareholder list for shareholders' poll: 16 October 2018.
- Total number of shareholders at the closing date: 870 shareholders, representing 65,722,853 shares, accounting for 100% voting share.
- Date of sending the ballot: from 22 October 2018.
- Sending by: guaranteed mail delivery to address provided by shareholders.
- Deadline for ballot receipt: 16:00 dated 07 November 2018.

V. The Vote Counting Committee counts votes with the following rules:

- Voting "Agree": In the ballots, any voting content which is marked a cross in its "Agree" box is deemed that such content is approved by Shareholder's opinions.
- Voting "Not agree": In the ballots, any voting content which is marked a cross in its "Not agree" is deemed that such content is not approved by Shareholder's opinions.
- Unvoted ballot: Any ballot for asking Shareholder's opinions which was sent to Shareholder was returned to the Company due to incorret registered address of shareholder, or was sent to the Company after deadline 16:00 dated 07 November 2018; or was not returned to the Company, is considered as unvoted ballot.

VI. Vote counting results:

1. The total number of voting shares

- Total number of voting shares sent out: 65,722,853 shares.
- Total number of voting shares sent out/ Total number of voting shares rate: 100%.
- Total number of shareholders of the Company: 870 shareholders.
- Number of shareholders voted: 252 shareholders.
- Total number of voting shares received: 52,970,400 shares.
 - + Total number of valid voting shares received: 52,970,400 shares.
 - + Total number of invalid voting shares received: 0 shares.
- Number of voting shares received / Total number of voting shares rate: 80.60%.
- Total number of voting shares not received: 12,752,453 shares.
- Number of voting shares not received / Total number of voting shares rate: 19.40%.



2. Number of shares voting for each issue

- Number of shares voted
 - + Issue 1: 52,970,400 shares
 - + Issue 2: 52,970,400 shares
 - + Issue 3: 52,970,400 shares
- Number of shares not voted / invalid
 - + Issue 1: 12,752,453 shares
 - + Issue 2: 12,752,453 shares
 - + Issue 3: 12,752,453 shares

VII. Approved content

1. Approval of the private placement

a. Purpose of the issuance: Total capital raised from the offering will be used to finance working capital and machinery investment.

b. Share issuance plan:

- Name of share: Shares of Thien Long Group Joint Stock Company.
- Type of share: Ordinary share.
- Par value: VND10,000/share.
- Total number of shares issued: 65,722,853 shares.
- Total number of outstanding shares: 65,722,853 shares.
- Number of treasury shares: 0 shares.
- Number of shares planned to be issued: 5,000,000 shares (in words: five million shares).
- Price to be offered: Not lower than VND 50,000/share (in words: fifty thousand Vietnamese Dong). The GMS authorizes the BOD to negotiate and decide the offer price which must not be lower than the aforementioned price approved by the GMS.
- Total par value of issuance: VND 50,000,000,000 (in words: fifty billion Vietnamese Dong).
- Offering ratio (number of shares planned to be issued/total number of outstanding shares): 7.61%.
- Plan of using proceeds from the offering: Total capital raised from the offering will be used to finance working capital and machinery investment. The GMS authorizes the BOD to decide detailed capital use plan.
- Subject to be offered: Domestic and foreign investors who can be individuals or institutions and have financial capacity. The GMS authorizes the BOD to select and approve the list of investors who will be eligible to purchase shares ("Investors") and the number of shares to be purchased.
- Restriction of transfer: The newly-offered shares in the private placement are subject to restriction of transfer for at least one (01) year from the date of completing the offering.
- Treatment of unsold shares: The GMS authorizes the BOD to distribute the unsold shares to other subjects at the price which is not lower than VND

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50,000/share and ensure that total number of investors who are accepted to purchase shares will not exceed 99.

- Expected time of issuance: In Q4 2018 or 2019, after the approval of the GMS and the State Securities Commission (“SSC”).

Shareholders’ opinions on above issue:

Opinion	Number of shares voted	As percentage of Total number of voting shares(%)
Agree	49,365,019	75.11%
Not agree	3,601,998	5.48%
No opinion	3,383	0.01%

Approval of issues: As a result, the number of “Agree” votes accounts for 75.11% of total number of voting shares.

2. Approval of amendment of the Company’s charter, additional share depositing registration at Vietnam Securities Depository (VSD) and additional listing on Ho Chi Minh City Stock Exchange (HSX) for the total number of additional shares actually issued

- Total number of additional shares actually issued will be registered and deposited at VSD and listed on HSX.
- Expected time for additional listing: The Company will submit additional listing application right after the SSC sends a letter confirming the Company’s result of the share issuance.
- Shareholders approve the amendment of the Company’s charter based on the actual result of share issuance.

Shareholders’ opinions on above issue:

Opinion	Number of shares voted	As percentage of Total number of voting shares(%)
Agree	49,371,491	75.12%
Not agree	3,595,526	5.47%
No opinion	3,383	0.01%

Approval of issues: As a result, the number of “Agree” votes accounts for 75.12% of total number of voting shares.

3. Authorizing the Board of Directors to conduct

- Deciding the appropriate time of issuance, amending plan of issuance (if necessary) and implementing tasks in accordance with the Laws in force to complete the offering, to deposit and to list additional issued shares.
- Selecting and approving the list of qualified investors (“Investor”) and the number of shares purchased accordingly in such a way that the issuance can be done successfully and can bring about benefits for both shareholders and the Company
- Deciding the detailed plan of using capital raised from the offering.

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- Determining the specific price of share offered to investor.
- Implementing additional share depositing registration at VSD and additional listing on HSX for the total number of additional shares actually issued.
- The Company will submit additional listing application right after the SSC sends a letter confirming the Company's result of the share issuance.
- Carrying out procedures for registration of change in charter capital and business registration amendment in Ho Chi Minh City Planning and Investment Department after receiving the confirming letter for the issuance result from SSC.
- Carrying out procedures for registration of changes in charter capital and adjusting the enterprise registration certificate at the Department of Planning and Investment of Ho Chi Minh City after the State Securities Commission has sent a letter confirming the issuance result report of the Company.
- Amending of the Company's charter based on the actual result of share issuance
- Deciding other issues related to the offering.

Shareholders' opinions on above issue:

Opinion	Number of shares voted	As percentage of Total number of voting shares(%)
Agree	49,371,491	75.12%
Not agree	3,595,526	5.47%
No opinion	3,383	0.01%

Approval of issues: As a result, the number of "Agree" votes accounts for 75.12% of total number of voting shares.

Given aforementioned voting result, all the content of asking shareholders' poll in writing about the private placement plan of Thien Long Group Joint Stock Company meets the conditions for approval, as prescribed in Clause 1 Article 20 of the Charter.

This Minutes is legal basis for the issuance of Resolution of General Shareholders' Meeting regarding approval of the private placement plan, the plan of using capital raised from the offering, the increase in charter capital and amendment of Thien Long Group Joint Stock Company's charter, additional share depositing registration at Vietnam Securities Depository (VSD) and additional listing on Ho Chi Minh City Stock Exchange (HSX) for the total number of additional shares actually issued and the authorization for the Board of Directors to implement other related issues.

Vote counting ends at 11:30.

This Minutes is read to all members of Vote Counting Committee and supervisors of vote counting by Head of Vote Counting Committee. All members of Vote Counting Committee and supervisors of vote counting agreed with all the content of the Minute and signed as follows:



VOTE COUNTING COMMITTEE:

- Ms. NGUYEN THI NHU HUONG
Head of Vote Counting Committee

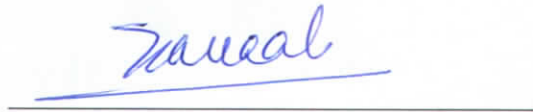


- Mr. NGUYEN HUYNH THANH
Member of Vote Counting Committee

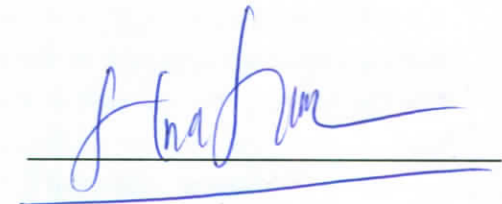


ON BEHALF OF SUPERVISORS OF VOTE COUNTING

- Ms. NGUYEN THI BICH NGA
Supervisor of vote counting



- Ms. HO THI NGOC HIEN
Supervisor of vote counting



ON BEHALF OF BOARD OF DIRECTORS:

- Mr. CO GIA THO
Chairman

