

RESOLUTION**THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE
FINANCIAL YEAR 2017****THIEN LONG GROUP CORPORATION**

- Pursuant to the Law of Enterprise No. 68/2014/QH13 dated 26th November 2014;
- Based on Charter of organization and operation of Thien Long Group Corporation;
- Based on the Minutes of Annual General Meeting of Shareholders for the financial year 2017 dated 16th May 2018.

The Annual General Meeting of Shareholders for the financial year 2017 of Thien Long Group Corporation was convened at 09.00 am on 16 May 2018 and end at 12.00 am on the same day at Lotte Legend Hotel Saigon, No.2A-4A Ton Duc Thang street, District 1, Ho Chi Minh City with the total number of (directly and authorized) shareholders and delegates attending of 134 people, representing 44,843,247 shares, accounted for 88.7% of total shares with voting right.

After discussion, the Annual General Meeting of Shareholders for the financial year 2017 of Thien Long Group Corporation made the below decisions.

RESOLVED:**Article 1. Approved the Report of the Board of Management in 2017**

The Meeting voted to approve the Report of the Board of Management in 2017.

The voting rate of approval 100%

Article 2. Approved the Report on the Group's 2017 business results

The Meeting voted to approve the Report on the Group's 2017 consolidated business results as follows:

No.	Item	Amount (VND thousand)
1	Net revenue for 2017	2,497,400,718
2	Consolidated profits after tax for 2017	268,058,082

The voting rate of approval 100%

Article 3. Approved the Report of the Supervisory Board in 2017

The Meeting voted to approve the Report of the Supervisory Board in 2017.

The voting rate of approval 100%

Article 4. Approved the 2017 Financial Statements audited by Deloitte Vietnam Company Limited

The Meeting voted to approve the 2017 separate and consolidated Financial Statements audited by Deloitte Vietnam Company Limited.

The voting rate of approval 100%

Article 5. Approved the profit distribution for 2017

The Meeting voted to approve the profit distribution for 2017 as follows:

No.	Profit distribution	Amount (thousand VND)
1	Consolidated profit after tax for 2017	268,058,082
	- Cash dividend (20%/par value)	101,112,512
	- Development fund (12% of profit after tax)	32,166,970
	- Bonus and welfare fund (10% of profit after tax)	26,805,808
	- Bonus for the Board of Directors and Employees for exceeding the 2017 profit target	1,529,000
	- Remuneration for the Board of Management and Supervisory Board in 2017	6,000,000
2	Retained earnings after distribution	100,443,792

and authorizes the BOM to implement the above profit distribution plan.

The voting rate of approval 98.7%

The voting rate of share without opinion 1.3%

Article 6. Approved the revenue, profit after tax target, and profit distribution plan for 2018

The Meeting voted to approve the revenue, profit after tax target, and profit distribution plan for 2018 as follows:

No.	Profit distribution	Amount
1	Revenue, profit target for 2018	
	- Net revenue	VND 2,850 billion
	- Consolidated profit after tax	VND 290 billion
2	Profit distribution plan for 2018	
	- Dividend for 2018	Planned: 20%/par value
	- Investment and development fund	12% of profit after tax
	- Bonus and welfare fund	10% of profit after tax
	- Remuneration for the Board of Management and Supervisory Board	VND 6.3 billion /year

and to authorize the Board of Management to amend the above plan according to actual situation.

The voting rate of approval 98.7%

The voting rate of share without opinion 1.3%

Article 7. Approved for authorizing the Board of Management to appoint auditing company for 2018

The Meeting voted to approve for authorizing the Board of Management to appoint one of the following auditing companies to audit the Company's 2018 financial statements:

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

The voting rate of approval 100%

Article 8. Approved the share issuance plan to increase the Charter capital in 2018 and additional shares listing on Ho Chi Minh Stock Exchange

The Meeting voted to approve the share issuance plan to increase the Charter capital in 2018 and additional shares listing on Ho Chi Minh Stock Exchange as follows:

- Share's name: Thien Long Group Corporation Share
- Type of share: Ordinary share
- Par value: VND 10,000 /share
- Total issued shares: 50,556,256 shares
- Number of outstanding shares: 50,556,256 shares
- Number of additional shares planned to issue: 15.166.800 shares (*in words: Fifteen million, one hundred sixty-six thousand and eight hundred shares*)
- Total par value of shares planned to issue: VND 151,668,000,000 (*in words: One hundred fifty-one billion, six hundred sixty-eight million dong*s)
- Expected Charter capital after issuance: VND 657,230,560,000 (*in words: six hundred fifty-seven billion, two hundred thirty million, five hundred sixty thousand dong*s).
- Exercise ratio for existing shareholders:
 - Exercise ratio: 10:03 (shareholders owning 10 shares at the record date will receive 03 new shares)
 - The right to receive shares from the capital increase from owners' equity is not transferable. Shares issued to raise capital from owners' equity are not subject to restrictions on transfer.
- Fund for the Issuance: Funding in the priority: Undistributed earnings according to the audited financial statements as at 31/12/2017, Share premium, Investment and Development Reserves.
- Issues: The shareholders named in the list of shareholders of the Company at the record date to issue shares to increase share capital from the owner's capital.
- Solution for odd shares: The number of additional shares issued to existing shareholders to increase capital from the owners' equity will be rounded down to the unit of share. The number of odd shares (if any) will be cancelled.

For example: Shareholder Nguyen Van A owns 569 shares, shareholder A will receive

additional shares calculated as follows: $569 \times 30\% = 170.7$

=> Nguyen Van A shareholder will receive 170 new shares (0.7 odd share is cancelled).

- Expected schedule of issuance: In Quarter II-III/2018. The specific timing is decided by the Board of Management.
- Listing of additional shares: All shares issued to increase capital from the owner's capital will be additionally registered at Vietnam Securities Depository and registered for listing on Ho Chi Minh Stock Exchange after completion of the issuance.
- Authorizing the Board of Management:
 - To select the specific timing and carry out the necessary procedures related to the completion of the issuance plan, the issuance license and implementation of the plan in accordance with the Company's Charter and the current laws to ensure the benefits of shareholders.
 - To approve other documents related to the shares issuance.
 - To complete the necessary procedures to increase the Company's Charter capital.
 - To compile additional share registration and listing dossiers: To carry out necessary procedures for registration and listing of the additional share to be issued under the above plan.
 - To amend and supplement Clause 1, Article 5 of the Company's Charter that relates to the change of Charter capital after completion of the issuance.
 - To change the Business Registration Certificate with updated Charter capital.

The voting rate of approval 100%

Article 9. Approved the adjustments to business lines, amendments and supplements to Charter and Corporate Governance Regulation

The Meeting voted to approve the adjustments to the Company's business lines, amendments and supplements to Charter and Corporate Governance Regulations as follows:

- Supplement business lines

Name of business line	Code
Other business supporting services that have not been classified elsewhere <i>Detail: E-commerce services.</i>	8299

- **Amend and supplement Charter;**
- **Amend and supplement Corporate Governance Regulations.**

The General Meeting of Shareholders authorizes the Board of Management to:

- Supplement business line as mentioned above;
- Complete the necessary procedures for changing the contents of business registration, amend and supplement Charter, Corporate Governance Regulations, and disclose information in accordance with the provisions of laws.

The voting rate of approval 100%

Article 10. This Resolution takes effect from 16/05/2018

The Resolution is approved by the Annual General Meeting of Shareholders with the rate of approval of 100% and is effective since 16th May, 2018. The Board of Management is responsible for distributing the Resolution to all shareholders and disclosing on the Company's website (www.thienlonggroup.com) in accordance with the provisions of the laws.

The voting rate of approval 100%

Article 11. Responsibility to disseminate and implement this Resolution

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

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

CHAIRMAN

CO GIA THO

<p>THIEN LONG GROUP CORPORATION Add: Lot 6-8-10-12, Road no. 3, Tan Tao IP, Binh Tan Dist., HCM City. Business registration no.: 0301464830, issued on 14/03/2005, at HCM Department of Planning and Investment ---o0o---</p>	<p>SOCIALIST REPUBLIC OF VIETNAM Independence – Liberty – Happiness ---o0o--- <i>HCM City, 16th May, 2018</i></p>
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MEETING MINUTES

THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FINANCIAL YEAR 2017 THIEN LONG GROUP CORPORATION

At 9.00 am on 16th May 2018, at Lotte Legend Hotel, No. 2A-4A Ton Duc Thang Street, Ben Nghe Ward, District 1, Ho Chi Minh City, the Annual General Meeting of Shareholders (“AGM”) for the financial year 2017 of Thien Long Group Corporation was held.

Total number of shareholders and authorized people attending the AGM was 134 people, equivalent to number of shares owned and authorized is 44,843,247 shares, accounting for 88.7% of voting shares.

Representative members of Organizing committee include:

A- Event leaders:

1. Mr. Co Gia Tho: Chairman
2. Mr. Nguyen Dinh Tam: Chief Executive Officer
3. Ms. Tran Phuong Nga: Chief Financial Officer

B- Event secretaries:

1. Ms. Nguyen Thi Hong Hanh: Company’s Secretary.
2. Ms. Ta Thanh Thien Kim: Member of Human Resources Department.
3. Mr. Do Quoc Vuong: Member of IT Department

C- Scrutineers:

1. Ms. Nguyen Thi Nhu Huong - Member of Human Resources Department
2. Ms. Pham Thi Giang: Member of Finance and Accounting Department

The AGM has voted to approve the meeting content, and members of the Board of Event Leaders, Event Secretaries and Scrutineers with the acceptance rate of 100%.

MEETING'S CONTENT:

1. Report of the BOM:

❖ Report of the BOM on the Company's performance in 2017:

Despite the difficulties and challenges faced during 2017, Thien Long has exceeded all the targets set in the Annual General Meeting:

- Net revenue was 2,497.4 billion VND, up by 15.5% compared to that of 2016.
- Profit after tax was 268.1 billion VND, increasing by 11.7% YoY. Moreover, EPS grew by nearly 14% YoY
- Market capitalization at the end of 2017 increased by 32% YoY, reaching more than 5,000 billion VND. Compared to the market capitalization of 390 billion VND at the end of 2012, this figure has grown 13 times in the last 5 years.
- Besides the upside of share price, Thien Long's shareholders receive more than 100 billion VND of 2017 cash dividend taken from 2017 profit after tax.
- Total assets and capital value continue to remain high and increase gradually.

❖ Report of the BOM on the performance of Board of Directors ("BOD")

In 2017, the BOD has worked enthusiastically, dedicatedly and effectively. The BOM highly appreciates the effort of the BOD and all Thien Long's staff in not only achieving the short-term goals despite challenges and difficulties but also executing various projects at the same time to prepare for the mid- and long-term development of the Company.

❖ Report on and Summary of BOM's activities in 2017:

- Set up and appointed personnel for the BOM's committees
- Appointed new CEO and other key management positions.
- The BOM has always worked within the defined scope of work, rights and obligations and complied with the Company's Charter and Corporate Governance Policies.

❖ Orientation and Plan of the upcoming time:

The BOM understands the importance of *Business expansion, Sustainable development* and Accomplishment of the Mission and Vision approved by the BOM. Therefore, the BOM proposes confidently to the AGM the following targets for 2018 for approval:

- Net revenue: 2,850 billion VND
- Profit after tax: 290 billion VND
- Stock dividend: 30%
- Planned cash dividend: 20% of par value

Number of shares with approval vote : 44,843,247 shares or 100% of total voting shares of attended shareholders.

Number of shares with disapproval vote : 0 shares

Number of shares without opinion : 0 shares

2. Report of the BOD on the 2017 business result and 2018 development orientation

• 2017 consolidated business result

- Net revenue : 2,497,400,718 thousand VND

- Profit after tax : 268,058,082 thousand VND

• 2017 consolidated financial performance

- Owners' equity at the end of 2017 increased 14.7% compared to that of 2016, reaching 1,060 billion VND.

- Total debts decreased 13.7% compared to that in 2016, staying at 166 billion VND.

- Total assets were 1,568.5 billion VND, up by 13.3% compared to 2016, in which:

- Non-current assets surged because of heavy fixed assets investment which is the pre-requisite for long-term growth.
- Current assets were only up by 6.5%, accounting for nearly 70% of total assets and decreasing slightly compared to 74% as at the end of 2016.

- Profitability ratios remained high such as the ROE was 27% and ROA was 18.2%.

• Targets of 2018

- Net revenue: 2,850 billion VND

- Profit after tax: 290 billion VND

Number of shares with approval vote : 44,843,247 shares or 100% of total voting shares of attended shareholders.

Number of shares with disapproval vote : 0 shares

Number of shares without opinion : 0 shares

3. Report of the Board of Supervisors

- The Board of Supervisors ("BOS") has executed tasks as required by the law, Company's Charter and Examination plan to assess the management and control activities at Thien Long. In 2017, the BOS has focused on:
 - supervising the BOM and BOD in managing the Company's operations;
 - examining and supervising the implementation of the AGM's resolutions, BOM's resolutions, compliance and organization of operations in accordance with Thien Long's Charter and regulations and current laws;
 - supervising and assessing projects execution;
 - periodically organizing internal meetings to self-assess and adjust working plan in

accordance with the actual situation of the Company;

- frequently discussing with the BOM and the BOD about the Company's performance
- The BOS acknowledged that figures in 2017 financial statements as audited by Deloitte Vietnam Co., Ltd accurately and reasonably reflected the financial position of Thien Long and complied with current regulations of Vietnam;
- The BOM and BOD have lead Thien Long to exceed all targets of 2017 and completed other tasks as set in the Annual General Meeting;
- The BOM and BOD have cooperated effectively, and worked within the defined scope of work with highly responsible attitudes and for the sake of the Company and its shareholders;
- The BOM and BOD have supported and facilitated the BOS to fulfill its duties.
- The BOS's suggestion: To ensure the long-term sustainable growth, Thien Long should improve its risk management system, loan management, costs utilization, inventories management policies, and business efficiency.

Number of shares with approval vote : 44,843,247 shares or 100% of total voting shares of attended shareholders.

Number of shares with disapproval vote : 0 shares

Number of shares without opinion : 0 shares

4. Proposal for approving the audited financial statements of 2017

The AGM approves the separate and consolidated 2017 financial statements audited by Deloitte Vietnam Company Limited.

Number of shares with approval vote : 44,843,247 shares or 100% of total voting shares of attended shareholders.

Number of shares with disapproval vote : 0 shares

Number of shares without opinion : 0 shares

5. Proposal for approving 2017 profit distribution plan

The AGM approves the 2017 profit distribution plan as follows:

No.	Profit distribution	Amount (thousand VND)
1	2017 Consolidated profit after tax	268,058,082
	- Cash dividend (20% of par value)	101,112,512
	- Development fund (12% of profit after tax)	32,166,970
	- Bonus and welfare fund (10% of profit after tax)	26,805,808
	- Bonus for the BOD and Employees for exceeding the 2017 profit target	1,529,000
	- Remuneration for the Board of Management and Supervisory Board in 2017	6,000,000
2	Retained earnings after distribution	100,443,792

and authorizes the BOM to implement the above profit distribution plan.

Number of shares with approval vote : 44,274,210 shares or 98.7% of total voting shares of attended shareholders.

Number of shares with disapproval vote : 0 shares

Number of shares without opinion : 569,037 shares or 1.3% of total voting shares of attended shareholders.

6. Proposal for approving revenue and profit after tax target and profit distribution plan of 2018

The AGM approves the revenue and profit after tax target and profit distribution plan of 2018 as follows:

No.	Profit distribution	Amount
1	Revenue and profit target for 2018	
	- Net revenue:	VND 2,850 billion
	- Consolidated profit after tax:	VND 290 billion
2	Profit distribution plan for 2018	
	- Dividend for 2018:	Planned: 20%/par value
	- Investment and development fund	12% of profit after tax
	- Bonus and welfare fund	10% of profit after tax
	- Remuneration for the Board of Management and Supervisory Board	VND 6.3 billion/year

and authorizes the BOM to adjust or change the above plan according to the actual situation.

Number of shares with approval vote : 44,274,210 shares or 98.7% of total voting shares of attended shareholders.

Number of shares with disapproval vote : 0 shares

Number of shares without opinion : 569,037 shares or 1.3% of total voting shares of attended shareholders.

7. Proposal for authorizing the BOM to appoint Auditor for auditing 2018 financial statements.

The AGM approves to authorize the BOM to appoint one of the following auditing companies to audit the Company's 2018 financial statements:

- Deloitte Vietnam Company Limited
- PricewaterhouseCoopers Vietnam Company Limited
- Ernst & Young Vietnam Company Limited

Number of shares with approval vote : 44,843,247 shares or 100% of total voting shares of attended shareholders.

Number of shares with disapproval vote : 0 shares

Number of shares without opinion : 0 shares

8. Proposal for approving Shares issuance plan to increase Charter capital in 2018 and additional shares listing on the Ho Chi Minh Stock Exchange

The AGM approves the Shares issuance plan to increase Charter capital in 2018 and additional shares listing on the Ho Chi Minh Stock Exchange as following details:

- a. Issuance reason: To increase Charter capital from owners' equity
- b. Issuance information:
 - Share's name: Thien Long Group Corporation Share
 - Type of share: Ordinary share
 - Par value: VND 10,000 /share
 - Total issued shares: 50,556,256 shares
 - Number of outstanding shares: 50,556,256 shares
 - Number of additional shares planned to issue: 15,166,800 shares (in words: *Fifteen million, one hundred sixty-six thousand, eight hundred shares*)
 - Total par value of shares planned to issue: VND 151,668,000,000 (in words: *One hundred fifty-one billion, six hundred sixty-eight million dong*s)

- Expected Charter capital after issuance: VND 657,230,560,000 (in words: *Six hundred fifty-seven billion, two hundred thirty million, five hundred sixty thousand dong*s)
- Exercise ratio for existing shareholders:
 - Exercise ratio: 10:03 (shareholders owning 10 shares at the record date will receive 03 new shares)
 - The right to receive shares from the capital increase from owners' equity is not transferable. Shares issued to raise capital from owners' equity are not subject to restrictions on transfer.
- Fund for the Issuance: Funding in the priority: Undistributed earnings according to the audited financial statements as at 31/12/2017.
- Issues: The shareholders named in the list of shareholders of the Company at the record date to issue shares to increase share capital from the owner's capital.
- Solution for odd shares: The number of additional shares issued to existing shareholders to increase capital from the owners' equity will be rounded down to the unit of share. The number of odd shares (if any) will be cancelled.

For example: Shareholder Nguyen Van A owns 569 shares, shareholder A will receive additional shares calculated as follows: $569 \times 30\% = 170.7$

=> Nguyen Van A shareholder will receive 170 new shares (0.7 odd share is cancelled).

- Expected schedule of issuance: In Quarter II-III of 2018. The specific timing is decided by the BOM.
 - Listing of additional shares: All shares issued to increase capital from the owner's capital will be additionally registered at Vietnam Securities Depository and registered for listing on Ho Chi Minh Stock Exchange after completion of the issuance.
- c. Authorizing the Board of Management:
- To select the specific timing and carry out the necessary procedures related to the completion of the issuance plan, the issuance license and implementation of the plan in accordance with the Company's Charter and the current laws to ensure the benefits of shareholders;
 - To approve other documents related to the shares issuance;
 - To complete the necessary procedures to increase the Company's Charter capital;
 - To compile additional share registration and listing dossiers: To carry out necessary procedures for registration and listing of the additional share to be issued under the above plan;
 - To amend and supplement Clause 1, Article 5 of the Company's Charter that relates to the change of Charter capital after completion of the issuance;
 - To change the Business Registration Certificate with the updated Charter capital.

Number of shares with approval vote : 44,843,247 shares or 100% of total voting shares of attended shareholders.

Number of shares with disapproval vote : 0 shares

Number of shares without opinion : 0 shares

9. Proposal for approving business lines supplement, Charter and Corporate Governance Policies amend and supplement:

The AGM approves the business lines supplement, Charter and Corporate Governance Policies amend and supplement as follows:

- Business lines supplement:

Name of business line	Code
Other business supporting services that have not been classified elsewhere <i>Detail: E-commerce.</i>	8299

- Amend and supplement Charter
- Amend and supplement Corporate Governance Procedures

The AGM authorizes the BOM to carry out following tasks:

- Supplement business line as mentioned above;
- Complete the necessary procedures to update the Business Registration Certificate, amend and supplement Charter, Corporate Governance Procedures, and disclose information in accordance with the provisions of laws.

Number of shares with approval vote : 44,843,247 shares or 100% of total voting shares of attended shareholders.

Number of shares with disapproval vote : 0 shares

Number of shares without opinion : 0 shares

This meeting minutes consists of 09 pages and is read in the AGM for all the attended shareholders and authorized people to approve.

The AGM accepts to authorize the Chairman to issue the Resolution of the Annual General Meeting of Shareholders for the financial year 2017 with above content.

The AGM ends at 12.00 am on 16th May 2018.