



THE PAN GROUP

No.: 01-06/2020/NQ-ĐHĐCĐ

Hanoi, June 18th 2020

RESOLUTION GENERAL MEETING OF SHAREHOLDERS THE PAN GROUP JOINT STOCK COMPANY

Pursuant to:

- Law on Enterprises No. 68/2014/QH13 enacted by the National Assembly on 26 November 2014 and guidance documents;
- The Charter of The Pan Group JSC. (the "Company");
- The Meeting minute No. 01-06/2020/BBH-ĐHĐCĐ dated June 18th 2020.

Annual General Meeting of Shareholders ("AGM") 2020 of The PAN Group JSC. held in Hanoi on 18^h June 2020, approved the Resolution with details as follows:

RESOLVED

. To approve the following documents

- 1.1 Report on the Board of Director's ("BOD") activities in 2019;
- 1.2 Report on performance of Board of Supervisors ("BOS") in 2019;
- 1.3 Report of Board of Management ("BOM") on the Company's business performance in 2019;
- 1.4 Audited financial statement on the 2019:

Approving the 2019 audited financial statements including the separate financial statements and consolidated financial statements, audited by Ernst & Young Vietnam Co., Ltd; with a number of key figures are as follows:

Unit: VND million

No.	Items	Consolidated financial statements	Separate financial statements
1.	Total assets	10,764,554	4,869,893
2.	Net sales	7,812,755	-
3.	Profit before tax	515,622	1,478
4.	Profit after tax	451,979	4,752
5.	Profit after tax attributable to parent shareholders	257,363	N/A
6.	Earnings per share (VND/share)	1,488	N/A



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1.5 Approval the fund and distribution of 2019 profits as follow:

- Dividend payment	:	Not paying
- Remuneration of the BOD and the BOS	:	VND 2,000,000,000
- Financial, Investment & Development reserves	:	None
- Bonus & Welfare fund for parent company (5% of parent company profit after tax)	:	VND 237,616,987

The Bonus & Welfare funds at Subsidiaries will be distributed pursuant to AGM resolution of each subsidiary.

Article 2. To approve the list of independent auditing firms which could be appointed to audit the 2020 Financial Statements of Company

2.1 The audited companies expected to select to perform the audit of the financial statements in 2020 include:

- Ernst & Young Vietnam Co., Ltd (EY);
- PricewaterhouseCoopers Vietnam (PWC);
- KPMG Vietnam Co., Ltd (KPMG);
- Deloitte Vietnam Co., Ltd (Deloitte).

2.2 To authorize the BOD to appoint one (01) of these firms to audit the 2020 Financial Statements of Company.

Article 3. To approve the Business plan and Profit distribution plan of 2020

3.1 Business plan of 2020 shall be approved with the following targets:

- Consolidated Net Sales:	VND 7,918 billion
- Consolidated Profit before tax:	VND 391 billion
- Consolidate profit after tax:	VND 305 billion
- Profit after tax attributable to parent 's shareholders:	VND 151 billion

3.2 Profit distribution plan (if targets are achieved)

- Dividend:	5% - 10%
- Budget for operating costs and remuneration for the BOD and the BOS:	VND 2,000,000,000
- Bonus and Welfare fund for parent company:	5% of parent company profit after tax

To authorize the BOD to decide the rate of dividend, time to distribute dividend and implement all necessary procedures.

The Welfare and Bonus fund at subsidiaries will be distributed pursuant to AGM Resolution of each subsidiary.



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Article 4. To approve the replacement of BOD member term 2018 - 2022

- 4.1** To approve the resignation dated May 15th, 2020 of Mr. Toshiaki Miyabe; year of birth: 1961, nationality: Japanese; from the position of the BOD member of the Company for the term 2018 – 2022;
- 4.2** To approve the election voting of BOD's member for the term 2018 – 2022 with Mr. Manabu Ueda.

Điều 5. To approve the change of the Company structure, dismissal BOS members and adjudgment, supplement of the Company Charter and Internal Regulation of Corporate Governance, as follows:

- 5.1** Change of organizational structure of the Company
- The existing organizational structure of the Company: General Meeting of Shareholders, Board of Directors, Supervisory Board, Chief Executive Officer.
 - The organizational structure of the Company after change: General Meeting of Shareholders, Board of Directors, Chief Executive Officer. The BOD shall establish Audit Sub-Committee for implementing supervisory and internal audit function.
- 5.2** To approve adjudgment, supplement of the Company Charter and Internal Regulation of Corporate Governance, with the following contents:
- To approve the Company Charter on June 18th 2020 with adjuded, supplemented contents at Annex attached hereto.
 - To approve the Internal Regulations on Corporate Governance adjuded, supplemented contents at Annex attached hereto.
- 5.3** To approve the dismissal of BOS members with the following persons:
- Mrs. Pham Thi Hong Nhung – Head of BOS
 - Mr. Nguyen Duy Hung – Member of BOS
 - Mrs. Nguyen Thi Thanh Ha – Member of BOS

Article 6. Micellaneous

This Resolution was approved by AGM and shall take effect from the signing date. The BOD, Chief Executive Officer and related persons of the Company are responsible for implementation of this Resolution.

To:

- *SSC, HOSE (for information disclosure);*
- *Company's website;*
- *File: BOD, Adm, Legal & Compliance.*

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

CHAIRMAN OF BOD

(Signed and Sealed)

NGUYEN DUY HUNG