THANH THANH CONG – BIEN HOA JOINT STOCK COMPANY	SOCIALIST REPUBLIC OF VIETNAM Independence – Freedom – Happiness
No.: 05../2023/NQ-DHDCD	*Tay Ninh, Oct 26th, 2023*

RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2022 - 2023

(Regarding the approval on The Board of Directors Report for the fiscal year 2022 –2023 and Action planning for the fiscal year 2023 – 2024)

- *Pursuant to the Law on Enterprise No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June, 17th, 2020 and guiding documents ("**Law on Enterprise**") and documents on amendment and supplements of Law on Enterpire;*
- *Pursuant to the Law on Secutrities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 2019, November 26th and guiding documents ("**Law on Securities**" or "**LOS**");*
- *Pursuant to the Decree No.155/2020/ND-CP passed by the Government on 2020. December 31st on elaborating some Articles of the Law on Securities ("**Decree 155**");*
- *Pursuant to the Charter of organization and operation of Thanh Thanh Cong - Bien Hoa Joint Stock Company ("**Charter**");*
- *Pursuant to the Documentations of the General Meeting of Shareholders of Thanh Thanh Cong - Bien Hoa JSC in the fiscal year 2022-2023;*
- *Pursuant to The Minute of General Meeting of Shareholders No. 04/2023/BB-DHDCD dated Oct 26th, 2023*

RESOLVE

Article 1. Approval on The Board of Directors Report for the fiscal year 2022 –2023 and Action planning for the fiscal year 2023 – 2024.

(The content of Report comply with the Appendix 01 – attached)

Article 2. The Resolution validates since the date signed.

The Board of Directors, the Board of Management take responsibility to execute, monitor and report the implementation this Resolution.

FOR AND ON BEHALF OF GMS
THE CHAIRWOMAN

M.S.D.N: 3900244389 - C.T.C.P
CÔNG TY CỔ PHẦN THÀNH THÀNH CÔNG - BIÊN HÒA
H.TÂN CHÂU - T.TÂY NINH

HUYNH BICH NGOC

Recipient:
- *Member of BOD;*
- *Member of BOM;*
- *Archived: Secretary & Assistant department.*

APPENDIX I
REPORT OF THE BOARD OF DIRECTORS
Regarding the implementation of the fiscal year 2022-2023 and
orientation for the fiscal year 2023-2024

PART I - REPORT ON THE IMPLEMENTATION OF THE FISCAL YEAR 2022-2023:

1. Assessment of governance activities in the fiscal year 2022-2023:

The 2022-2023 fiscal year transpired against a backdrop of challenging global and domestic economic conditions, marked by persistent high inflation. Nevertheless, TTC AgriS remained resolute in its commitment to navigate these challenges successfully. We focused on the pillars of recovery and stability while meticulously constructing a comprehensive value chain, thereby reaffirming our competitive advantage throughout the preceding fiscal year. We achieved exceptional results in production and business activities, ensuring a seamless supply chain of goods, both domestically and internationally.

Therefore, within the framework of this report, we focus on the activities of the Board of Directors with the following Committees and members:

No.	Member of the BOD	Independent members of the Board of Directors, Non-executive members of the Board of Directors	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1.	Mrs. Huynh Bich Ngoc	Chairwoman of the BOD	12/07/2019	
2.	Mrs. Dang Huynh Uc My	Vice Chairwoman of the BOD	29/07/2021	
3.	Mr. Tran Trong Gia Vinh	Independent Member of the BOD	28/10/2022	
4.	Mrs. Vo Thuy Anh	Independent Member of the BOD	09/09/2020	
5.	Mr. Tran Tan Viet	Member of the BOD	28/10/2022	
6.	Mr. Vo Tong Xuan	Member of the BOD	14/10/2019	
7.	Mr. Hoang Manh Tien	Independent Member of the BOD	12/07/2019	

No.	Member of the BOD	Independent members of the Board of Directors, Non-executive members of the Board of Directors	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
8.	Mr. Nguyen Van De	Member of the BOD	20/10/2021	28/10/2022
9.	Mrs. Lovia Huang	Independent Member of the BOD	29/07/2021	28/10/2022

Structure of the Board of Directors:

No.	Member of the BOT	Title	Audit Committee	Strategy Committee	Nomination & Remuneration Committee
1.	Mrs. Huynh Bich Ngoc	Chairwoman	-	Chairwoman	Chairwoman
2.	Mrs. Dang Huynh Uc My	Vice Chairwoman	-	Member	Member
3.	Mr. Tran Trong Gia Vinh	Independent Member of the BOD	-	-	Member
4.	Mrs. Vo Thuy Anh	Independent Member of the BOD	Member	Member	-
5.	Mr. Tran Tan Viet	Member	-	Member	-
6.	Mr. Vo Tong Xuan	Member	-	Member	-
7.	Mr. Hoang Manh Tien	Independent Member of the BOD	Chairman	-	-

2. Meetings of the Board of Directors:

Throughout the 2022-2023 fiscal year, the BOD diligently endeavored to fortify the Company's management acumen. This commitment was underscored by unwavering compliance with the statutory provisions delineated in the Law on Enterprises, the Company's Charter, the Regulations governing the Organization and Operations of the BOD, as well as the meticulously crafted internal regulations concerning corporate governance. In parallel, the BOD upheld its sense of responsibility to both the GMS and the collective workforce. To this end, the BOD convened a total of 83 sessions to meticulously deliberate and accord approval to pivotal matters linked to the strategic diversification of the product value chain. These deliberations also extended to the judicious deployment of cutting-edge technology to optimize operational efficiency and management, with an especially discerning focus on providing the market with green energy solutions from clean production.

Attendance in meetings of each member of the Board of Directors:

No.	Member of the BOD	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1.	Mrs. Huynh Bich Ngoc	83/83	100%	
2.	Mrs. Dang Huynh Uc My	83/83	100%	
3.	Mr. Tran Trong Gia Vinh	54/83	65%	
4.	Mrs. Vo Thuy Anh	83/83	100%	
5.	Mr. Tran Tan Viet	54/83	65%	Appointment dated: 28/10/2022
6.	Mr. Vo Tong Xuan	81/83	97.6%	Other businesses asigned
7.	Mr. Hoang Manh Tien	83/83	100%	Appointment dated: 28/10/2022
8.	Mr. Nguyen Van De	29/83	35%	Dismissed dated: 28/10/2022
9.	Mrs. Lovia Huang	29/83	35%	Dismissed dated: 28/10/2022

3. Supervision activities of the Board of Directors to the Board of Management:

In strict adherence to the tenets set forth in the Company's Charter, the BOD vigilantly exercised its supervisory purview over the Executive Board and other executive personnel. This oversight was manifest in the scrupulous execution of resolutions promulgated by the GMS, as well as those initiatives propounded by the BOD itself.

- In response to the unique developments of the year 2022, the Company's Executive Board demonstrated nimbleness in swiftly stabilizing production while concurrently increasing output and expanding market reach through the introduction of innovative products;
- Implemented organizational refinements to enhance efficiency, along with the development and execution of initiatives to secure a high-caliber workforce for the Company's core business operations;
- Meticulously strategized capital allocation and funding sources to ensure optimal utilization;
- Spearheaded and effectively directed the seamless execution of the Annual General Meeting of Shareholders for the 2022-2023 fiscal year, held on October 28th, 2022. This comprehensive effort involved achieving a 100% digital transformation encompassing all aspects of the meeting, from registration to vote tabulation, and information dissemination;
- Ensured production stability, amplified marketing endeavors, and bolstered customer engagement, thereby fostering revenue growth across both core and newly introduced product lines;
- Enforced a stringent financial reporting regimen, including quarterly, semi-annual, and annual financial reports;
- Vigilantly supervised the execution of resolutions and decisions mandated by the GMS and the BOD;
- Vigorously monitored and directed the disclosure of information, thereby upholding transparency and timeliness in strict adherence to regulatory stipulations;
- Provided direct oversight and guidance for the implementation of the company's "digital transformation - business transformation" initiative, facilitating the integration of technology into operations and cultivating a proactive technology-driven work culture;
- Continued to prioritize and expand international relations to fortify the Company's standing both within and beyond national borders.

4. Remuneration of the Board of Directors in the fiscal year 2022-2023:

No.	Full name	Title	Working Period		Amount (VND)
			From	To	
1	Mrs. Huynh Bich Ngoc	Chairwoman of the BOD	01/07/2022	30/06/2023	4.440.000.000

No.	Full name	Title	Working Period		Amount (VND)
			From	To	
2	Mrs. Dang Huynh Uc My	Vice Chairwoman of the BOD	01/07/2022	30/06/2023	3.840.000.000
3	Mr. Tran Trong Gia Vinh	Independent Member of the BOD	28/10/2022	30/06/2023	400.000.000
4	Mrs. Vo Thuy Anh	Independent Member of the BOD	01/07/2022	30/06/2023	—
5	Mr. Tran Tan Viet	Member	28/10/2022	30/06/2023	960.000.000
6	Mr. Vo Tong Xuan	Member	01/07/2022	30/06/2023	1.800.000.000
7	Mr. Hoang Manh Tien	Member	01/07/2022	30/06/2023	1.800.000.000
8	Mr. Nguyen Van De	Member of the BOD	01/07/2022	28/10/2022	680.000.000
9	Mr. Dinh Vu Quoc Huy	Company secretary	01/07/2022	30/06/2023	1.080.000.000
10	Mrs. Lovia Huang	Independent Member of the BOD	29/07/2021	28/10/2022	—

- Total remuneration of the Board of Directors: 15.000.000.000 VND
  (In words: fifteen billion dong).

5. Assessment of Independent Member of BOD on the activities of the Board of Directors and Board of Management:

5.1. Assessment on the activities of the Board of Directors:

- The BOD, driven by a steadfast commitment to responsibility, diligently convened regular meetings to deliberate and make authoritative decisions pertaining to essential matters within its purview. These included strategies, policies, governance regulations, risk management, capital procurement, and system management, all tailored to the practical operational context of SBT. The BOD's aim was to align with global best practices in corporate governance, thereby enhancing transparency for the benefit of shareholders, investors, and relevant stakeholders.

- The Board of Directors has supervised and directed the Executive Board to organize and implement the Resolutions/Decisions of the General Meeting of Shareholders. However, after carefully considering the factors and the reality of the general difficult developments in the market, the Board of Directors has agreed to temporarily not implement 4 Resolutions of the General Meeting of Shareholders, including: Resolution No.12/2022/NQ-DHDCD on the issuance of shares under the Company's employee selection program; Resolution No.13/2022/NQ-DHDCD approving the private placement of common shares; Resolution No.14/2022/NQ-DHDCD on approving the merger of subsidiaries under the capital restructuring plan to optimize the operational efficiency of TTC-BH; and Resolution No.19/2022/NQ-DHDCD on approving of issuance plan, the plan of using and paying capital obtained from the Bond public offering; approving the Bond listing on the securities trading system.
- The BOD actively exercised oversight and provided guidance to the Executive Board in the faithful execution of resolutions and decisions emanating from the GMS.
- BOD members executed their designated functions and responsibilities with diligence, actively engaging in BOD and subcommittee activities, and contributing significantly to the realization of SBT's overarching business objectives.
- The Chairwoman of the BOD effectively discharged the rights and duties bestowed by the Law on Enterprises, the Company's Charter, and the BOD's regulations. This included overseeing the equitable allocation of responsibilities among BOD members, presiding over meetings, promulgating meeting minutes, resolutions, and notifications on behalf of the BOD, as well as judiciously delegating tasks to subcommittees. Concurrently, the Vice Chairwoman of the BOD consistently provided expert guidance, support, and timely assistance to the Executive Board.
- The BOD meticulously conducted audits and closely monitored the BOM's performance.
- In the 2022-2023 fiscal year, the Board of Directors approved the plan to issue private bonds (non-convertible corporate bonds, without warrants, with collateral) in Resolution No.116a/2023/NQ-HDQT dated June 21st, 2023. Documents and bond offering documents are attached in accordance with legal regulations.

5.2. Assessment on the activities of the Board of Management:

- In the 2022-2023 fiscal year, the General Director, members of the Board of General Directors and management staff have successfully fulfilled their roles in managing the Company's business activities in accordance with the orientations of the General Meeting of Shareholders. Complying with the administrative decentralization in the Charter and internal regulations on corporate governance.

- Well implementing the business plan approved by the General Meeting of Shareholders and the Board of Directors;
- Implementing self-review measures to avoid wasting resources and limiting unnecessary costs.
- Investor relations are met in terms of compliance, towards international standards; organizing events to connect with Investors, Shareholders, Banks; enhancing the image of SBT via media publications.
- Updating the 5-years strategic plan to the fiscal year 2024-2025 according to the strategic direction of the Board of Directors.
- Launching and recognizing many technical innovations to optimize production efficiency at Factories.
- Applying technology to agricultural management activities has improved productivity and promoted the development of modern agriculture in accordance with the strategy set out by the Board of Directors.
- The CEO regularly reported on the implementation of production and business activities and difficulties in the operating process. The Board of Directors and the Board of Management discussed and provided timely solutions.
- The members of the Board of Management have all performed well their role of *"keeping the fire"* for the staff. Promoting the cultivation of specialized knowledge and skills to strengthen the entire operation machinery of the Company.
- During the management process, the activities of the Board of Management totally ensured compliance with the provisions of law, the Company's charter and the resolutions of the General Meeting of Shareholders and the Board of Directors.

6. Assessment of the Board of Directors on the activities of other Committees:

6.1. Assessment on the activities of Audit Committee:

- Over the fiscal year 2022-2023, the Audit Committee has successfully completed the functions and tasks of the internal control and risk management systems: The controlled environment has had positive changes; the units have proactively identified and localized key risks; the control activities integrated with the system are fully decentralized and delegated, ensuring the information controlling system throughout from top-down and from bottom-up; gradually forming a methodical and specialized risk monitoring system at the Head Quarter and its business units; promptly, quickly handle and advise the Board of Directors.
- The Audit Committee held 04 meetings the Audit Committee members discussed and agreed on a number of issues in operating the Audit Committee's activities and implementing Internal Audit activities. Ministry of the Company, summarizing the main contents discussed and agreed upon in the meetings as follows:

- Supervising the implementation of Resolutions and Decisions issued by the General Meeting of Shareholders and the Board of Directors.
- Monitoring the implementation of information disclosure to the outside, ensuring transparency and timeliness in accordance with the current laws.
- Advising the Board of Directors on completing the system of documents and policies to manage significant risks, ensuring compliance with the legal regulations, and moving towards advanced risk management standards.
- Supervising the executive activities of the Board of Management in the implementation of policies and the Company's strategy through attending meetings of the Board of Management, in order to improve business efficiency to complete the set targets.
- Supervising the organization and implementation of investment projects of the Company, making risk management assessment reports, urging handling and proposing plans to limit risks.
- Completing the review and update of the Enterprise Risk Management framework applied at the Head Quarter and its business units, including the Risk Management Regulation and the Risk Management Process.

6.2. Assessment on the activities of Strategy Committee:

- The Strategy Committee has successfully completed the responsibility of advising the management plan for the Company to achieve its long-term strategic goals, including participating in the implementation of important projects in the fiscal year 2022-2023 and evaluating the implementation results of business strategy to make appropriate strategic proposals for the upcoming fiscal year 2023-2024.
- Promoting the implementation and planning of investment strategies; well performing the supervisory role in the formulation and implementation of strategies in mergers and international business expansion projects. Especially, the Strategy Committee has done a good job of timely updating the Company's investment strategy in Australia.

6.3. Assessment on the activities of Nomination & Remuneration Committee:

- The Nomination and Remuneration Committee is mainly responsible for human resource management activities. In the fiscal year 2022-2023, the Committee has advised the Board of Directors on issues related to human resource, salary, bonus and remuneration policies and developed the human resources in foreign markets which contributed to improving the performance of employees, promoting the development of the Company's overall operations.
- Actively contributing ideas to improve the Company's apparatus, advising the Board of Directors in structuring the positions of senior managers and develop policies to attract talents for the operation of the Company.
- Successfully fulfilling the function of advising the Board of Directors on the performance results of the members of the Board of Management.

- In the fiscal year 2022-2023, the Nomination and Remuneration Committee directed and advised the Board of Management to design and successfully implement the Management Competencies Framework in line with domestic and international standards, aiming to enhance the level of the organization and improve the capacity of the management staff.

PART II – ORIENTATION FOR THE FISCAL YEAR 2023-2024:

Drawing upon the notable achievements of the 2022-2023 fiscal year, the BOD and the Executive Leadership Team are poised to chart an ambitious course for SBT in the 2023-2024 fiscal year, this strategic trajectory will pivot around core objectives encapsulating **Solutions, Services, Technology, and Sustainability**.

- **Foremost among these objectives** is the successful transition to a "Smart Agricultural Economic Model" integrating Production, Export-Import, and Agricultural Trade and Services. This transformation will be systematically rolled out across multiple countries, including Vietnam, Australia, Singapore, Laos, and Cambodia. The primary aim is to optimize value creation for partners engaged in SBT's sustainable agricultural value chain.
- **The second strategic mission entails** the expansion of a high-nutrient energy product ecosystem, leveraging pivotal crops such as sugarcane, coconut, banana, rice, and more. These crops not only offer nutritional benefits but also prioritize minimal environmental and societal impact. This initiative will be underpinned by a collaborative and multifaceted framework, emphasizing origin traceability, nutritional quality, and seamless exchange.
  - Origin Traceability Framework: Effectively conveying the message of quality and enduring values throughout the entire process, actively engaging all relevant stakeholders within
    TTC AgriS's comprehensive value chain, with the overarching objective of advancing a "Zero Waste" green lifestyle.
  - **Nutritional Framework:** Pioneering and promoting contemporary nutritional paradigms, augmenting plant-based food sources alongside essential proteins and other prevalent nutrients. This strategic thrust is dedicated to the realization of a diversified ecosystem of nutritional resources.
  - **Exchange Platform:** Furnishing a dynamic, multidimensional exchange platform for stakeholders, encompassing products, services, knowledge, and innovative insights. The ultimate aspiration is to facilitate direct product exchange through TTC AgriS's bespoke "food" transaction platform. In this capacity, TTC AgriS undertakes the judicious and optimal verification of quality and nutritional value.
  - **The paramount and enduring mission** for the 2022-2023 fiscal year, with the overarching objective of achieving Net Zero emissions by 2035, is for TTC AgriS to spearhead a global, sustainable agricultural value chain. This initiative aims to confer tangible benefits upon all stakeholders and seamlessly integrate the Vietnamese agricultural sector into the global landscape.

Above is the Report on the implementation of the fiscal year 2022-2023 and the orientation for the fiscal year 2023-2024 that the Board of Directors would respectfully submit to the General Meeting of Shareholders for approval. SBT believes that with the trust, sharing and support of the Shareholders together with the high solidarity of the Board of Directors, the Board of Management and the Company's staff, SBT will definitely realize the goal to become a pioneer in providing sustainable agricultural solutions not only in Vietnam but also in the international market.