THANH THANH CONG – BIEN HOA JOINT STOCK COMPANY
/No.: 25./2021/NQ-DHDCD

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
Ho Chi Minh City, date...20...October.......2021

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2020 - 2021

(Regarding the approval of the merger of subsidiaries of Thanh Thanh Cong – Bien Hoa JSC ("TTC-BH") in accordance with capital restructuring plan in order to optimize the operational efficiency of TTC-BH)

- *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**");*
- *Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November, 26th, 2019 and guiding documents **("Law on Securities")**;*
- *Pursuant to the Charter of organization and operation of Thanh Thanh Cong - Bien Hoa JSC,*
- *Pursuant to The Minute of General Meeting of Shareholders No. 10/2021/BB-DHDCD dated 20/10/2021,*

RESOLVE

Article 1. Approval of the merger of subsidiaries of TTC-BH in accordance with capital restructuring plan in order to optimize the operational efficiency of TTC-BH while ensuring full compliance with regulations of competition laws on economic concentration before implementing the meger as follows:

1. **Information of the merged company:**
   - Vietnamese name: CÔNG TY CỔ PHẦN THÀNH THÀNH CÔNG – BIÊN HÒA
   - English name: THANH THANH CONG - BIEN HOA JOINT STOCK COMPANY
   - Abbreviated name: TTC-BH
   - Head office address: Tan Hung Commune, Tan Chau District, Tay Ninh Province
   - Legal representative: Huỳnh Bích Ngọc
   - Charter capital: 6.507.622.280.000 VND
2. **Information of the merging company:**
   Legal entity newly established after completion of separation procedure for TTC Bien Hoa – Dong Nai Sugar One Member Limited Company in accordance with capital restructuring plan, details of which are as follows:
   - Vietnamese name: Công ty TNHH MTV Mía đường Thành Thành Công – Biên Hòa
   - English name: Thanh Thanh Cong – Bien Hoa Cane Sugar Single Member Limtied Liability Company

- Abbreviated name: THANH THANH CONG - BIEN HOA CANE SUGAR CO., LTD
- Head office address: 253 Hoang Van Thu Street, Ward 2, Tan Binh District, Hồ Chí Minh City
- Legal representative: Vo Cong Minh
- Charter capital: **1,116,421,447,350** VND *(in word: One Thousand one hundred sixteen billion, four hundred twenty – one million, four hundred forty – seven thousand, three hundred fifty dong)*.
- Thanh Thanh Cong – Bien Hoa JSC is the owner holding 100% capital of the company.

3. **Procedure and conditions for merger**

   Ensure conditions for merger are satisfied and procedures under the Law on Enterprise, the Law on Securities and competition laws on economic concentration are implemented prior to the merger.

4. **Labour usage plan**

   TTC-BH shall inherit rights and obligations of the merging company to continue to use employees under the current status, thus there is no need to develop a labour usage plan for TTC-BH upon the merger.

5. **Method, procedure, timeline and conditions for transferring assets, capital contribution, securities of the merging company to the merged company**

5.1. With respect to assets:

a. The following assets are currently under the ownership of the merging company: (i) 4,310,366 shares issued by Bien Hoa – Phan Rang Sugar Joint Stock Company having the value of 85,694,496,000 VND; (ii) 100% capital of Bien Hoa – Ninh Hoa Sugar One Member Company Limited having the value of 1,030,726,951,350 VND ("**Merged Properties**").
b. All Merged Properties will be transferred to TTC-BH upon the merger of the company into TTC-BH in accordance with the laws.
c. Implementation period: expected to complete before June 30th 2022.
d. Conditions for implementation: the implementation shall take place upon satisfaction of conditions for merger under section 3 of this Proposal.

5.2. With respect to capital contribution:

TTC-BH is holding 100% capital of the merging company have the value of **1,116,421,447,350 VND**. Thus, upon the merger, TTC-BH is not obliged to carry out any procedures to issue shares or to increase charter capital.

5.3. With respect to securities:

The merging company does not issue any secutities or financial obligations. Thus, there is no procedure for the transfer of securities, financial obligations from the merging company to TTC-BH that is required to be carried out.

6. **Charter capital of the merged company:**

The merger does not lead to any change to the Charter of TTC-BH, thus there is no need for TTC-BH to amend its Charter as a result of such merger.

7. **Merger Agreement:**

Based on contents of the merger plan that is approved by the General Meeting of Shareholders, authorise the Board of Directors to negotiate and decide contents of the merger agreement, which must be in line with actual situation and relevant regulations.

8. **Business activities after the merger**

After the merging company is merged into TTC-BH, the merging company will cease its existence.

TTC-BH shall maintain its businesss operations as before the merger and shall enjoy lawful rights and interests and shall be responsible for obligations, pending loans, employment contracts and other asset obligations of the merging company (if any). TTC-BH shall automatically inherit lawful rights, obligations and interests of the merging companies under the Merger Agreement.

Article 2. Approval the authorization as follows:

1. Authorise the Board of Directors:
   a. To implement and decide issues relating to the procedure to notify economic concentration to be carried out in accordance with the laws before the merger under the plan approved by the General Meeting of Shareholders takes place.
   b. To implement all necessary works; adjust, handle all related issues to implement the above contents as approved by the General Meeting of Shareholders in order to ensure that the merger will be implemented under the plan approved by the General Meeting of Shareholders while ensuring lawful rights and benefits of TTC-BH.
2. Authorise the legal representatives of TTC-BH and the merging company to execute and implement the contents of the merger agreement approved by the Board of Directors on basis of the authorisation by the General Meeting of Shareholders under section 7 of this Proposal.

Article 3. 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.*