THANH THANH CONG – BIEN HOA JOINT STOCK COMPANY

No.: 01/2018/BBH-DHDCD

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

HCMC, Novembet 15th 2018.

THE MEETING MINUTES

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2017 - 2018

OF THANH THANH CONG – BIEN HOA JOINT STOCK COMPANY

I. GENERAL INFORMATION

1. **Name:** Thanh Thanh Cong – Bien Hoa Joint stock company (TTC-BH).
2. **Headquaters:** Tan Hung Commune, Tan Chau Ward, Tay Ninh Province, Vietnam.
3. **Business Registration Certificate No.:** 3900244389 first issued on July 15th 1995 by the Business Registration Office – Department of Planning and Investment of Tay Ninh, 6th change registration on November 29th 2017

II. TIME, VENUE, SHAREHOLDER ATTENDANCE

1. **Time:** 09:00 am November 15th 2018 (Thursday).
2. **Venue:** Thanh Thanh Nam Building – Ballroom on the 3rd floor, 253 Hoang Van Thu Street, Ward 2, Tan Binh District, Ho Chi Minh City.
3. **Shareholder attendance:**

Mr. Huynh Thanh Nhan – Head of the Eligibility Verification Committee gave the shareholder attendance report

a. Total number of **attendance** rights shareholders was **10,504**, owned **495,417,773** shares, equivalent to **100%** of voting shares.

b. Total number of shareholders attending either directly or by proxy at 9:00 AM was **119**, representing **327,293,212** shares equivalent to **66.06%** of voting shares.

The Meeting satisfied the provisions of TTC-BH Charter and legal regulations

III. CONTENT OF THE ANNUAL GENERAL MEETING

1. Approve the agenda Annual general meeting 2017-2018

Ms. Đỗ Vũ Gia Linh on behalf of Organizing Committee present the agenda Annual general meeting, which was passed by **100%** of the shareholders attending the Meeting.

2. **Approve the regulation of Annual general meeting 2017-2018:**

   Ms. Đỗ Vũ Gia Linh on behalf of Organizing Committee present the regulation of Annual general meeting, which was passed by **100%** of the shareholders attending the Meeting.

3. **Approve membership of Board of Delegation, Board of Secretary, and Board of Voting Ballot Counting:**

   Ms. Đỗ Vũ Gia Linh on behalf of Organizing Committee read the proposal about membership of Board of Delegation, Board of Secretary, and Board of Voting Ballot Counting as follow:

   a. The membership of Board of Delegation:

– Mr. Phạm Hồng Dương	Chairman of BOD	Head
– Ms. Đặng Huỳnh Ức My	Member of BOD	Member
– Ms. Nguyễn Thùy Vân	Member of BOD	Member
– Mr. Nguyễn Thanh Ngữ	CEO	Member

   b. The membership of Board of Secretary:

– Ms. Nguyễn Thị Hồng Phấn	Deputy director of Legal department	Head
– Ms. Võ Thị Tuyết Oanh	Legal Executive	Member

   c. The membership of Board of Voting Ballot Counting:

– Mr. Huỳnh Thành Nhân	Internal Audit Director	Head
– Mr. Phạm Văn Hùng	Director of IT department	Member
– Mr. Lâm Trọng Kha	Legal Executive	Member

   The General Meeting voted to approve the membership of Board of Delegation, Board of Secretary, and Board of Voting Ballot Counting with the approval ratio of **100%**

4. **Chairman of BOD give the opening speech**

5. **Present Annual general meeting reports:**

   a. Mr. Nguyễn Thanh Ngữ - CEO present the Report on the Company's performance in 2017 - 2018 of the Board of Management.

b. Mr. Phạm Hồng Dương – Chairman of BOD present the Report on the activities in 2017-2018 and action plan in 2018-2019 of the BOD.

c. Ms. Nguyễn Thùy Vân – Head of Audit Committee present the Report on the activities in 2017-2018 and action plan in 2018-2019 of the Audit Committee.

6. Present Annual general meeting Proposals:

Mr. **Nguyễn Thanh Ngữ** present the proposals as follow:

- Proposal 01 of approval of audited financial statement in the fiscal year 2017-2018 (from July 1st, 2017 to June 30th, 2018);
- Proposal 02 of Profit distribution in the fiscal year July 1st, 2017 to June 30th, 2018;
- Proposal 03 of operation and profit distribution plan in the fiscal year 2018 – 2019;

Ms. **Nguyễn Thùy Vân** present the proposals as follow:

- Proposal 04 v/v of empowering to select the independent audit company in 2018 – 2019;
- Proposal 05 of the remuneration of the BOD in the fiscal year 2018 – 2019;
- Proposal 06 v/v of signing related contracts and transactions of the Company;
- Proposal 07 v/v of approval of dismissal of Ms. Nguyen Thi Hoa regarding to Resignation letter on November 6th, 2018;
- Proposal 08 v/v of approval of electing additional member of the Board of Directors to replace resigned one;

7. Discussion:

7.1.Shareholder **Nguyễn Triệu Phát** – Code of shareholder **11024** request Board of Delegation provide information about:

a. Profitability of the Company for the year 2018-2019 and details of profit in the first quarter of the year 2018-2019.

b. Performance of TTC Attapeu sugar mills in Laos (the mill has been transferred from Hoang Anh Gia Lai Group).

c. Information about TTC Attapeu selling organic sugar to Europe.

7.2.Shareholder **Phan Quốc Toàn**– Code of shareholder **06165** request Board of Delegation provide information about:

a. Dividend payment plan of the Company for the fiscal year 2016-2017 and 2017-2018.

b. Plan to seek, cooperate with strategic investors of the Company.

7.3. Major sharehoder Thanh Thanh Cong Invest Joint stock Company, represent by Mr. **Đặng Văn Thành**– Code of shareholder **00001** express Oriented activities of the Company:

a. Sharing information about difficulties and challenges for the sugar industry and appreciate the achievements of the company in recent years.

b. Sharing about the development of sugarcane raw material areas, field design, cultivation techniques to apply high technology, mechanization in the production of sugar factories.

c. Appreciated the organization of production activities, development of biomass power projects to supplement hydroelectric project; sugar cane bagasse drying increase thermal efficiency; Mechanical workshop to increase competitiveness, initiative in repair and maintenance.

d. Appreciated the consumption activity, especially, the company supply sugar for customer with demand high product quality (such as Coca-Cola, Pepsi, pharmaceutical companies ...) and strictly foreign market.

e. In 2019, the company continues to proceed execution of activity: streamlined organizational structure; promote agriculture; ensure justifiable benefits of investors, customers and employees.

8. Mr. Phạm Hồng Dương on behalf of Board of Delegation conclude the discussion:

Board of Delegation and Board of management explained and clarified the opinions of the shareholders at the meeting.

9. Approve list of candidate of member of the Board of Directors

Mr. Phạm Hồng Dương announce list of candidate of member of the Board of Directors

The General Meeting voted to approve the list of candidate of member of the Board of Directors with the approval ratio of **100%**

10. Guide to vote and approve the election rules

Mr. Huỳnh Thành Nhân – Head of Board of Voting Ballot Counting indicate voting method and present election rules

The General Meeting voted to approve with the approval ratio of **100%**

IV. THE GENERAL MEETING VOTE TO APPROVE THE REPORTS, THE PROPOSAL AND ELECT MEMBER OF OF THE BOARD OF DIRECTORS

By the time voting, total number of shareholder was **144**, owned **371,560,850** shares, equivalent to **74.99%** of voting shares.

V. VOTING AND ELECTING RESULT

Mr. Huỳnh Thành Nhân - Head of Board of Voting Ballot Counting announce the result of the voting and electing as follow:

A. Voting result

1. Report on the Company's performance in 2017 - 2018 of the Board of Management

<u>Voting result:</u> This content was approved by **99,66%** of total voting shares of shareholders attending either directly or by proxy. Details are as follows:

No.	Number of votes		Ratio of votes
1	Total number of votes	371,560,850	100%
2	Total number of valit votes	370,310,739	99.66%
3	Total number of invalit votes	1,250,111	0.34%
4	Total number of "**Agree**"	370,310,679	99.66%
5	Total number of "**Disagree**"	0	0%
6	Total number of "**No opinion**"	60	0%

2. Report on the activities in 2017-2018 and action plan in 2018-2019 of the BOD

<u>Voting result:</u> This content was approved by **99,66%** of total voting shares of shareholders attending either directly or by proxy. Details are as follows:

No.	Number of votes		Ratio of votes
1	Total number of votes	371,560,850	100%
2	Total number of valit votes	370,310,739	99.66%
3	Total number of invalit votes	1,250,111	0.34%
4	Total number of "**Agree**"	370,310,679	99.66%
5	Total number of "**Disagree**"	0	0%
6	Total number of "**No opinion**"	60	0%

3. **Report on the activities in 2017-2018 and action plan in 2018-2019 of the Audit Committee**

Voting result: This content was approved by **99,66%** of total voting shares of shareholders attending either directly or by proxy. Details are as follows:

No.	**Number of votes**		**Ratio of votes**
1	Total number of votes	371,560,850	100%
2	Total number of valit votes	370,310,739	99.66%
3	Total number of invalit votes	1,250,111	0.34%
4	Total number of "**Agree**"	370,310,679	99.66%
5	Total number of "**Disagree**"	0	0%
6	Total number of "**No opinion**"	60	0%

4. **Proposal of approval of audited financial statement in the fiscal year 2017-2018 (from July 1st, 2017 to June 30th, 2018)**

Voting result: This content was approved by **99,26%** of total voting shares of shareholders attending either directly or by proxy. Details are as follows:

No.	**Number of votes**		**Ratio of votes**
1	Total number of votes	371,560,850	100%
2	Total number of valit votes	368,805,739	99.26%
3	Total number of invalit votes	2,755,111	0.74%
4	Total number of "**Agree**"	368,805,739	99.26%
5	Total number of "**Disagree**"	0	0%
6	Total number of "**No opinion**"	0	0%

5. **Proposal of Profit distribution in the fiscal year July 1st, 2017 to June 30th, 2018**

Voting result: This content was approved by **99,66%** of total voting shares of shareholders attending either directly or by proxy. Details are as follows:

No.	**Number of votes**		**Ratio of votes**
1	Total number of votes	371,560,850	100%
2	Total number of valit votes	370,310,739	99.66%
3	Total number of invalit votes	1,250,111	0.34%

4	Total number of "**Agree**"	370,310,664	99.66%
5	Total number of "**Disagree**"	57	0%
6	Total number of "**No opinion**"	18	0%

6. **Proposal of operation and profit distribution plan in the fiscal year 2018 – 2019**

Voting result: This content was approved by **99,26%** of total voting shares of shareholders attending either directly or by proxy. Details are as follows:

No.	Number of votes		Ratio of votes
1	Total number of votes	371,560,850	100%
2	Total number of valit votes	368,805,739	99.26%
3	Total number of invalit votes	2,755,111	0.74%
4	Total number of "**Agree**"	368,801,182	99.26%
5	Total number of "**Disagree**"	57	0%
6	Total number of "**No opinion**"	4,500	0%

7. **Proposal v/v of empowering to select the independent audit company in 2018 – 2019**

Voting result: This content was approved by **99,66%** of total voting shares of shareholders attending either directly or by proxy. Details are as follows:

No.	Number of votes		Ratio of votes
1	Total number of votes	371,560,850	100%
2	Total number of valit votes	370,310,699	99.66%
3	Total number of invalit votes	1,250,151	0.34%
4	Total number of "**Agree**"	370,308,124	99.66%
5	Total number of "**Disagree**"	57	0%
6	Total number of "**No opinion**"	2,518	0%

8. **Proposal of the remuneration of the BOD in the fiscal year 2018 – 2019**

Voting result: This content was approved by **99,66%** of total voting shares of shareholders attending either directly or by proxy. Details are as follows:

No.	Number of votes		Ratio of votes
1	Total number of votes	371,560,850	100%
2	Total number of valit votes	370,310,739	99.66%

3	Total number of invalit votes	1,250,111	0.34%
4	Total number of “**Agree**”	370,308,124	99.66%
5	Total number of “**Disagree**”	75	0%
6	Total number of “**No opinion**”	2,540	0%

9. Proposal of signing related contracts and transactions of the Company

Voting result: This content was approved by **99,66%** of total voting shares of shareholders attending either directly or by proxy. Details are as follows:

No.	Number of votes		Ratio of votes
1	Total number of votes	371,560,850	100%
2	Total number of valit votes	370,310,739	99.66%
3	Total number of invalit votes	1,250,111	0.34%
4	Total number of “**Agree**”	370,310,651	99.66%
5	Total number of “**Disagree**”	0	0%
6	Total number of “**No opinion**”	88	0%

10. Proposal of approval of dismissal of Ms. Nguyen Thi Hoa regarding to Resignation letter on November 6th, 2018

Voting result: This content was approved by **99,66%** of total voting shares of shareholders attending either directly or by proxy. Details are as follows:

No.	Number of votes		Ratio of votes
1	Total number of votes	371,560,850	100%
2	Total number of valit votes	370,310,739	99.66%
3	Total number of invalit votes	1,250,111	0.34%
4	Total number of “**Agree**”	370,308,189	99.66%
5	Total number of “**Disagree**”	0	0%
6	Total number of “**No opinion**”	2,550	0%

11. Proposal of approval of electing additional member of the Board of Directors to replace resigned one

d. **Voting result:** This content was approved by **99,66%** of total voting shares of shareholders attending either directly or by proxy. Details are as follows:

No.	Number of votes		Ratio of votes
1	Total number of votes	371,560,850	100%
2	Total number of valit votes	370,310,739	99.66%
3	Total number of invalit votes	1,250,111	0.34%
4	Total number of "**Agree**"	370,308,189	99.66%
5	Total number of "**Disagree**"	0	0%
6	Total number of "**No opinion**"	2,550	0%

B. Electing result

List of candidate of member of the Board of Directors with term of November 15th, 2018 – November 14th, 2023:

- Candidate **Lê Ngọc Thông** was elected as member of the Board of Directors by **99,66%** of total voting shares of shareholders attending either directly or by proxy. Details are as follows:

No.	Full name	Number of votes	Ratio of votes
1	**Lê Ngọc Thông**	370,407,258	99.68%

The General Meeting voted to approve the report on vote counting result and the report on elect counting result with the approval ratio of **100%**.

IV. CONCLUSION OF ANNUAL GENERAL MEETING

1. Approve the minutes of Annual general meeting

M.s Nguyễn Thị Hồng Phấn on behalf of Board of Secretary present form of Minutes and Resolution of Annual general meeting 2017 - 2018.

The General Meeting voted to approve the Minutes and Resolution of Annual general meeting 2017 - 2018 with the approval ratio of **100%**

2. Introducing the new member of Board of director

3. Closing speech

4. End of Annual general meeting 2017 - 2018

Annual general meeting 2017 – 2018 of Thanh Thanh Cong – Bien Hoa ends at 12:00 AM on the same day.

The General Meeting of Shareholders agreed to assign the Board of Directors and the Board of Directors to implement the contents approved at the meeting.

ON BEHALF OF GENERAL MEETING OF SHAREHOLDERS 2017 - 2018

SIGNATURE OF BOARD OF DELEGATION

CHAIRPERSON

PHẠM HỒNG DƯƠNG

ĐẶNG HUỲNH ỨC MY	**NGUYỄN THANH NGỮ**	**NGUYỄN THÙY VÂN**

SIGNATURE OF BOARD OF SECRETARY

NGUYỄN THỊ HỒNG PHẤN	**VÕ THỊ TUYẾT OANH**