THANH THANH CONG – BIEN HOA JSC	SOCIALIST REPUBLIC OF VIETNAM Independence - Freedom - Happiness
No.: 12/2019/NQ - ĐHĐCĐ	*Tay Ninh, October 14th, 2019*

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2018-2019

(Regarding the approval of the 2018-2019 operational report and the 2019-2020 operational plan of the Audit Committee)

- *Pursuant to the Enterprise Law and its implementing documents;*
- *Pursuant to the Charter of Thanh Thanh Cong - Bien Hoa Joint Stock Company;*
- *Based on the entire documents of the 2018-2019 Annual General Meeting of Shareholders provided to the shareholders;*
- *Pursuant to the Minutes of Annual General Meeting of Shareholders 2018-2019 No. 04/2019 / BB - DHDCD / TTCBH dated October 14th, 2019 of Thanh Thanh Cong - Bien Hoa Joint Stock Company.*

PROTOCOL

Article 1. Approve the Auditing Committee's 2018-2019 Operational Report and the Auditing Committee's 2019-2020 Operational Plan.

(The content of the report is in Annex 01 attached)

Article 2. This Resolution takes effect from the signing date.

Article 3. The BOD and the BOM of the Company are responsible for implementing, monitoring and reporting the implementation of this Resolution./.

ON BEHALF OF SHAREHOLDERS

CHAIRPERSON

To:

- BOD, BOM;

- Archived CO.

(Signed)

PHAM HONG DUONG

THANH THANH CONG- BIEN HOA JSC

AUDITING COMMITTEE

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Tay Ninh, October 11th, 2019

REPORT

OPERATION OF THE AUDITING COMMITTEE IN 2018 - 2019 AND OPERATING PLANS FOR 2019 - 2020

Dear Shareholders,

Dear Congress,

Based on:

- *Enterprise Law of the Socialist Republic of Vietnam No. 68/2014 / QH13 dated November 26, 2014;*
- *Functions and duties of the Audit Committee (AC) prescribed in the Company Charter;*

On behalf of AC, presenting to the General Meeting of Shareholders a report on the operation results for the 2018-2019 period and the orientation for the operation in the 2019-2020 as follows:

I. ACTIVITIES OF AUDITTING COMMITTEE IN THE YEAR 2018 - 2019

- The Auditing Committee under the Board of Directors (BOD) of Thanh Thanh Cong - Bien Hoa Joint Stock Company (the Company). The personnel is as follows:

Full name	Position		Note
Ms. Nguyen Thuy Van	BOD member	Head of Auditing Committee	Resigned on September 3rd, 2019
Mr. Hoang Manh Tien	BOD member	Member	Appointed on July 23rd, 2019
Mr. See Beow Tean	Independent member of BOD	Member	Resigned on July 1st, 2019
Mr. Henry Chung	Independent member of BOD	Member	

- Members have fully implemented the rights and responsibilities specified in the Company's Charter, Regulation on organization and operation of Auditing Committee. Specifically:

1. *Organization:*

- In the 2018-2019, Auditing Committee held 3 direct meetings with the full participation of members in accordance with the Auditing Committee regulations, meeting at least once a quarter. Meetings to discuss the work done, evaluate the activities of the Company through the reports of the Internal Audit Department (IA) as well as the reports of the BOM to make comments about risks may arise and alert promptly to the Board of Directors. In addition, Auditing Committee is also very flexible when proactive in conducting quick conferences via email, direct conference calls to handle unexpected issues.

- Review, adjust and re-approve the action plan of the Internal Audit Department.
- Attend regular meetings with the BOD and the BOM, thereby: Warning of potential risks through the records arising during the examination so that the BOM can handle; Advising the BOD in identifying and assessing the impact of issues in risk management.

2. ***Supervision activities***

- The BOD and the BOM have developed, organized, and implemented the development strategy, business plan of the Company in accordance with the current law, the Charter and the Resolution of the General Meeting of Shareholders.
- The performance of rights and obligations of the members of the BOD and CEO in accordance with the provisions of Law and the Charter of the Company.
- Resolutions and decisions are issued in the correct order, under the authority and in accordance with the law and internal regulations of the Company.
- Quarterly and annual financial statements are prepared and published in accordance with current accounting standards and regimes and provisions of law..
- The plan and the implementation of the audit plan The 2018-2019 financial report of the Independent Auditor is in accordance with the Company requirements on scope, subjects, methods, time as well as requirements. Quality assurance, independence, do not conflict the interests of independent audit.
- The issuance and finalization of regulatory documents, to ensure that the Company operations comply with the provisions of the law, the Company Charter and internal regulations and minimize risks during the process.
- The company has been implementing the approval management system, archiving the traditional process to the online management system, helping to optimize the time to perform the steps, convenient for filing, reviewing, approve and look up information and limit errors in the implementation process. During the operation of the internal control system, the Company's staff are very aware and responsible in assessing the imperfections of the system to make positive contributions to consolidate for better System.

3. ***Checking activities***

- Examining and evaluating the legality, accuracy, timeliness and honesty in accounting work and accounting books; checking and confirming the reliability of administrative information, financial information in the financial statements, appendices and related documents; Periodically review financial statements through monthly, quarterly and appraised financial statements at the end of 2018-2019 audited financial statements audited by Ernst & Young Vietnam Co., Ltd.
- Direct the Internal Audit Department to develop an action plan, a control program to inspect the operations of affiliated units (branches / departments / divisions / professional divisions; member companies) according to the outlines specific, specific, in-depth information to ensure compliance with internal regulations in the operation. Through the inspection and

evaluation of risk management, Auditing Committee offers appropriate control solutions to prevent risks and improve business efficiency; evaluate the performance of affiliated units.

- Through the inspection results, on the basis of analyzing, assessing and assessing potential risks in operations, Auditing Committee makes recommendations / suggestions, specific requirements as well as advises on some solutions for BOD, BOM, and middle management levels in identifying and planning the implementation of mitigation and prevention of arising risks. According to Auditing Committee assessment, the Company risk management work is being conducted on the basis of preventing and resolving identified risks, not building a risk management framework system, risk appetite also. such as having a specialized agency in charge of risk management in accordance with international good practice on corporate governance.

II. OPERATIONAL PLAN 2019 - 2020

In the 2019-2020 year, Auditing Committee will continue to maintain activities that have performed well in the 2018-2019 period, on the basis of which continue to improve the following:

1. Target:

- Establish effective internal audit organization: Timely detect and prevent cases of violations of compliance leading to risks of loss of assets and reputation of the company; ensuring the implementation of recommendations to overcome violations and prevent risks; Identify and timely propose risks and shortcomings in the management system.
- Ensuring the reasonable honesty of the reports.
- Inadequacies in the Company operations were recorded and proposed to be completed in a timely manner, enhancing the supervision and editing with specific sanctions.
- Enhance the role and responsibilities of the direct management for violations of employees / units under their management.

2. Solution:

a. Operation

- Receiving work table of dismissed members, adjusting assignment of tasks for each member of Auditing Committee.
- Restructured the Internal Audit Department in order to optimize the control resources and ensure the timeliness in the inspection and supervision activities, increase the human resources for the Internal Audit Department to ensure the completion of the 2019-2020 fiscal year. Ensuring to promote the role of Internal Audit, making the Internal Audit the third line of defense with the function of providing assurance and advisory services independently and objectively to assess the performance of the internal control system and corporate governance.

b. Supervision activities:

- Monitoring the management and administration of BOD, BOM of the Company.
- Supervise the implementation of the Resolution of the Annual General Meeting of Shareholders 2018-2019.

- Supervise the preparation, presentation and publication of financial statements.
- Monitoring the internal control system to promptly detect unclear control points, raising the compliance monitoring to risk management to assist the Company in promptly detecting potential and new risks arise in order to tightly control the main and significant risks.

c. *Checking activities:*

- Compliance checking:
  - ✓ *Compliance with the provisions of the normative documents, implementing policies under the resolutions / decisions of the General Meeting of Shareholders and BOD.*
  - ✓ *The company complies with the law.*
  - ✓ *The Company Departments / Divisions / Divisions comply with the approved action plans.*
- Auditing activities:
  - ✓ *Review and timely alert potential risk regarding the Company operations.*
  - ✓ *Review and timely alert potential risk and shortcomings in the management system.*
  - ✓ *Evaluate and advise to the Internal Control System more and more complete and suitable for changing the organizational model operating in the Company.*
- Auditing financial statements:
  - ✓ *Reviewing financial figures accounted according to Vietnamese accounting standards and regimes to ensure the truthfulness and rationality of financial statements when being issued.*
  - ✓ *Examining accounting records to ensure that major errors and errors in financial accounting operations are detected promptly and propose solutions and recommendations to overcome them.*
  - ✓ *Assess the potential risks to financial activities so that appropriate solutions can be consulted to ensure financial ratios are under control.*

Above is the report on the results of operations of Auditing Committee at the Company in the 2018-2019 period and the operational orientation for the 2019-2020 year.

Wishing the congress great success.

ON THE BE HALF OF

AUDITING COMMITTEE

Member

(Signed)

HOANG MANH TIEN