THANH THANH CONG – BIEN HOA	**SOCIALIST REPUBLIC OF VIETNAM**
JOINT STOCK COMPANY	**Independence – Freedom - Happiness**
No.: /2018/NQ - ĐHĐCĐ	*Tay Ninh, date month year 2018*

RESOLUTION

GENERAL MEETING OF SHAREHOLDERS IN THE FISAL YEAR 2017-2018

(Approval of Company's performance report in the fiscal year 2017-2018 and plan for the fiscal year 2018 – 2019 of the Board of Directors)

- *Pursuant to Enterprise Law and instruction documents;*
- *Pursuant to Company Charter;*
- *Pursuant to all materials of General Meeting of Shareholders in the fiscal year 2017-2018 provided to shareholders;*
- *Pursuant to Meeting minutes of General Meeting of Shareholders in the fiscal year 2017-2018 no.: /2018/BB - ĐHĐCĐ/TTCBH on ………………. of Thanh Thanh Cong – Bien Hoa Joint Stock Company;*

RESOLVE

Article 1. Approval of Company's performance report in the fiscal year 2017-2018 and plan for the fiscal year 2018 – 2019 of the Board of Directors (Report is attached to Appendix 01)

Article 2. The resolution validates since the date signed.

Article 3. The Board of Directors, Management take responsibility to execute, supervise and report the execution of the Resolution.

On behalf of General Meeting of Shareholders
CHAIRMAN

Receiving place:
-BOD, BOM;
-Storage: BOD's office.

PHAM HONG DUONG

APPENDIX 01

THE REPORT OF COMPANY'S PERFORMANCE IN THE FISCAL YEAR 2017-2018 AND PLAN FOR THE FISCAL YEAR 2018 – 2019 OF THE BOARD OF DIRECTORS

PART 1. TASKS IMPLEMENTATION FOR THE YEAR 2017 - 2018

1. Administrative work:

Dear Shareholders, Dear the General Meeting,

Carry out its responsibilities before the General Meeting of Shareholders and the employees of the Company, in the fiscal year 2017 - 2018, the Board of Directors held 50 meetings, issued the relevant Resolutions and Decisions in order to serve the management of the Company, promptly implement the resolutions of the General Meeting of Shareholders.

Orientation of the Company for the year 2017 - 2018:

Based on the core orientation, the Board of Directors has directed the deployment of resources development, investment activities, organizational structure and governance, and closely supervised the operation of the Steering Committee in implementing the Resolution of the General Meeting of Shareholders to approve the important decisions:

- Implement strong and aggressive M & A activities:
  - ➢ Merger of Bien Hoa Sugar Joint Stock Company- BHS with share swap.
  - ➢ Purchase Hoang Anh Gia Lai Sugar Co., Ltd - HAGL Sugar
  - ➢ Purchase BTCO Trading Import Export Trading Co., Ltd
  - ➢ Purchase Hai Vi Co., Ltd
- The Company has researched, implemented investment and introduced many solutions aimed at reducing production costs.
  - ➢ Upgrading and renovating Thermoelectric Center: The project was completed by the end of 2017. Forwarding to reduce steam consumption in production from 0.57 to 0.54, the power consumption of generating electricity from 8.26 tons down to 6.14 tons per 1 MWh. This project is invested in TTCS - the biggest factory of TTC Bien Hoa and one of the largest sugar factories in Vietnam, located in Tan Chau District, Tay Ninh Province.
  - ➢ Investing in the construction of a Microbial organic fertilizer production factory: The project is approved with a capacity of 34,000 tons per year. According to the roadmap, at Phase 1, the plant will provide internal Microbial organic fertilizer for the sugar cane farms under TTC Bien Hoa, and will then be developed and supplied to outside farms.
  - ➢ Drying bagasse: The project was approved with a capacity of 110 tons per hour. After being put into operation, the residue ratio was about 2% compared to the pressed sugarcane output thus reducing the cost of processing

- Establishment of Mechanical Plant: Project for the purpose of processing, manufacturing equipment of the sugar industry.
- Environmental impact control: Tools for the Plant to continuously control the efficiency of the equipment emitted to the environment. Demonstrating corporate responsibility for society in preserving the environment and natural resources.
- Steam savings: The project was approved with the aim of reducing steam consumption from 57% to 50% of the pressed sugarcane output
- Change delivery method: In order to ensure the best quality of customer service and improve competitiveness, TTC Bien Hoa has developed new delivery methods compared to traditional methods.
- Renovation and transformation of furnace fuels: Currently, all plants of TTC Bien Hoa have been safe and environmentally friendly. This project marks 100% commitment of environmental protection of the Company.
- Manufacture of ingot sugar: Investment in production of cone-shaped ingot sugar helping TTC Bien Hoa actively implement the strategy of diversifying products, expanding the market to foreign countries. Phase 1 has been tested to market with 2 tons per day, and exported the first shipment to the US with 29 tons.
- Solar power: The project has been recognized and put into development of power planning in Tay Ninh province. The plan has been submitted to the Ministry of Industry and Trade by the Provincial Committee for consideration.

- Continuing to improve the internal governance model of the Company in accordance with international standards to transparent information and protect the interests of small shareholders.
- Continuing to direct the Management to promote the deployment of technology applications such as FRM, ERP, AX, ...

Based on that, the Company accomplishes its key objectives for the year 2017-2018 as follows:

No	Targets	Unit	Plan 2017 - 2018	Performance for the year 2017 - 2018	% Performance/ Plan	The year 2016-2017	% 17/18 compared
1	Consolidated net income	Million dong	9,900,000	10,285,000	103.9	4,498,000	228.6
2	EBT	Million dong	680,000	682,000	100.3	310,000	220.0

(Source: Audited Consolidated Financial Statements 2017 - 2018)

2. **Remuneration and operating expenses of the Board of Directors for the period of 2017-2015**

   a. Remuneration of the Board of Directors for the year 2017 - 2018 approved by the General Meeting of Shareholders is 6 billion. Including:

No	Full name	Location	Working time in the year		Cost (Million dong)
			From	to	
1	Mr. Pham Hong Duong	Chairman of the Board of Directors	01/07/2017	30/06/2018	**360**
2	Mr. Le Van Dinh	Vice Chairman of the Board of Directors	01/07/2017	20/11/2017	**162**
3	Nguyen Thi Hoa	Vice Chairman Standing Board of Directors	01/07/2017	30/06/2018	**360**
4	Mrs. Dang Huynh Uc My	Member of the Board of Directors	01/07/2017	30/06/2018	**1,200**
5	Mrs. Nguyen Thuy Van	Member of the Board of Directors	20/11/2017	30/06/2018	**221**
6	Mr. Henry Chung	Member of the Board of Directors	01/01/2018	6/30/2018	**360**
7	Mr. See Beow Tean	Member of the Board of Directors	20/11/2017	30/06/2018	**180**

   b. Operation Fund:

   The Operation fund of the Board of Directors for the year 2017 - 2018 approved by the General Meeting of Shareholders was 4 billion VND and spent 3.93 billion VND.

3. **Evaluation of the independent BOD member on the operations of BOD and the Management of the Company:**

In the fiscal year 17-18, the Board of Directors held responsibility for regular meetings to make directional decisions, guiding the Steering Committee to carry out business activities in accordance with the development strategy of the Company. The Board of Directors has issued Resolutions and Decisions within the scope of their responsibilities and authority; in accordance with the order and procedures of the Law on Enterprises, the Charter and the Regulations of the Company, in accordance with business practices, meeting the management requirements and development needs. This is a challenging year for the Sugar Industry as it stands at the threshold of integration, at the same time falling into the bottom cycle, timely meetings have made decisions to:

- Review and timely adjust the development strategy of the company in the period 2017-2018 - 2020-2021;
- Make decision on the plan for business and production development and budget for 2017-2018;
- Improve the organizational structure of the Company after completion of M & A work according to the IFC consultancy;
- Make decision on investment projects and strategic R & D projects;
- Make decision on investment policy for sugarcane farmers.

Besides, BOM has also been flexible in managing the continuous changes of the market and adhering to the typical direction and orientation of the Board of Directors:

- Completing BHS and TTCS merger procedures
- Implementing investment projects to optimize production costs such as project of drying bagasse , solar energy projects, steam saving project ...;
- Continuing to diversify products with the dynamic introduction of new products to the market;
- Implementing promotion programs, communication on clean sugar, production of organic sugar products ... to boost sales and serve diversified customer demand;
- Completing the task of assigning and completing the system of documents to make regulations to ensure smooth operation of the machine ...

According to the independent member of Board of Directors , in general, in the fiscal year 17-18, the Steering Committee of the Company has accomplished the objectives of revenue, profit assigned by the General Meeting of Shareholders.

4. Assessment of Board of Directors about the Management's operations:

Dear Shareholders,

- In the fiscal year 2017 - 2018: The Board of Directors always accompanied with Steering Committee. In addition, the Management regularly and periodically provided information and reports to the BOD in full timely service to the direction and supervision of the BOD; At the same time, regularly exchanged to handle promptly and efficiently issues arising.
- The Steering Committee has paid attention to the improvement of the legal document system, creating the legal corridor for the operation smoothly, transparently and in accordance with rules and regulations of the Company.

- The Steering Committee has developed and issued the inheritance plan for the management level, encouraged and developed training forms to improve the qualifications and capacity of staff, developed rewarding policies timely to motivate the staff.

  Conclusion: As assessed by the Board of Directors, the Steering Committee successfully completed the tasks assigned in the period 2017-2018 period and strictly followed the procedures and regulations in the management of the enterprise in accordance with the charter, Internal Governance rules and current legal regulations.

5. Assessment of Board of Directors about performance of other subcommittees

In the fiscal year 2017 - 2018, the Audit Sub- Committee performed well such as: Supervising the activities of BOD and the Management; financial statements; Supervising operations of internal audit; risk management; Supervision of operational risk management; independent audit services.

During the fiscal year 2017 - 2018, the Strategy Sub - Committee has completed well in co - ordination with Deloitte Consulting Vietnam Co., Ltd to review and adjust the sugar industry strategy in the period 2017-2018-2020 - 2021- Time to carry out the strategic review from 15/5/2018 to 20/6/2018.

In addition, the Human Resources Sub- Committee has participated in the implementation and completion of the construction of the contents: Regulations on Salary, Emulation and Reward Regulations, Code of Conduct. At the same time, the Human Resources Sub-Committee has successfully completed its advisory duties to the BOD regarding more than 22 appointment decisions and two dismissal decisions for senior management.

PART 2: OPERATION PLAN FOR THE PERIOD 2018 - 2019

SUSTAINABLE DEVELOPMENT - REGIONAL DEVELOPMENT

Towards the goal of sustainable development, becoming one of the leading agricultural enterprises in Vietnam

- Continuing to lead the domestic sugar market in terms of sales volume, aiming to earn over 846 thousand tons, striving to shift from supplying a single consumer goods into good products, which is good for health, sticking firmly with customers and consumers by diversifying product portfolio, especially "Green - Clean - Good for health" products such as: Organic sugar, Abstain sugar , high qualified alum sugar ...
- Increase the handling of smuggled sugar problems, find ways to replace them with appropriate sugar products.

- Make concentration of scientific research applied in agriculture, intensifying agricultural extension: underground plowing, irrigation, efficient mechanization, limited farming, field design ...
- Well-managed and cost-effective training, good maintenance forecast
- Develop distribution system, optimize transportation costs, build professional sales staff, and actively accompany customers.
- Focus on training the succession team, create conditions for development and merit talent.
- Develop financial structures in accordance with IFRS, conforming to international standards, continuing to implement IT projects such as FRM, CRM-DMS, ERP, BI, etc.

The above are the main tasks, targets and management solutions of the Board of Directors for the development of the Company in 2018 - 2019. We believe that with the trust, sharing and support of our shareholders and the united solidarity in the Board of Directors, the Board of Management and the staff of the Company, the Company will grow steadily during the integration period.

We wish the General Meeting successfully.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

PHAM HONG DUONG