THANH THANH CONG – BIEN HOA JOINT STOCK COMPANY	SOCIALIST REPUBLIC OF VIETNAM Independence – Freedom – Happiness
No.: 06/2022/NQ-DHDCD	*Ho Chi Minh City, October 28th, 2022*

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS

FOR THE FISCAL YEAR 2021 - 2022

(Regarding the approval on The Audit Committee for the year 2021 – 2022 and the operation plan for fiscal year 2022 – 2023)

- *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;*
- *Pursuant to the Charter of Thanh Thanh Cong - Bien Hoa Joint Stock Company;*
- *Pursuant to The Minute of General Meeting of Shareholders No. 03./2022/BB-DHDCD dated October 28, 2022 of Thanh Thanh Cong – Bien Hoa JSC.*

RESOLVE

Article 1. Approval on The Audit Committee Report for the fiscal year 2021 – 2022 and the Action plan for the fiscal year 2022 – 2023.

(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

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

HUYNH BICH NGOC

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

APPENDIX 01

ACTIVITIES REPORT 2021–2022

AND THE ANNUAL PLAN 2022–2023 OF THE AUDITING COMMITTEE

(Attached to the Resolution of the General Meeting of Shareholders No.……06…./2022/NQ-ĐHĐCD on Approval of the Annual Report of the Year 2021-2022 and the plan for the year 2022-2023 of the Audit Committee)

Pursant to:

- *Enterprise Law of Socialist Republic of Vietnam No.59/2020/QH14 dated 17 June 2020*
- *Functions, Roles of Audit Committee prescribed in Company Charter*

Audit Committee submit Annual General Meeting of Shareholders about the performance report of Audit committee in FY 2021-2022 and Orientation of Activity in FY 2022-2023 as below

Part 1- ACTUAL RESULTS OF FY 2021-2022

1. Remuneration, operation expense and other benefits of Audit Committee

Remuneration, operating expense of Audit Committee of FY 2021-2022 were 2.263.111.111 VND

Besides remuneration, operating expense; Audit committee do not receive any other benefits in the period

2. Summary of Audit Committee's Meeting

In FY 2021-2022, Audit Committee organized 4 meetings, Covid 19 pandemic outbroke in Quarter 1 of 2021-2022 (social distancing from 7/2021) have not significantly affected activities of Audit Committee. Audit Committee's members proactively communicate each other via telecomunications such as email, telephone and other online meeting platform as well as adhoc problems were handled in a rapid manner.

Audit Committee's members discussed and came to aggreement abouts some issues in operation of audit committee and implementation of internal audit, summarized as below

Meeting date	Numbers of participants	Ratio	Summary of main discussion and agreements
Date: 5/7/2021	2	100%	- Review plan of financial statement in FY 2020-2021 - Supervision plan of asset counting at the end of FY - Orientation of FY 2021-2022 operation of Audit Committee and Internal Audit - Consider the plan of The Board of handling Covid 19 crisis under circumstances of isolation scenario

Date: 08/10/2021	2	100%	- Audit Committee coordinate BOM to consider, assess the manufacturing and business of business unit (BU) in the period of social isolation and the preparation of new harvesting season. - Consider the adjustment of operation plan of internal audit - Advise the roadmap of implementation of ERM to 2025 and ERM implementation plan at BU site by Risk management and Compliance Department
Date: 06/01/2022	2	100%	- Consider and advise the kick-off content of the communication of Phase 2- ERM implementation (applied at BU site), including updated content of industry sector's risk for BOD, BOM and other Directors - Review plan for Biannual Financial Statements - Review the internal audit report on harvesting supervision at BU site at the beginning of season
Date 29/6/2022	2	100%	- Audit Committee consider reports and assess the on-going progress of ERM at BU site - Discuss about new planned form of agricultural activity management and new contracting method - Prepare the review plan of year-end Financial statement - Internal Audit Orientation about operation plan of FY 2022-2023

3. Supervision results of company activities

a. Company Activities Status

Audit Committee agree with the Management performance report of BOD and the Company performance report of BOD about the company business activities

Although activities of industry sector in general as well as Company activities face challenges and ATIGA integration, the outbreak of pandemic and especially the social isolation from 7/2021 to 9/2021 lead to cost increase (manufacture "3 things" at site), the business results of FY 2021-2022 outperformed the main targets which the Annual General Meeting of Shareholder approved, as detail:

Item (Consolidated FS)	Planned (BVND)	Actual (BVND)	Actual/Planned (%)

Net sales of goods and services	16.905	18.318	108.36%
Profit before tax	750	1.045	139.33%

b. **Financial Status**

Audit Committee considered the separate FS and consolidated FS of FY 2021-2022 audited by EY, Audit Committee' assessment was as below:

- Agree with the assessment of external audit about the truth and fair of Financial Statement
- Financial Statements were prepared and presented in compliance with the Vietnamese Accounting Standard; the data on year-end Financial statement for FY 2021-2022 reflected full value of assets of the Company.
- The financial ratio is included in industry benchmark and suitable for current operation condition of the Company, not any disabnormal fluctuation
- No fraud or any material errors;
- Any accounting policy and accounting estimations were not changed compared to the same period

4. Assessment of related parties

a. Regarding the transactions between the company, subsidiaries, other companies which the Company owned over 50% chartered capital and BOD's member, BOM and other related persons:

Above the transactions related to remuneration, salary and other benefits approved by Annual general shareholder's meeting, BOD's authorization and other company regulations, The Audit committee noted that Not any other significant transactions have occurred between the company, subsidiaries, other companies which the Company owned over 50% chartered capital and BOD's member, BOM and other related persons

b. Regarding transactions between the Company and company which BOD's members, BOM was founder or manager within 3 latest year before transactions

Related Companies belong to company list approved by FY 2020-2021 annual general shareholder's meeting about agreement of signing contract and related transactions. Transactions are mainly used for the business, finance and no abnormal transactions, no violation of company regulations or current statutory requirements

5. Results of assessment on internal control system and risk management

a. Assessment of internal control system

∗ Control environment:

Control environment is still under positive changing progress from mindset, recognition and clear changing in attitude, behaviour from employee at all levels.

BOD and BOM agressively directed and implemented the completion of company regulations system related to industry activities' sector based on changed statutory regulations and gradually closer to best practice about corporate governance. Especially, The board of reforming company regulation systems was established by BOD and oriented to renovate the company regulation systems in an systematic manner, ensure risk management, upgrade procedures and increase the mindset of importance of company regulations in daily operation.

Regularly update and grant the delegation and separate responsibility of each BOD's member, BOM in proportion with their assignment and authorization's limit, ensure the transparency, no overlapping of right and responsibility between any level of advisor/reviewer or approval.

Activities of audit committee, internal audit department ensure independence, are separate from managing the company; Above the competencies, professional ethics is always top quality requirement for internal auditor to ensure independence, not governed by other interest and interest conflict in completing tasks.

Human policy interest the development and solidate the team to ensure to attract best tallent

* **Risk assessment:**

Risk management is more and more taken into consideration by BOD and BOM; in the period, the Company enhance the risk assessment and risk control, proactive risk identification, adjustment of risk management regulation, procedures for assessment of enterprise risk management, procedures for managing periodic risk and adhoc risk and instructions on identifying and assessing risk. From that, build up strategy, risk reponse in order to minimize influence of risk to business

* **Control Activities:**

With the support of ERP, the error is diminished compared to control system by human

Clear job assigment and specialization between departments and employee through management system such as: Regulations; Procedures, Delegations and Authorization....ensure to diminish fraud and error during operation

Ensure principles of segregation of duties to be applied in job assignment

Arising task is done and approved fully, correctly based on power of attorney and internal regulations

* **Information and Communication systems:**

Information and Communication systems were established and kept going on consistently; include to communicate information within company in a timely and correctly manner, ensure all employee receive necessary information and access the letter from directors.

The right of access internal and external information is clearly classified into specific function, duties of departments

* **Monitoring system:**

- In aspect of operation, BOM have implemented the overseeing of all company activities,via function/duties of risk management and compliance department or from directly involved personnel
- Risk supervision system firstly laid the foundation and progressly became more perfect via periodic and non-periodic risk supervision of risk management and compliance department. Therefore, the warning of outperformed key risks indicators was paid fully attention in periodic report
- With function of governance, via inspection of audit committee/internal audit department, BOD timely required to overcome the shortcomings, weakness in process as well as directed to improve the internal control system.

b. Assessment of Risk Management Implementation

Audit Committee assessed that the company is maintaining an effective and framework of risk management and internal control systems

- The company finished the revision of updating framework of risk management including Regulations and Procedures of Risk management; Significant risk register was updated, built up and corrected in compliance with risk management rules
- The company already set up Report on risk revision monthly and Periodic Risk Management News; installed tool for overseeing, operating and warning risk management on sharepoint online for risk owners
- In FY 2021-2022, The company implemented to build up ERM at phase 2, updated at each BU, branches; from that set up significant risk register, focus on highlighting activities with inherent risks such as digital transformation-change management-expansion into new industry sector-foreign investment etc…
- Especially the covid 19 pandemic period; the action of coordinating, advising and handling crisis in the company and BU was taken consistently, timely and rapidly.
- The projects of expansion into sugar cane's area, new operation area, new products….are all involved by Risk Management and Compliance Department through review, debate of inherent risks and consulting of preventive response.

6. Results on supervision of BOD and BOM

∗ Activity of BOD:

- Audit Committee judge that the corporate governance of BOD complied with current law, Company charter, Annual General Shareholder's Meeting's Resolution, Resolutions on organization and operation of BOD
- Governance was implemented and closely pursued to target, orientation which annual general meeting of shareholders have already resolved to organize into specific tasks

- BOD members have competencies and ensure the company interest and shareholders
- In this period, due to objective reasons and market turbulence challenges, BOD can not issue private IPO, ESOP, the profit distribution plan and the merger of subsidiaries of Thanh Thanh Cong – Bien Hoa JSC

* **Activity of Strategy Committee**

- Strategy Committee have accomplished their responsibility well as assigned; have advised about governance solution to get long term objectives; have been involved in developing important projects for FY 2021-2022 and evaluate the result of strategy implementation to propose strategy, solution for FY 2022-2023.
- Strategy Committee have positively urged to implement and plan strategy; roles of supervising to build up, implement and operate strategy in M&A projects, international business expansion have been accomplished well, clearly demonstrated by timely up-to-date investment strategy in Australia

Activity of Nomination and Remuneration Committee

- Nomination and remuneration committee are mainly in charge of human resource management. In the period, The nomination and remuneration committee advise the BOD of human policy, bonus, remuneration policy and specially of developing team in foreign market in order to drive labour productivity forward, drive overall company operation forward.
- Actively take part in debating of improving the company structure; advise for BOD in restructuring high position of directors; advise of compiling human policy to attract tallent served the company operation.
- In the period, Nomination and Remuneration directed and advised the BOD to design, implement the Competencies Management Framework successfully with standards aligned with Vietnam benchmark and close to best current international practice, aimed toward enhancing the organization and upgrading the competencies of all level of managing team.

* **Operation of CEO and BOM**

- CEO and Deputy CEO managed the company in compliance with their function, duties, statutory requirement and internal corporate governance rules
- Resolutions, Decisions of BOD were implemented by BOM timely and relevantly. Managing daily tasks have flexibility as well as neccessarily professional due care
- Do all duties for state and ensure welfare and benefits policy for employee

7. **Results of assessment on coordination between Audit Committee and BOD, BOM and Shareholders**

* **Coordination between Audit committee and BOD, BOM:**

- Audit Committee already set up close coordination with BOD, BOM in monitoring and internal audit
- BOD and BOM facilitate Audit Committee to do their duties, function and Audit committee was supplied with full documents and materials related to company activities
- Audit Committee/Internal audit actively took part in periodic meeting, adhoc meeting of BOD, BOM arising in the period
- Regarding FY 2021-2022 audit plan, Audit committee audited and coordinated with departments in control, monitoring the company's business operation.

* **Coordination between Audit Committee and Shareholders:**

  Audit committee always maintain "ready status" to receive, handle and feedback requirements, recommendations of shareholders in requirement with law and company charter related to inspection, monitoring of BOD, BOM or any aspects of company activities as required

PART 2- FY 2022-2023 ACTION PLAN

1. Objectives

- Ensure internal control system and risk management effectively. Enhance internal audit function towards risk-orientation, deep focus and high quality
- Promote to optimize centralized management and risk management
- Maintain frameworks of comprehensive control
- Ensure the existence of policy and procedures of risk management
- Monitor the integrity of accounting and financial report
- Supervise information announcement related to finance and non-finance
- Assess important accounting policy and estimation
- Ensure the process of changing business model into Commercial Center to being set up fully with enough internal control system and being built up framework of risk management of new model

2. Solutions

- Focus on risks and solutions to monitoring risks at each level
- Oversee continually: set up and promulgate framework of risk management (including Risk appetite annoucement; mmeasure of risk; KRIs and Risk acceptance threshold) at BU site on phase 2; implement to develop Procedures for Business Continuity Plan (BCP); implement and instruct BU in using tool of supervising risk management at site
- Enhance competencies of consultancy to improve regulations, policy and procedure (design, operation)

- Take priorities for audit plan in important risk area with the objective that every risk is under screening and managing relevantly. Build up audit plan aligned with top risk list at each BU/function, allocate audit resource based on top risk list
- Focus resource into operation procedures, company activities which have high risk level, allocate resource based on last year audit results. Regarding human resource, ensure enough internal auditor competently and aligned with orientation and scale. Enhance inhouse training and self-development
- Set up additional control procedures in order to ensure act of supervision efficiently

Best regard,