

Code **SBT**
Company name Thanh Thanh Cong Tay Ninh Joint Stock Company
Date 11/22/2017
Subject Resolution of Annual General Meeting 2016-2017

Content:

Thanh Thanh Cong Tay Ninh Joint Stock Company announces the Resolution of Annual General Meeting for Fiscal Year 2016 – 2017, which was organized on November 20, 2017, as follows:

Article 1: Approving the following reports:

- Report on business performance in 2016 – 2017;
- Report on activities in 2016 – 2017 and plan for 2017 – 2018 by the Board of Directors;
- Report of the Board of Supervisors.

Article 2: Approving the following documents:

2.1. Document on the audited financial statements for 2016 – 2017 (from 07/01/2016 to 06/30/2017);

2.2. Document on the profit distribution for the fiscal year from 07/01/2016 to 06/30/2017:

©	Item	Unit	Amount
1	Retained profit until 06/30/2016	VND	126,643,961,405
2	Undistributed after-tax profit 2016-2017	VND	306,462,212,896
2.1	Investment development fund (10% profit after tax)	VND	30,646,221,290
2.2	Social fund (2% profit after tax)	VND	6,129,244,258
2.3	Bonus, welfare fund (10% profit after tax)	VND	30,646,221,290
2.4	- For employees (7% profit after tax)	VND	21,452,354,903
2.5	- For the Board of Directors, Board of Supervisors,	VND	3,064,622,129

	Management Board (1% profit after tax)		
2.6	- Welfare (2% profit after tax)	VND	6,129,244,258
2.7	Bonus for the Board of Directors, Board of Supervisors, Management Board for exceeding the before-tax profit target	VND	1,000,000,000
2.8	Operating expense for the Board of Directors	VND	4,000,000,000
3	Profit after tax 2016-2017	VND	234,040,526,059
4	Expected stock dividend rate 6%	VND	334,211,203,800
5	Cumulated undistributed profit 2016-2017	VND	26,473,283,664

2.3. Document on the plan for issuing new shares to pay dividend:

a. Plan for issuing new shares to pay dividend:

- Stock: Stock of Thanh Thanh Cong Tay Ninh Joint Stock Company
- Stock code: SBT
- Stock type: common stock
- Par value: 10,000 VND/share
- Dividend ratio: 6% (Those who own 100 shares will receive 06 new shares)
- Number of shares to be issued: 33,421,120 shares
- Issue price: 10,000 VND/share
- Total issue value: 334,211,200,000 VND
- Plan to deal with fractional shares: The newly-issued shares will be rounded down, the fractional shares (if any) will be cancelled.
- Restriction period: none
- Issue date: within 06 months from the date of approval

b. Increasing the Company's charter capital corresponding to the number of shares to be issued in practice.

- c. Amending the Company's Charter with the new charter capital.
- d. Authorizing the Board of Directors to decide time to issue shares according to the plan above.

2.4. Document on business plan and profit distribution for 2017 – 2018:

2.4.1. Business plan for 2017 – 2018:

No.	Item	Unit	Consolidated business plan (from 07/01/2017 to 06/30/2018)
1	Selling quantity of sugar	ton	515,000
2	Consolidated revenue	VND billion	9,900
3	Profit before tax	VND billion	680

2.4.2. Profit distribution for 2017 – 2018:

- ✓ Investment development fund: 10% profit after tax
- ✓ Social fund: 2% profit after tax
- ✓ Bonus, welfare fund: 10% profit after tax
- ✓ Operating expense for the Board of Directors and Board of Supervisors: VND4 billion.
- ✓ Dividend (for 2017-2018 from 07/01/2017 to 06/30/2018): 6% - 10% on par value.

2.4.3. Authorizing the Board of Directors to decide time and payment method of dividend installment for 2017-2018.

Approving to give a bonus of 05% of the profit amount exceeded the target to the Board of Directors and Management Board if the profit before tax exceed the target. The bonus amount will not be more than VND1 billion.

2.5. Approving the policy on signing contracts, transactions between Thanh Thanh Cong Tay Ninh Joint Stock Company and related companies with the value equal or more than 35% total assets of Thanh Thanh Cong Tay Ninh Joint Stock Company according to its latest financial statements.

2.6. Approving to authorize the Board of Directors to choose an audit company for SBT in fiscal year 2017-2018.

2.7. Approving to change the Company name:

- New company name: Thanh Thanh Cong – Bien Hoa Joint Stock Company
- Short name: TTC-BH

Authorizing the Board of Directors to choose an appropriate time to register to change the business license under the laws.

2.8. Approving to change the Company's organizational structure.

2.9. Approving the resignation of the following persons from the Board of Supervisors:

- Ms. Nguyen Thuy Van
- Mr. Huynh Thanh Nhan
- Ms. Pham Ngoc Thanh Mai

Reason of resignation: to meet the organizational structure after the change.

2.10. Approving the establishment of internal audit board.

2.11. Approving the draft of amendment of corporate governance rules.

2.12. Approving the adjustment of business function of the Company.

2.13. Approving the amendment of the Articles of Association.

2.14. Approving the resignation and election in the Board of Directors for Term 11/20/2017 – 11/19/2022:

- Approving the resignation of Mr. Le Van Dinh as Member of the Board of Directors.
- Approving the change of number of members in the Board of Directors from 05 members to 06 members and electing additional members as follows:
 - Number of members to be elected additionally: 02 persons (of which, at least 01 independent Board member)
 - Term of additional members: from November 20, 2017 to November 19, 2022.

2.15. Approving the remuneration of Board of Directors and the Company secretary in fiscal year 2017-2018: VND6,000,000,000.

2.16. Approving the plan for share buyback:

- Number of shares to be repurchased: 83,552,800 shares (15% of the issued shares)

- Number of treasury shares after trading: 83,552,800 shares
- Trading method: register to repurchase shares in the daily trading sessions on Hochiminh Stock Exchange
- Financial resource: the capital surplus
- Buying price: market price
- Trading period: within 06 months from receiving the approval by the general meeting of shareholders.

2.17. Approving the document on the action that the existing shareholders receive the transfer of shares leads their ownership rate to exceed 25% on the outstanding shares but they have not to implement procedure for public tender offer:

- Approving that the existing shareholder Thanh Thanh Cong Investment Joint Stock Company and the related person Ms. Dang Huynh Uc My received the transfer of shares to raise their ownership to 51% of the outstanding shares of Thanh Thanh Cong Tay Ninh Joint Stock Company.

Of which:

2.17.1. Thanh Thanh Cong Investment Joint Stock Company expects to receive the following transfer:

- Number of owning shares before trading: 97,511,290 shares (17.506% of the outstanding shares)
- Number of shares to be transferred: 103,018,710 shares (18.494% of the outstanding shares)
- Number of owning shares after trading: 200,530,000 shares (36% of the outstanding shares)
- Trading method: order-matching or put-through
- Time of transfer: from the date of receipt of approval by the general meeting to the end of June 30, 2018.

2.17.2. Ms. Dang Huynh Uc My expects to receive the following transfer:

- Number of owning shares before trading: 27,523,424 shares (4.941% of the outstanding shares)

- Number of shares to be transferred: 56,029,377 shares (10.059% of the outstanding shares)
- Number of owning shares after trading: 83,552,801 shares (15% of the outstanding shares)
- Trading method: order-matching or put-through
- Time of transfer: from the date of receipt of approval by the general meeting to the end of June 30, 2018.

2.18. Approving the policy on issuing convertible bonds or issuing shares to increase the charter capital via private placement.

2.18.1. Plan 1: Issuing convertible bonds

- Bond name: Bond of Thanh Thanh Cong Tay Ninh Joint Stock Company
- Bond code: TTCS2018_001
- Bond type: convertible, unsecured bond
- Issue method: private placement
- Par value: VND1,000,000/bond
- Number of bonds to be issued (maximum): 885,659 bonds, equivalent to VND885,659,000,000.
- Issue price: 100% par value
- Bond term: from 02 years to 05 years from the issue date.
- Conversion price: to be decided by the Board of Directors.
- The number of converted shares will be rounded down. The fractional shares (if any) will be cancelled.
- Conversion term: 02 years from the issue date to the date prior to the maturity date or the extended maturity date.
- Issue date: to be decided by the Board of Directors.
- Maximum bond interest: 10%/year
- Interest payment period: once every six months

2.18.2. Plan 2: Issuing shares to raise the charter capital via private placement:

- Number of shares to be issued (maximum): 88,565,969 shares
- Stock type: common stock
- Par value: VND10,000/share

- Issue method: private placement
- Selling price: to be decided by the Board of Directors
- Restriction period: at least 01 year
- Issue date: in 2018

Article 3: Approving the election result of additional members to the Board of Directors for Term 11/20/2017 – 11/19/2022:

- Electing Ms. Nguyen Thuy Van as Member of the Board of Directors;
- Electing Mr. See Beow Tean as Independent Member of the Board of Directors.

Article 4: This resolution shall take effect from the date of signing.