

**RESOLUTION  
OF 2022 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

**THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF VIETNAM FORTRESS TOOLS JSC**

Based on:

- *Enterprise Law No. 59/2020/QH14 dated 17/06/2020 issued by National Assembly during the 14th session*
- *Charter of Vietnam Fortress Tools JSC*
- *Minute of the 2022 Extraordinary General Meeting of Shareholders of Vietnam Fortress Tools JSC*

**RESOLVES:**

**Article 1.** Approve Proposal No. 271022-01/TTr-HDQT dated October 27<sup>th</sup> 2022 to Report on results in the first 6 months of 2022 and adjustment of business plan in 2022

- *With 22,480,101 shares under “Agree”, equivalent to 100% of total shares with voting rights of the shareholders and authorized persons at the meeting;*
- *With 0 share under “Disagree”, equivalent to 0% of total shares with voting rights of the shareholders and authorized persons at the meeting;*
- *With 0 share under “No opinion”, equivalent to 0% of total shares with voting rights of the shareholders and authorized persons at the meeting;*

**Article 2.** Approve Proposal No. 271022-02/TTr-HDQT dated October 27<sup>th</sup> 2022 on the content of transferring 100% of the contributed capital at Garden Pals Co., Ltd.

The number of shares with voting right after separating vote of Ms. Le Thi Thu Hang that have related interest are 21,842,501 shares. Include:

- *With 17,365,501 shares under “Agree”, equivalent to 79.503% of total shares with voting rights of the shareholders and authorized persons at the meeting;*
- *With 4,477,000 shares under “Disagree”, equivalent to 20.497% of total shares with voting rights of the shareholders and authorized persons at the meeting;*
- *With 0 share under “No opinion”, equivalent to 0% of total shares with voting rights of the shareholders and authorized persons at the meeting;*

**Article 3.** Approve Proposal No. 271022-02/TTr-HDQT dated October 27<sup>th</sup> 2022 on the content of transferring 74.556% of the contributed capital at FT Ostermann GMBH.

- *With 18,003,101 shares under “Agree”, equivalent to 80.085% of total shares with voting rights of the shareholders and authorized persons at the meeting;*

- *With 4,477,000 shares under “Disagree”, equivalent to 19.915% of total shares with voting rights of the shareholders and authorized persons at the meeting;*
- *With 0 share under “No opinion”, equivalent to 0% of total shares with voting rights of the shareholders and authorized persons at the meeting;*

**Article 4.** Did not approve Proposal No. 121122-01/TTr-HDQT dated November 12th 2022 on the additional the content unsecured loan transactions

The number of shares with voting right after separating vote of Mr. Tsai Chui Tien, Dai Tin JSC and OBJECTIVE HOLDING INCORPORATED that have related interest are 5,773,220 shares. Include:

- *With 1,296,220 shares under “Agree”, equivalent to 22.452% of total shares with voting rights of the shareholders and authorized persons at the meeting;*
- *With 4,477,000 shares under “Disagree”, equivalent to 77.548% of total shares with voting rights of the shareholders and authorized persons at the meeting;*
- *With 0 share under “No opinion”, equivalent to 0% of total shares with voting rights of the shareholders and authorized persons at the meeting;*

**Article 5.** Enforcement terms

This resolution is approved by the General Meeting of Shareholders during the meeting and takes effect from November 18<sup>th</sup> 2022.

Members of the Board of Directors, Supervisory Board, Board of Management are responsible for the implementation of this Resolution.

Recipients:

- As per Article 5
- The Company's shareholders;
- Filed at Admin.

**ON BEHALF OF THE AGM  
CHAIRMAN OF PRESIDUM**

*(signed)*

**TSAI CHUI TIEN**

No.: 1811/2022-BBDHDCD

Thai Binh, 18 November 2022

**MEETING MINUTES  
OF THE 2022 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF  
VIETNAM FORTRESS TOOLS JSC**

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**A. Company Information:**

- Company Name: VIETNAM FORTRESS TOOLS JSC
- Head office address: Lot B8+B9+B10, Phuc Khanh Industrial Zone, Phu Khanh Ward, Thai Binh City, Thai Binh Province
- Business code: 1000383611

**B. Starting time: 09h15 on 18 November 2022**

**C. Location: Vietnam Fortress Tools JSC, Lot B8+B9+B10, Phuc Khanh Industrial Zone, Phu Khanh Ward, Thai Binh City, Thai Binh Province, Vietnam**

**D. Participants: Shareholders of Vietnam Fortress Tools JSC**

**E. Personnel:**

Personnel of the Presidium and supporting teams has been approved by the General Meeting of Shareholders, using showing the voting card method, with the agree rate at 100%. Details are as follows:

**1. *Presidium:***

- Mr. Tsai Chui Tien – Chairman
- Ms. Duong Thi Thom
- Ms. To Thi Phuong Lan
- Ms. Le Thi Thu Hang
- Ms. Dinh Thi Lan Huong

**2. *Secretariat:***

- Ms. Vu Thi Hang
- Ms. Nguyen Thi Cam Van

**3. *Inspection Board for Shareholder Status Checking – Vote counting Committee***

- Ms. Mai Thi Hang - Head of Inspection Board
- Ms. Nguyen Thi Linh - Member

- Ms. Tran Thi Huyen - Member

#### **F. Conditions for conducting the congress**

Head of Inspection Board for Shareholder status checking – Ms. Mai Thi Hang has reported to the General Meeting about shareholder status checking results. At the beginning of meeting, sufficient number of valid participants enabled the meeting to be conducted under the provisions of the current law with the shareholder structure as follows:

Number of Shareholders attend the meeting, include shareholders and authorized persons: 31 shareholders, who own and represent 22,480,101 shares, accounted for 83.856% of the total number of shares with voting rights (26,807,835 shares), Details;

- Number of shareholders who attended the meeting: 17, owning: 11,421,200 shares, accounted for 42.604% of the total number of shares with voting rights.
- Number of authorized person who attended the meeting: 14, represent shareholders who own: 11,058,901 shares, accounted for 41.252% of the total number of shares with voting rights .

#### **G. Meeting contents**

- 1. Presidium, the Secretariat and the Voting Committee** were approved by the General Meeting of Shareholders using showing voting card method with 100% acceptance rate.
- 2. Agenda of the Extraordinary General Meeting** was approved by the General Meeting of Shareholders using showing voting card method with 100% acceptance rate.
- 3. EGM regulations** were approved by the General Meeting of Shareholders using showing voting card method with 100% acceptance rate.
- 4. The EGM heard Mr. Tsai Chui Tien presented** Proposal No. 271022-01/TTr-HDQT dated October 27<sup>th</sup> 2022 to Report on results in the first 6 months of 2022 and adjustment of business plan in 2022.
- 5. The EGM heard Mr. Tsai Chui Tien presented** Proposal No. 271022-02/TTr-HDQT dated October 27<sup>th</sup> 2022 on the content of transferring 100% of the contributed capital at Garden Pals Co., Ltd and 74.556% of the contributed capital at FT Ostermann GMBH.
- 6. The EGM heard Mr. Tsai Chui Tien presented** Proposal No. 121122-01/TTr-HDQT dated November 12<sup>th</sup> 2022 on additional unsecured loan transactions.
- 7. Discussion at the meeting:** Presidium invited shareholders to make comments on the reports and proposals presented at the EGM. Shareholder's comments were as follows:

**Chairman of the Board of Director shared some contents as below:**

**The Chairman shared some content:**

Due to the impact of the Russia-Ukraine war and the consequences of the covid epidemic, the company's business situation faced many difficulties, customers canceled orders or delayed shipment. In order to solve financial difficulties, the company needs to transfer its shares in Garden Pals Co., Ltd. and FT Ostermann GMBH.

Representative of Shareholders PROBUS OPPORTUNITIES gave the following opinion:

- For the content of the Proposal No. 121122-01/TTr-HDQT dated 12/11/2022 on

additional content related to the unsecured loan transaction: The conversion of loans into shares needs to be approved by the General Meeting of Shareholders for each conversion.

- On financial issues: Major shareholders will discuss to help the company overcome difficulties.

Shareholders voted for the following contents: Proposal No. 271022-01/TTr-HDQT dated October 27<sup>th</sup> 2022 to Report on results in the first 6 months of 2022 and adjustment of business plan in 2022; Proposal No. 271022-02/TTr-HDQT dated October 27<sup>th</sup> 2022 on the content of transferring 100% of the contributed capital at Garden Pals Co., Ltd and 74.556% of the contributed capital at FT Ostermann GMBH; Proposal No. 121122-01/TTr-HDQT dated November 12<sup>th</sup> 2022 on additional unsecured loan transactions.

## **H. VOTING RESULTS**

After reviewing the reports and proposals and discussing about related issues, the 2022 Extraordinary General Meeting of Vietnam Fortress Tools JSC approved the following matters:

**1. Approve Proposal No. 271022-01/TTr-HDQT dated October 27th 2022 to Report on results in the first 6 months of 2022 and adjustment of business plan in 2022**

- With 22,480,101 shares under “Agree”, equivalent to 100% of total shares with voting rights of the shareholders and authorized persons at the meeting;
- With 0 share under “Disagree”, equivalent to 0% of total shares with voting rights of the shareholders and authorized persons at the meeting;
- With 0 share under “No opinion”, equivalent to 0% of total shares with voting rights of the shareholders and authorized persons at the meeting.

**2. Approve Proposal No. 271022-02/TTr-HDQT dated October 27th 2022 on the content of transferring 100% of the contributed capital at Garden Pals Co., Ltd**

The number of shares with voting right after separating vote of Ms. Le Thi Thu Hang that have related interest are 21,842,501 shares. Include:

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- With 0 share under “No opinion”, equivalent to 0% of total shares with voting rights of the shareholders and authorized persons at the meeting;

**3. Approve Proposal No. 271022-02/TTr-HDQT dated October 27th 2022 on the content of transferring 74.556% of the contributed capital at FT Ostermann GMBH**

- With 18,003,101 shares under “Agree”, equivalent to 80.085% of total shares with voting rights of the shareholders and authorized persons at the meeting;
- With 4,477,000 shares under “Disagree”, equivalent to 19.915% of total shares with voting rights of the shareholders and authorized persons at the meeting;
- With 0 share under “No opinion”, equivalent to 0% of total shares with voting rights of the shareholders and authorized persons at the meeting.

**4. Didn't approve Proposal No. 121122-01/TTr-HDQT dated November 12th 2022 on the additional the content unsecured loan transactions**

The number of shares with voting right after separating vote of Mr. Tsai Chui Tien, Dai Tin JSC and OBJECTIVE HOLDING INCORPORATED that have related interest are 5,773,220 shares. Include:

- With 1,296,220 shares under "Agree", equivalent to 22.452% of total shares with voting rights of the shareholders and authorized persons at the meeting;
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**I. 2022 Extraordinary General Meeting of Shareholders of Vietnam Fortress Tools JSC ended at: 11h50 am of November 18, 2022.**

The content of the meeting shall be created in a minute and approved by the General Meeting of Shareholders.

General Meeting of Shareholders authorized the Board of Directors to direct and decide all the relevant issues as approved by the General Meeting of Shareholders.

A record shall be made in 03 copies, filed under 2022 EGM documents, Admin Office documents and Secretariat documents.

Resolutions of the Extraordinary General Meeting Shareholders in 2022 shall be made in writing to inform all shareholders in accordance with regulations of the law.

**Presidium Chairman**  
*(Signed)*

**Secretariat**  
*(Signed)*

**TSAI CHUI TIEN**

**VU THI HANG**