VIET NAM FORTRESS TOOLS JSC

No :080819-04 /TTr-HĐQT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Thai Binh, August 8th, 2019

PROPOSAL

Approval of transactions with related party

To: 2019 Extraordinary General Meeting of Shareholders

- *Pursuant to the Enterprise Law No. 68/2014 QH13 dated 26/11/2014;*
- *Pursuant to Law on Securities 70/2006/QH11 dated 29/6/2006 and Law Amending, Supplementing a number of articles of Law on Securities 62/2012/QH12 dated 24/11/2010*
- *Pursuant to Decree 71/2017/ND-CP dated 6/6/2017 Guiding Corporate Governance of Public Company*
- *Pursuant to Circular 95/2017/TT-BTC dated 22/9/2017 Guiding a number of articles of the Government Decree 71/2017/ND-CP*
- *Pursuant to Vietnam Fortress Tools JSC's Charter;*

Based on the Plan of issuing private convertible bonds, the Company has reviewed some consulting organizations to seek investors. After understanding the capacity of the consulting entities, the Board of Directors found Khronos Advisory Limited to be qualified to provide services. Currently, Mr. Carl Ronald Gordon – independent member of the Board of Vietnam Fortress Tools holds the position of Manager of Khronos Advisory Limited cum Head of Representative Office of Khronos Advisory Limited in Vietnam - the entity directly advises on seeking investors for FTV.

Pursuant to Article 151 of the Law on Enterprise and the current regulations, Mr. Carl Ronald Gordon is still qualified as an independent member of the Board of Directors.

The Board of Directors respectfully proposes the General Meeting of Shareholders to consider and approve to authorize the Board to proactively decide to sign a contract and to make transaction with Khronos Advisory Limited in accordance with Article 162 of the Enterprise Law.

Please kindly consider our proposals.

Thank you very much./.

ON BEHALF OF THE
BOARD OF DIRECTORS

HSU TING HSIN