



Hanoi, March 23rd, 2020

REGULATION ON PROCEDURES FOR CONVENING AND VOTING AT THE 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS

According to:

- The 2006 Law on Securities amended and supplemented by Law No. 62/2010/QH12;
- The 2014 Law on Enterprises; Charter of FPT Corporation dated March 29th, 2019;
- Corporate Governace Regulation of FPT issued together with the Resolution of the 2018 AGM dated April 05th, 2018;
- Circular No. 155/2015/TT-BTC dated October 6, 2015 of the Ministry of Finance guiding the information disclosure on securities markets;
- The relevant legal documents.

General Meeting of Shareholders is the highest competent authority of FPT Corporation (“**the Company**”). Competent authority of convening general meeting of shareholders is provided in Article 13 of Charter of the Company. The convening of the meeting, conditions and procedures to conduct the meeting and voting, approve the decisions of General Meeting of Shareholders adhere to Article 17 to Article 20 of Charter of the Company, Article 6 of the Corporate Governace Regulation and Article 138 to Article 144 of the 2014 Law on Enterprises.

Article 1. Convening the Annual General Meeting of Shareholders

- Disclose information of the final list of shareholders entitled to attend the 2019 Annual General Meeting of Shareholders: February 12th, 2020.
- The record date for the list of shareholders entitled to attend and vote at the Annual General Meeting of Shareholders: March 04th, 2020.
- Time and venue of the Annual General Meeting of Shareholders (tentative): April 08th, 2020 at F-Ville 2, Hoa Lac Hi-Tech Park, km29 Thang Long highway, Thach That, Hanoi.
- Send the notice of invitation to the meeting to all shareholders entitled to attend the meeting as stipulated in Article 17 of Charter of the Company and Article 6, Section 1 of Corporate Governace Regulation and Article 138, 139 of the 2014 Law on Enterprises

1. The notice of the meeting of the General Meeting of Shareholders must be in the following forms:
 - o Posted on the website of the Company: www.fpt.com.vn
 - o Announced on the information network of the Ho Chi Minh City Stock Exchange
 - o Sent to such shareholders by direct delivery or by registered courier to the registered address of the shareholders or to authentic email address provided by such shareholders in order to receive information.





- Placed in a sealed envelope and sent directly to them at their work place where the shareholders are employees of the Company; or sent to their e-mail address.
2. The notice of the meeting of the General Meeting of Shareholders must comprise the agenda of the meeting, the form of appointing authorized representative to attend and the link to download meeting documents from the website of the Company.
 3. The meeting documents, the draft resolution on each issue in the meeting agenda, voting cards and information relating to the issues which will be discussed & voted on will be posted on the website of the Company www.fpt.com.vn.
 4. The notice of a meeting of the General Meeting of Shareholders must be sent at least fifteen (15) days prior to the date of the meeting of the General Meeting of Shareholders (calculated from the date on which the notice is validly sent or delivered, the date on which the postal charge is paid, or the date on which the notice is put in the mailbox;
 5. A shareholder or a group of shareholders holding at least five (5) per cent of the total voting ordinary shares for a consecutive period of six (6) months or more shall have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least three (3) business days before the time of opening of the General Meeting of Shareholders. The proposal must contain the full names of the shareholders, the number and class of shares held by them, and the items proposed to be included on the agenda. The convenor of the General Meeting of Shareholders shall have the right to reject a proposal mentioned in the following cases:
 - The proposal is not sent on time, or insufficient, in relation to an irrelevant matter;
 - At the time of the proposal, the shareholder or group of shareholders have not owned at least five (5) per cent of the total voting ordinary shares for a consecutive period of six (6) months (in accordance with Section 4 Article 11 of the Charter of the Company);
 - The proposed items do not fall within the authority of the General Meeting of Shareholders for discussion and approval.

Article 2. Conditions for conducting the General Meeting of Shareholders:

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 51% of the total voting shares;
2. When the number of attendees required is insufficient within thirty (30) minutes from the time set to open the meeting, the convenor cancels the meeting. The meeting shall be reconvened within a period of thirty (30) days from the scheduled date for holding the first General Meeting of Shareholders. The General Meeting of Shareholders which is convened for a second time shall be conducted when the number of attending



shareholders and authorized representatives represent at least 33% of the voting shares.

3. When the second General Meeting of Shareholders cannot take place because the number of attendees required is not present within thirty (30) minutes from the time set to open the meeting, the General Meeting of Shareholders may be convened for a third time within twenty (20) days from the scheduled date for holding the second General Meeting of Shareholders. In such a case, the General Meeting of Shareholders shall be conducted irrespective of the number of attending shareholders or authorized representatives, and shall be deemed valid and shall have the right to make decisions on issues which may have been approved at the first General Meeting of Shareholders.

Article 3. Procedures for conducting and voting the General Meeting of Shareholders

Comply with Article 19 of the Charter of the Company, and Article 6, Section 3 of the Corporate Governance Regulation and Article 142 of the 2014 Law on Enterprises.

1. Registration to attend the General Meeting of Shareholders

- On the date of holding the General Meeting of Shareholders, the Company must carry out procedures to register its shareholders and such registration shall continue until all shareholders entitled to attend the meeting and who are present have been registered.
- When a shareholder is registered, the Company shall grant such shareholder with voting rights or his/her authorized representative a voting card which states the number of registration, full name of the shareholder, full name of the authorized representative and the number of votes of such shareholder.
- Any shareholder who comes to the General Meeting of Shareholders late shall be registered and shall have the right to immediately participate in voting at the General Meeting of Shareholders. The chairman shall not delay the General Meeting of Shareholders so that late shareholders may register, and the effectiveness of any voting which has already been conducted before the late shareholders attended shall not be affected.

2. **Meeting form and procedures for conducting the General Meeting of Shareholders:** Comply with Article 19 of the Charter of the Company and Article 6, Section 3 of Corporate Governance Regulation and Article 142 of Law on Enterprises 2014.

3. Voting at the General Meeting of Shareholders

a. Voting Forms:

Shareholder shall have the rights for voting when satisfying one of the two following conditions:

- (i) exercising the rights of voting at the AGM; or
- (ii) exercising via remote vote once satisfying the conditions regulated in section 4 of this article.

b. Vote Counting Committee



- The General Meeting of Shareholders shall elect the persons who shall be responsible to check the votes or to supervise the checking of votes at the request of the chairman. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders on the basis of a request of the chairman but must not exceed the number stipulated by applicable law.

c. Voting and announce the result

- When voting is conducted at the General Meeting of Shareholders, shareholders or authorized representatives shall vote by selecting agree, disagree or abstentions for each issue, then signed their full name on the voting card (granted when registering);
- Except the Proposals, the Chairman asks for the Delegates' opinions by raising their hand to vote: Approved; Disapproved; Abstain to approve the other issues.
- In case of arising new contents need to be voted or modifying of existing contents at the AGM, the shareholders who vote from distance shall be considered absent for the contents. Voting rate shall be counted based on the Shareholder attending at the AGM.
- The vote counting committee shall collect votes and conduct the counting of votes;
- The voting result will be announced just before the closing of the meeting;

4. Remote Vote:

In case where Shareholders do not attend the AGM, the Shareholders may exercise their right of voting by way of remote vote. The remote vote shall be implemented in chronological order as follows:

- Shareholders perform procedures to verify the identity of shareholders & register by logging into the website: <https://agm.fpt.com.vn> or contact telephone number (84 24) 7300 7300/ Ext: 46496 for any support.
- The Company provides shareholders with Voting Ballot attached QR code with Shareholders information encrypted.
- After receiving the Voting Ballot, Shareholders can print Voting Ballot hard copy (attached QR code), start to vote and send via enhanced message service (EMS) to the Company by **12:00PM** of the date **April 07th, 2020**, with the information of recipient as follows:

Recipient: FPT CORPORATION BOARD OF DIRECTORS

Address: FPT Building, No. 17 Duy Tan Street, Dich Vong Ward, Cau Giay District, Hanoi

Tel: (84 24) 7300 7300

Fax: (84 24) 3768 7410

- All information of the Voting Ballot shall be kept in strict confidentiality until vote counting.
- At the beginning of registration, checking attendance qualification of the Shareholders at the AGM, Organization Committee will open the Voting Ballot of the Shareholders who exercise their rights of remote vote in order to check attending qualification of Shareholders. For the Shareholders whose eligibility is qualified, their Voting Ballot shall be put into the Ballot-box and shall be examined and collected together with the Voting Ballot distributed at the General Meeting in accordance with this Rules.

5. Voting Ballot



- a. In case shareholders exercise voting at AGM, valid voting ballot must:
 - Not be erased, changed the printed contents. In case of having any content needs to be supplemented, the order of such contents must be complied, additional contents shall not be acceptable except for the contents required by the Organization Committee;
 - For separate content, choose one (01) of three (03) voting status shown on Voting Ballot (Approved, Not approved and Abstain); and
 - Be signed by a Shareholder.
- b. In case shareholders exercise remote vote, valid voting ballot must:
 - Follow the template attached QR code provided by the Company;
 - Not be erased, changed the printed contents. In case of having any content needs to be supplemented, the order of such contents must be complied, additional contents shall not be acceptable except for the contents required by the Organization Committee;
 - For separate content, choose one (01) of three (03) voting status shown on Voting Ballot (Approved, Not approved and Abstain);
 - Be signed by a Shareholder; and
 - Voting Ballot and Invitation Letter (original copy) must be put in a stacked and sealed envelope before sending to the Company on time as regulated in Section 4 of this Article.
- c. Ballots not sent to the Company are considered as ballots not participating in the voting.

Article 4. Approval of decisions of the General Meeting of Shareholders

Comply with Article 20 of the Charter of the Company and Article 6, Section 4 of the Corporate Governance Regulation and Article 144 of the 2014 Law on Enterprises.

Article 5. Minutes of the General Meeting of Shareholders

Comply with Article 22 of the Charter of the Company and Article 6, Section 5 of the Corporate Governance Regulation and Article 146 of 2014 Law on Enterprises.

1. Minutes must be prepared in Vietnamese and English (information published in English is for reference only) and must contain the following main contents:
 - Name, head office address, business registration number;
 - Time and location of the General Meeting of Shareholders;
 - Agenda, and content of the meeting;
 - Fullname of the Chairman and the Secretary;
 - Summary of the meeting and opinions stated in the General Meeting of Shareholders;
 - Number of shareholders and total number of votes of attending shareholders, appendix listing registered shareholders and representatives of shareholders attending the meeting with the total number of their shares and the corresponding total number of votes;
 - Total number of votes for each issue voted on, specifying the voting method, the number of votes, for, against, and abstentions; and the corresponding percentage on the total number of votes of shareholders attending the meeting;
 - Passed issues and corresponding percentage of “for” votes;
 - Signature of the Chairman and the Secretary.



2. The minutes and resolution of the General Meeting of Shareholders must be completed and approved prior to the closing of the meeting.

Article 6. Demand for cancellation of decisions of the General Meeting of Shareholders

Comply with Article 23 of the Charter of the Company and Article 6, Section 6 of Corporate Governance Regulation.

Article 7. Disclosure of the minutes and the resolution of the General Meeting of Shareholders

Within 24 hours from the closing of the meeting, the minutes and the resolution of the General Meeting of Shareholders will be uploaded on the website of the Company at address www.fpt.com.vn and is submitted to the State Securities Commission and Ho Chi Minh City Stock Exchange for information disclosure under current legal regulations.

Article 8. Execution Provision

This Rules shall be effective from the date the Chairman of BOD signed on promulgation and this Rules shall be applied at the annual General Meeting 2019 held on 08th April 2020./.

ON BEHALF OF THE BOD

CHAIRMAN



TRUONG GIA BINH