

CÔNG TY CỔ PHẦN FPT  
FPT CORPORATION

CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM  
Độc lập - Tự do - Hạnh phúc  
THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

Số/No.: 109/FPT-FCC

Hà Nội, ngày 06 tháng 04 năm 2018  
Hanoi, April 6<sup>th</sup>, 2018

**CÔNG BỐ THÔNG TIN  
TRÊN CÔNG THÔNG TIN ĐIỆN  
TỬ CỦA ỦY BAN CHỨNG KHOÁN  
NHÀ NƯỚC VÀ SGĐCK TP.HCM**

**DISCLOSURE OF INFORMATION  
ON THE STATE SECURITIES  
COMMISSION'S PORTAL AND  
HOCHIMINH STOCK EXCHANGE'S  
PORTAL**

Kính gửi/ To: - Ủy ban Chứng khoán Nhà nước/ *The State Securities  
Commission*  
- Sở Giao dịch chứng khoán TP.HCM/ *Hochiminh Stock  
Exchange*

- Tên tổ chức / *Organization name*: Công ty Cổ phần FPT/ *FPT Corporation*
- Mã chứng khoán/ *Security Symbol*: FPT/ *FPT*
- Địa chỉ trụ sở chính/ *Address*: Số 17 Duy Tân, Phường Dịch Vọng Hậu, Quận Cầu Giấy, Hà Nội/ *17 Duy Tan Street, Dich Vong Hau Ward, Cau Giay Distric, Hanoi*
- Điện thoại/ *Telephone*: 024. 7300 7300
- Fax: 024. 3768 7410
- Người thực hiện công bố thông tin/ *Submitted by*: Bà Bùi Nguyễn Phương Châu/ *Ms. Bui Nguyen Phuong Chau*  
Chức vụ/ *Position*: Trưởng Ban Truyền thông FPT/ *Head of FPT Corporate Communications Department*

Loại thông tin công bố:  định kỳ  bất thường  24h  theo yêu cầu  
*Information disclosure type:  Periodic  Irregular  24 hours  On demand*

**Nội dung thông tin công bố/Content of Information disclosure (\*)**: Nghị quyết và Biên bản Đại hội đồng Cổ đông năm 2018/ *Resolution and Meeting Minutes of the 2018 AGM*:  
Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 06/04/2018 tại đường dẫn: <http://fpt.com.vn/vi/nhadautu/cong-bo-thong-tin>  
*This information was disclosed on Company/Fund's Portal on date April 6<sup>th</sup>, 2018*  
*Available at: <https://fpt.com.vn/en/ir/information-disclosure>*



Tôi cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ *I declare that all information provided in this paper is true and accurate; I shall be legally responsible for any misrepresentation.*

Tài liệu đính kèm/*Attachment*: Nghị quyết và Biên bản họp ĐHĐCĐ thường niên 2018/*Resolution and Meeting Minutes of the 2018 AGM.*

**Đại diện tổ chức**  
**Organization representative**  
Người CBTT/*Party to disclose information*



A handwritten signature in blue ink, appearing to be "Bui Nguyen Phuong Chau".

**Bùi Nguyễn Phương Châu**

**Nơi nhận/Recipient:**

- Nhu trên/*As above*:
- Luu/*Archived by*: VT, FCC/*Admin, FCC*



Hanoi, April 5<sup>th</sup>, 2018

**RESOLUTION**  
**THE 2018 ANNUAL GENERAL SHAREHOLDERS MEETING**  
**FPT CORPORATION**

Pursuant to:

- *Business Law No. 68/2014/QH13 dated 24<sup>th</sup> November 2016;*
- *FPT's Company Charter in 2016;*
- *Proposals of the Board of Directors and the Supervisory Board at the 2018 Annual General Meeting of Shareholders;*
- *Meeting Minutes of FPT Corporation's 2018 Annual General Meeting of Shareholders dated 5<sup>th</sup> April 2018;*
- *Voting Report of FPT Corporation's 2018 Annual General Meeting of Shareholders dated 5<sup>th</sup> April 2018.*

**DECIDED**

**Article 1:** Approve the following reports:

1. **The 2017 Audited Financial Statements;**
2. **The Board of Directors' 2017 Report and the Strategic Business Directions for the 2018 - 2020 period;**
3. **The business plan for 2018 as follows:**

Business sectors	Revenue (Unit: VND in billions)			Profit before tax (Unit: VND in billions)		
	2017	2018	YoY	2017	2018	YoY
Technology	11,083	12,149	10%	1,131	1,460	29%
Telecom	7,652	8,660	13%	1,222	1,394	14%
Education & Investment	1,044	1,090	4%	245	216	-12%
<i>Profits from affiliated companies in retail and distribution sectors</i>	0	0		358	414	16%
<b>Total</b>	<b>19,778</b>	<b>21,900</b>	<b>11%</b>	<b>2,956</b>	<b>3,484</b>	<b>18%</b>
<i>Consolidated adjusted</i>	24,067	0	-100%	1,298	0	-100%
<b>Total (after Consolidated adjusted)</b>	<b>43,845</b>	<b>21,900</b>	<b>-50%</b>	<b>4,255</b>	<b>3,484</b>	<b>-18%</b>

4. **The Supervisory Board's 2017 Report.**

**Article 2: Approve the plan for 2017 profit distribution and share dividend payment, as follows:**

**1. Plan for 2017 profit distribution**

Total cash dividend payment of 25% for FY2017 (VND 2,500 per share), of which:

- 10% was paid in 2017.
- The remaining amount (15%) will be paid following the AGM's approval.
- Schedule: 2nd quarter of 2018.
- Authorizing the BOD to implement dividend payment.

**2. Plan for share dividend payment**

Ratio of stock dividend is 15% for FY2017 (20:3)

- Source: retained earnings.
- Odd lots plan: the number of shares to be received by each shareholder will be rounded down. The odd lots (less than 10 shares), if any, will be voided.
- New shares listing: the newly issued shares (as stock dividend) will be listed immediately after listing approval is obtained.
- Schedule: immediately after the AGM's approval (at the same time as the remaining FY2017 cash dividend payment).
- Authorizing the BOD to implement share dividend payment.

**Article 3: Approve policy for cash dividend payment in 2018**

- Cash dividend plan of 20% (VND 2,000 per share) on new outstanding shares after the stock dividend of 15%.
- The BOD will decide on the cash dividend advance when appropriate during the year, based on the actual business result and other considerations to optimize business activities.
- The ratio of cash dividend payment in 2018 will be decided by the 2019 Annual General Shareholders Meeting.

**Article 4: Approve the proposal to select** one (1) of four (4) audit firms (the Big 4: KPMG, Deloitte, PwC, and Ernst & Young) to audit the Company's Financial Statements in 2018 (and authorize the Board of Directors to select an audit firm).

**Article 5: Approve the amendments, supplements and full text of FPT's Charter and Corporate Governance Regulations in accordance with the new Decree on Corporate Governance. Details as attached.**

**Article 6: Approve the 2018 remuneration package for the Board of Directors; and the 2018 action plan and remuneration package for the Supervisory Board.**

**1. Remuneration budget for the BOD in 2018**

- Salary for executive members of the BOD: **VND 10.76 billion.**
- Bonus for executive members of the BOD: not exceeding **0.49%** of FPT Corporation's profit before tax.
- Compensation for non-executive members of the BOD: **VND 5.75 billion.**

**2. Operating expenses and remuneration budget for the Supervisory Board in 2018 is VND 1,211,800,000.**

The Resolution was approved by the 2018 Annual General Shareholders Meeting of FPT Corporation. The Board of Directors implements the Resolutions accordingly.

**ON BEHALF OF SECRETARY**

**CHAIRMAN**

(Signed)

(Signed)

**Lai Huong Huyen**

**Truong Gia Binh**



**TENTATIVE AGENDA**  
**2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Time:** 1:00 pm Thursday, April 5<sup>th</sup>, 2018  
**Venue:** Grand Ballroom, Ground floor, Hanoi Daewoo Hotel, 360 Kim Ma, Ngoc Khanh, Ba Dinh, Hanoi

No.	Time	Content (draft)	Person in Charge
1.	1:00 – 2:00	Registration	Organization Committee
2.	2:00 – 2:05	Opening ceremony	Organization Committee
3.	2:05 – 2:10	Report on the validity of AGM	Supervisory Board
4.	2:10 – 2:20	Nomination of the secretary, election of the voting committee and approval of the meeting agenda	Chairman
5.	2:20 – 2:30	Presentation of 2017 Board of Directors (BOD)' report, the direction and 2018 plan Budget and remuneration for BOD in 2018	BOD
6.	2:30 – 2:40	Presentation of Board of Management Report about business activities and audited financial statements in 2017	BOM
7.	2:40 – 2:45	Presentation of 2017 Supervisory Board's Report Budget and remuneration for Supervisory Board in 2018 Proposal of independent audit companies to audit financial report 2018	Supervisory Board
8.	2:45 – 2:50	Presentation of 2017 Profit Distribution Plan Proposal of cash dividend payment 2018	BOM
9.	2:50 – 3:00	Presentation of proposal on Charter Amendment and Corporate Governance Regulation	BOD
10.	3:00 – 3:20	FPT 30 years of Pioneering and 2018-2020 Strategic Intentions	BOD
11.	3:20 – 3:50	Discussions on Voting Issues	Chairman
12.	3:50 – 3:00	Voting	Voting Committee
13.	3:00 – 3:25	Discussions on other issues	Chairman
14.	3:25 – 3:40	<i>Break</i>	
15.	4:40 – 4:45	Announcement on Voting result	Voting Committee
16.	4:45 – 4:50	Approval on 2018 AGM Resolutions	BOD and Supervisory Board
17.	4:50 – 5:00	Approval on 2018 AGM Minutes	Secretary
18.	5:00	Meeting closing	Chairman

Hanoi, April 5<sup>th</sup>, 2018

**MEETING MINUTES OF THE 2018 ANNUAL GENERAL SHAREHOLDERS  
MEETING OF FPT CORPORATION**

Company name:	FPT Corporation
Address:	No. 17 Duy Tan Street, Dich Vong Hau Ward, Cau Giay District, Hanoi, Vietnam
Company code:	Business Registration number 0101248141 issued for the 41 <sup>th</sup> time by Hanoi Authority for Planning and Investment dated October 9 <sup>th</sup> 2017.
Time:	Start at 14:00 on April 5 <sup>th</sup> , 2018 End at 17h: 00 on April 5 <sup>th</sup> , 2018
Venue:	Grand Ballroom, Hanoi Daewoo Hotel, 360 Kim Ma Street, Hanoi.
Agenda and content:	Following the Agenda of 2018 Annual General Shareholders Meeting (AGM) approved by the AGM (attached to this minutes)
Chairman:	Mr. Truong Gia Binh – Chairman of the Board of Directors (BOD)
The Voting Committee:	Mr. Hoang Huu Chien, Mr. Nguyen Viet Thang, Mr. Nguyen Tien Hao
The Secretariat :	Mr. Lai Thi Huong Huyen, Ms. Nguyen Thanh Tu
Number of attending shareholders	<b>229</b> shareholders and <b>1,558</b> proxies representing <b>315,910,445</b> shares which is equivalent to <b>59.5071%</b> of total number of voting shares.

**AGM SEQUENCE** ( in chronological order):

**I. REPORT ON INSPECTION OF SHAREHOLDERS STATUS AND ANNOUNCEMENT ON REQUIREMENTS TO CONDUCT THE AGM**

Mr. Nguyen Viet Thang, Head of the Supervisory Board, on behalf of Shareholders Status Inspection Board, presents the Report on Inspection of Shareholders Status to attend the AGM.

**II. AGM OPENING**

1. The AGM started with the flag raising ceremony. The Organization Committee declared to begin the meeting and invited Mr. Truong Gia Binh to assume the role of Chairman of the 2018 AGM.
2. **The Chairman Board:** Mr. Truong Gia Binh – Chairman of the AGM invited Mr. Bui Quang Ngoc, Vice Chairman of the BOD; Mr. Jean Charles Belliol, the BOD member; Mr. Nguyen The Phuong, Vice Executive President and Mr. Nguyen Van Khoa, Vice Executive President to the Chair Board to chair the AGM.

- 3. The Secretariat and the Voting Committee:** Mr. Truong Gia Binh – Chairman of the AGM nominated The Secretariat and the Voting Committee of the AGM.
- The Secretariat included: Ms. Lai Thi Huong Huyen, Ms. Nguyen Thanh Tu
  - The Voting Committee: Mr. Hoang Huu Chien, Mr. Nguyen Viet Thang, Mr. Nguyen Tien Hao

The AGM ratified Mr. Truong Gia Binh’s nomination of the Secretariat and the Voting Committee.

- 4. The meeting agenda:** The AGM ratified the meeting agenda proposed by the Chairman (the details as attached)

### **III. REPORTS PRESENTED AT THE AGM:**

1. Mr. Jean Charles Belliol - the BOD member, presented the 2017 Report of the BOD; the operating and remuneration budget for the BOD in 2018.
2. Mr. Bui Quang Ngoc - the CEO presented the report of the Board of Management (BOM) about 2017 business activities, the 2018 directions and plans and 2017 Audited Financial Statements.
3. Mr. Nguyen Viet Thang – head of the Supervisory Board presented the Supervisory Board’s 2017 Report; the 2018 remuneration package for the Supervisory Board; Proposal of independent audit companies to audit financial report 2018.
4. Mr. Nguyen Van Khoa – Vice Executive President presented plan of 2017 profit distribution, policy for cash dividend payment in 2018.
5. Mr. Nguyen The Phuong – Vice Executive President presented Proposal of amendment of and supplements to FPT’s Charter and Corporate Governance Regulations.
6. Mr. Truong Gia Binh - the Chairman presented the FPT strategy for 2018-2020 period.

### **IV. DISCUSSION**

1. Mr. Truong Gia Binh – Chairman of the AGM led the discussion on presented reports and statements at the meeting.
2. Questions and answers section:

**Question 1:** In the field of Telecommunications, FPT has not participated in 4G yet, what about 5G?

**Answer:** FPT is always looking for opportunities to participate in mobile telecommunications. However, this is the area related to licenses and infrastructure.

**Question 2:** This year marks the 30<sup>th</sup> year of FPT. Last year FPT’s dividend payment’s rate is 15% of per value in both stock and cash. This year the corporation has a profit of VND 5,511 billion, if paying dividends, the Corporation still has an amount of VND 4,000 billion undistributed profits. So what is the plan of FPT to use this money, and whether in the year of 30<sup>th</sup> Anniversary, will shareholders be paid more?

**Answer:** We have been developing a stable dividend policy to ensure shareholders’ benefits. This year, on the 30<sup>th</sup> anniversary of FPT establishment, the cash dividend payment rate increased from 20% to 25%, equivalent to VND2,000 per value to VND2,500 per value.

As for the left profits: there are three areas of investment: office building, telecommunication infrastructure, new educational facilities, and M & A. There are a number of deals currently in the pipeline. A dividend payment rate of 20% in cash is a serious attempt by the Corporation. The Corporation always balances the shareholders' benefits and its long-term as well as medium-term development.

**Question 3:** FPT IS is a big pillar of the Corporation’s Technology Sector, however in 2017, it recorded a decline in the profit. So what is the solution for FPT IS for the next 6 years? Can we witness encouraging numbers in the time to come?

**Answer:** The declining in profit of FPT IS is related to the project with its longest and most loyal partner in the Banking Industry. Both sides underestimated the project’s scale and the deployment’s complexity. These lead to two possibilities: to stop the contract or to solve the

problems together to keep the credibility and long-term cooperation relation. We and our customer unanimously agreed to go for the second option. We believe that next year, FPT IS will thrive.

**Question 4:** Does FPT plan to withdraw capital from TPBank?

**Answer:** Now FPT owns more than 50 million shares of TPBank. However, until now, the company has no plan to withdraw capital.

**Question 5:** Why was the business plan of the Education and Training Segment down 12% compared to 2017?

**Answer:** It is the business plan of the Education and Investment Sector. By 2018 there will be no profit from the divestment, so profits from the Investment will decrease, the overall plan of this sector will drop as a result.

**Questions 6:** I heard that SCIC is going to withdraw capital from FPT Telecom, does FPT have any plans to buy?

**Answer:** The Corporation's Board of Directors has always intended to acquire the State ownership at FPT Telecom. However, the information of SCIC divestment from FPT Telecom has not been confirmed yet because in the latest contact, SCIC has stated that they have no plans in divesting.

**Question 7:** FPT's strategy is mainly based on its people. In the future, will the development of human resources face any difficulties, and will the Vietnamese human resources be able to meet the development demand?

**Answer:** IT industry is hot in both Vietnam and around the world, due to the serious shortage in human resource. The Prime Minister has instructed the Ministry of Education and Training to increase the number of IT staff by 150,000 by 2020. The Ministry of Education and Training has also issued a number of policies to remove IT barriers. FPT has two ways to solve the human resource problem. For inexperienced human resources, FPT offers a training course of 12 to 18 months for Technical Majors Graduates, some special cases that can even join the software developing process when finishing their 9-month-course. As for senior specialists, based on the FPT affiliate network, FPT implemented the "pigeon to home" program and relied on M & A deals in the country. In the past, sale was the hardest but now, meeting the human resources demand claimed the throne.

**Question 8:** What is the result of business performance in the first quarter of 2018?

**Answer:** The result of business performance in the first quarter of 2018 is expected to increase considerably, with the expected revenue growth by 18%, and profit growth of approximately 30% (comparable to the same period of 2017).

**Question 9:** Technology and Software outsourcing are the Corporation's advantages. Who is FPT's biggest competitor and how to win the bid?

**Answer:** With IT and Software Outsourcing in general, there are some companies in the country but most of them are from B2C, thus do not have the B2B experiences as we do. We are quite confident with our B2B experience.

In the overseas market there are two sectors. With the traditional software outsourcing, we competed with Indian companies. However, their prices are high and due to their large scale, their quality management and customer service are also decreasing so customers have chosen us. In the new technology sector, we have a quite easy access and do not have many competitors.

**Question 10:** In order to thrive in Automotive Technology, people have to develop strong mechanical parts. Can only developing software get FPT far?

**Answer:** Self-making like Tesla cars is also an approach. But we are inclined to developing software to provide to more customers. FPT strives to be in the position of a Tier 1 Software to serve all Automotive chip makers, OEMs etc...

**Question 11:** Does FPT have a route for expanding external zoom?

**Answer:** From the Board of Directors' point of view, FPT wants to resolve this problem but there are legal difficulties due to the Corporation's activities in the field of

telecommunications, media, and network security. As for this issue, we hope that the Government will have more favorable policies to facilitate foreign investors buying shares in Vietnamese companies.

**Question 12:** FPT is a sustainable and potential company with its long-term plan. How can FPT retain its talents? How are ESOP shares distributed to the employees?

**Answer:** In the fast-paced development of software industry, talent attraction becomes a competitive war which leads to breaking edge salaries. FPT agrees that ESOP policies are very important. In addition, talents desire challenging works such as automotive car. They want to join big corporations and to catch their passion. We are forming them into project teams, and they can enjoy the benefits of their products. We also focus on piece work, even if it's software development. It's tough, but we are determined to take on the challenge.

**Question 13:** As FPT releases ESOP, does the zoom for foreign investors' ownership ratio expand respectively?

**Answer:** Recently, in accordance with AGM 2017 Resolution, the company has released ESOP for employees whose ownership ratio increased 0.5% technically. Therefore, the zoom for foreign investors' ownership ratio also increases 0.25% respectively.

**Question 14:** The Technology sector revenue and PBT are expected to increase 10% and 29% respectively. Why does the margin increase sharply? Please give me the information of revenue and PBT of FPT Software and FPT IS.

**Answer:** The Technology sector is operated in both domestic and foreign markets. In Vietnam, FPT IS's strategy is to focus on high profit margins projects, which leads to the rise of profit in domestic market. In 2017, the profit decreased due to the affect from a big project related to banking. In foreign markets, the growth rate is expected to be 25-30%. It is planned to be 27% in 2018.

**Question 15:** What is the plan of FPT Retail and Synnex FPT in 2018?

**Answer:** FPT Retail expects its profit growth rate of 30% in 2018. Meanwhile, Synnex FPT will focus on restructuring and expecting a growth in the long run. Therefore, the company does not set growth target for 2018.

**Question 16:** The growth of Technology sector is mainly from software outsourcing. What is the motivation for growth in 2018? Is there any new contract?

**Answer:** Firstly, FPT continues the transformation of technology, from traditional technology into digital technology. Secondly, the company focuses on big customers. In 2018, FPT has 40 more Fortune 500 customers. Thirdly, we make a shift from time-based contract into packaged contract on bigger scale. In 2017, the company sign an USD 36.5 million contract with a Japanese company. This year, FPT will have similar contracts.

**Question 17:** Telecom sector has low growth rate due to the submission to public telecommunication fund. How does it affect the company?

**Answer:** There were 3 factors affecting the profit growth rate of Telecom sector, including: submission to public telecommunication fund, franchise fees and expense on optical fiber. This is the first year the new resolution of the Prime Minister is implemented, 1.5% of revenue from telecommunication is submitted to public telecommunication fund, which is a huge number. The growth in 2017 is 2% as the fee for public telecommunication fund accounts for 10% of profit. Moreover, franchise fee is 0.5%. In 2018, we are expected to pay for franchise fee of TV services. If excluding all these fee, the growth rate of Telecom services is quite good.

**Question 18:** The Corporation has rotated a number of employees. What is the main purpose of this rotation strategy?

**Answer:** The initial result is very promising. We can implement more rotation, and it will be the practices of FPT.

**Question 19:** To such company like FPT Software, is it necessary to outsource people to create a breakout?

**Answer:** FPT is always open. We are willing to invite any individual who can bring FPT Software into a new level. It's difficult to find a Vietnamese experienced individual to manage

such a big company like FPT Software. On the other hand, foreigners can manage a big company but there will be other problems. Theoretically, we are very open, but practically, it is hard to find such individual.

**Question 19:** As we can see, telecommunication is a competitive market. What is the strategy to increase the ability of price negotiation with customers and suppliers?

**Answer:** The copyright problem is very complex. Among the region, the price of Vietnam is the lowest, which is USD 4/subscribers. On the other hand, to watch a Premier league, a family in the region must pay USD 17-18. The opportunity to negotiate depends on the number of subscribers of FPT.

**Question 20:** FPT invests on sea cable, and provides lease line services. So what is the growth rate of customer demand annually?

**Answer:** The growth rate of bandwidth is doubled every year. For example, the growth rate this year is 100 gpbs, then next year, it will increase 100 more gpbs. Lease line services in Vietnam increases 21% per year, and will continue to grow.

**Question 21:** The number of fixed internet subscribers increased 23%. What is the market share of the company and its competitors?

**Answer:** The total number of fixed broadband subscribers in Vietnam is approximately 9 million. FPT pioneers to use optical fiber and continues to invest on it. The market shares of broadband of FPT Telecom is approximately 20%.

## V. ELECTING AND VOTING RESULTS

1. Mr. Nguyen Viet Thang – Member of the Voting Committee presented the voting issues and monitored the voting process.
2. After the vote check was completed, Mr. Hoang Huu Chien, Head of the Voting Committee announced the voting result as follows:
  - **Total number of collected votes: 197** representing **315,664,306** shares, equal to **99.9221%** of total voting shares.
  - **Total number of uncollected votes: 32** representing **246,139** shares, equal to **0.08%** of total voting shares.

**Content 1: Approve 2017 Audited Financial Statement; The Board of Directors' report, the Corporation's 2018 - 2020 strategy; 2018 business plan; and the Supervisory Board's report.**

- Total number of votes of approval: **187**, representing: **315,648,669** shares, equivalent to **99.9171%** of total votes of attending shareholders
- Total number of votes of disapproval: **0**, representing: **0** shares, equivalent to **0.0000%** of total votes of attending shareholders
- Total number of blank votes: **1**, representing: **1,000** shares, equivalent to **0.0003%** of total votes of attending shareholders
- Total number of invalid votes: **9**, representing: **14,637** shares, equivalent to **0.0046%** of total votes of attending shareholders

**Thus, Content 1 was approved with the rate of 99.92% of total votes of attending shareholders.**

**Content 2: Approve the plan for 2017 profit distribution and share dividend payment**

- Total number of votes of approval: **180**, representing: **301,324,431** shares, equivalent to **95.3829%** of total votes of attending shareholders
- Total number of votes of disapproval: **2**, representing: **9,558,568** shares, equivalent to **3.0257%** of total votes of attending shareholders
- Total number of blank votes: **6**, representing: **4,766,670** shares, equivalent to **1.5089%** of total votes of attending shareholders
- Total number of invalid votes: **9**, representing: **14,637** shares, equivalent to **0.0046%** of total votes of attending shareholders

**Thus, Content 2 was approved with the rate of 95.38% of total votes of attending shareholders.**

**Content 3: Approve policy for cash dividend payment in 2018.**

- Total number of votes of approval: **181**, representing: **301,445,551 shares**, equivalent to **95.4212%** of total votes of attending shareholders
- Total number of votes of disapproval: **3**, representing: **9,571,068 shares**, equivalent to **3.0297%** of total votes of attending shareholders
- Total number of blank votes: **4**, representing: **4,633,050 shares**, equivalent to **1.4666%** of total votes of attending shareholders
- Total number of invalid votes: **9**, representing: **14,637 shares**, equivalent to **0.0046%** of total votes of attending shareholders

**Thus, Content 3 was approved with the rate of 95.42% of total votes of attending shareholders.**

**Content 4: Approve the proposal to select one (1) of four (4) audit firms (the Big 4: KPMG, Deloitte, PwC, and Ernst & Young) to audit the Company's Financial Statements in 2018 and authorize the Board of Directors to select an audit firm.**

- Total number of votes of approval: **184**, representing: **315,618,469 shares**, equivalent to **99.9076%** of total votes of attending shareholders
- Total number of votes of disapproval: **0**, representing: **0 shares**, equivalent to **0.0000%** of total votes of attending shareholders
- Total number of blank votes: **4**, representing: **31,200 shares**, equivalent to **0.0099%** of total votes of attending shareholders
- Total number of invalid votes: **9**, representing: **14,637 shares**, equivalent to **0.0046%** of total votes of attending shareholders

**Thus, Content 4 was approved with the rate of 99.91% of total votes of attending shareholders.**

**Content 5: Approve the amendments, supplements and full text of FPT's Charter.**

- Total number of votes of approval: **186**, representing: **315,525,049 shares**, equivalent to **99.8780%** of total votes of attending shareholders
- Total number of votes of disapproval: **0**, representing: **0 shares**, equivalent to **0.0000%** of total votes of attending shareholders
- Total number of blank votes: **2**, representing: **124,620 shares**, equivalent to **0.0394%** of total votes of attending shareholders
- Total number of invalid votes: **9**, representing: **14,637 shares**, equivalent to **0.0046%** of total votes of attending shareholders

**Thus, Content 5 was approved with the rate of 99.88% of total votes of attending shareholders.**

**Content 6: Approve the amendments, supplements and full text of FPT's Corporate Governance Regulations.**

- Total number of votes of approval: **186**, representing: **315,525,049 shares**, equivalent to **99.8780%** of total votes of attending shareholders
- Total number of votes of disapproval: **0**, representing: **0 shares**, equivalent to **0.0000%** of total votes of attending shareholders
- Total number of blank votes: **2**, representing: **124,620 shares**, equivalent to **0.0394%** of total votes of attending shareholders
- Total number of invalid votes: **9**, representing: **14,637 shares**, equivalent to **0.0046%** of total votes of attending shareholders

**Thus, Content 6 was approved with the rate of 99.88% of total votes of attending shareholders.**

**Content 7: Approve the 2018 remuneration package for the Board of Directors; and the 2018 action plan and remuneration package for the Supervisory Board.**

- Total number of votes of approval: **179**, representing: **312,929,842 shares**, equivalent to **90.0565%** of total votes of attending shareholders
- Total number of votes of disapproval: **2**, representing: **2,520 shares**, equivalent to **0.0008%** of total votes of attending shareholders
- Total number of blank votes: **6**, representing: **2,714,907 shares**, equivalent to **0.8594%** of total votes of attending shareholders
- Total number of invalid votes: **10**, representing: **17,037 shares**, equivalent to **0.0054%** of total votes of attending shareholders

**Thus, Content 7 was approved with the rate of 99.06% of total votes of attending shareholders.**

**VI. AGM CLOSING:**

1. Mr. Bui Quang Ngoc – Vice Chairman of the BOD read the Resolution submitted to AGM to ratify.
2. Ms. Nguyen Thanh Tu – Member of the Secretariat read the AGM Minutes submitted to the AGM to ratify.
3. The AGM agreed with the full Resolution and Minutes right at the AGM.
4. Chairman Truong Gia Binh declared the closing of the AGM.

**ON BEHALF OF THE SECRETARIAT**

**CHAIRMAN**

**(Signed)**

**(Signed)**

**LAI THI HUONG HUYEN**

**TRUONG GIA BINH**

## THE BOD'S REPORT 2017

### I. ASSESSMENT OF THE BOD ON THE COMPANY'S PERFORMANCE IN 2017

#### 1. Assessment on business performance

Ending FY2017, FPT recorded consolidated revenue of VND 43,845 billion, up 8% compared to the previous year, accounting for 94% of the budget. Consolidated profit before taxes (PBT) reached 4,255 billion, up 41% YoY, exceeding goal 25%. This outstanding result thanks partly to divestment activities in Distribution and Retail segment. Excluding the benefit from divestment (consolidating the 2017 revenue of both FPT Retail and Synnex FPT), consolidated revenue and profit reached VND 45,213 billion and VND 3,373 billion, up 11.5% YoY and 11.9% respectively.

With the above results, FPT respectively fulfilled 97% of the revenue YTD target and 99% of the cumulative profit target, in which most of the business sectors have tried their best, reaching high rates of target achievements, with the exception of system integration, software solution and IT services due to the subpar results of some big projects.

The global market continues to be on the right track with revenue of VND 7,199 billion, rising 18% compared to 2016, and PBT of VND 1,207 billion, up 29%.

#### 2. Results of implementation strategic directions

##### 2.1. Aspiring to be a global corporation

In 2017, Globalization continues to be one of the three key drivers of strategic direction, contributing significantly to the Corporation's business results. Achievements include:

- Overseas revenue reaching VND 7,199 billion, up 18% compared to 2016, accounting for 16% of FPT's total revenue. Profit before tax from foreign markets reached VND 1,207 billion, up 29% compared to 2016, accounting for 36% of the Corporation's total profit before tax.
- Opening new offices in the US and Australia to provide on-site services and find new customers. Currently, FPT has a presence in 33 countries around the world.
- Becoming a top partner of leading technology companies worldwide including GE, Microsoft, AWS, IBM, Siemens, ect... About customers, FPT currently had has 75 clients among the Fortune 500.
- The software outsourcing segment has gained reputation in the global market: FPT Software is the sole Vietnamese representative featured in the IAOP's The Global Outsourcing 100.
- System Integration and Infrastructure solutions: actively participating in international bidding, with high winning ratios in developing countries, especially for projects funded by the World Bank. In 2017, FPT IS won the contract for ERP system implementation for Laos Electricity Corporation, a US\$ 11.3 million bidding package under the project 'Modernizing Public Finance Management' for the Ministry of Planning and Finance of Myanmar. At the same time, FPT IS continued to implement major projects including: a US\$ 33.6 million project to provide, implement and maintain the Integrated VAT Administration System (IVAS) and a US\$ 8.8 million project to provide and implement ERP / EAM software in Bangladesh.

##### 2.2. A pioneer in the digital world

The fourth industrial revolution is having a significant effect on life, the economy and societies worldwide, including Vietnam. The application of new technologies such as Cloud, Blockchain, Big Data, and AI has risen to a new height, opening up development opportunities for enterprises and organizations in general and Vietnam's IT industry in particular.

- In 2017, the Corporation's Digital Transformation revenue continued to grow by over 50%, contributing 21% of the total revenue of Technology sector.
- FPT has been a pioneer in the 4<sup>th</sup> industrial revolution in Vietnam. FPT is a strategic partner of the world's leading digital transformation corporations such as General Electric and Amazon Web Services (AWS). In 2017, the Corporation's staff got 160 GE Predix technology certificates and 373 AWS technology certificates, making FPT one of the best partners to implement these partners' technology-based services.
- Continuing to invest and build up IT research and development units at subsidiaries to develop new products and services. In 2017, a total of 98 PoC samples were delivered to customers.
- Strengthening FPT's investment in digital transformation by continuing to develop and commercialize many FPT's technology projects, such as:
  - ✓ The FPT.AI system provides applications with a natural language interface for interactive chats with the last user (create chatbot);
  - ✓ The Data Management Platform (DMP) applies Big Data technology to FPT's subsidiaries and develops new business;
  - ✓ The Human Machine Interface (HMI) is an interaction project between operators and machines, including virtual driving assistant, auto driving, and cloud model design.
  - ✓ FPT also succeeded in launching new IoT products such as FPT Play Box and F-Plus.

### **2.3. Heightening the position**

With the desire to enhance the position of Vietnam's IT industry in the global technology value chain, FPT has been making significant efforts to increase the scale of business, actively invest in new technology research to become the pioneer in digital transformation in Vietnam and all over the world.

- For the 4th consecutive year, FPT ranked among The Global Outsourcing 100 as assessed by IAOP;
- Signing 7 large-scale contracts with revenue of more than US\$ 10 million per contract, step by step transferring from software outsourcing to software package development and from system integration to IT services leasing, combining infrastructure and coverage investment to create a more competitive advantage;
- Focusing on enhancing the Corporation's internal management capability in parallel with restructuring units in order to optimize costs, and solve the problems of redundant procedures. Management is rotated periodically within a dynamic working environment, encouraging innovation and contributing to developing staff talent. Thanks to these driving forces, the Corporation's revenue has grown by 8% compared to 2016, and profit before tax was 41% higher than 2016.

### **2.4. Assessment on values FPT brought to stakeholders towards sustainability**

Stakeholders	Value
Shareholders and investors	<ul style="list-style-type: none"> <li>- Successfully reducing ownership in the distribution and retail sector to less than 50% to focus more on IT and telecommunications, bringing great value to shareholders;</li> <li>- Total profit before tax: VND 4,255 billion, up 41%;</li> <li>- Earnings per share (EPS): VND 5,129 per share;</li> <li>- Cash dividend is VND 2,000 per share and stock dividend is 15% for shareholders.</li> </ul>
Customers	<ul style="list-style-type: none"> <li>- Providing products, services and solutions based on the core technologies of the digital revolution such as IoT, IoV, Analytics, and Robotics to help customers keep up-to-date with trends and improve their competitive capacity;</li> <li>- An excellent brand in the field of information technology and telecommunication, honoured by Asia Pacific Brands Foundation (APBF);</li> <li>- The second consecutive year listed in IAOP's The Global Outsourcing 100 with ranked star in three categories: customer references, awards &amp; certifications and corporate social responsibility.</li> </ul>
Employees	<ul style="list-style-type: none"> <li>- The total cost of the Corporation training activities reached VND 77.9 billion, the average training hours reached 59 hours/staff;</li> <li>- Constructing two more campus-based workplaces in Ha Noi and Can Tho in the model of technology corporations worldwide.</li> </ul>
Vietnamese Government	<ul style="list-style-type: none"> <li>- Contributing VND 6,449 billion to the State Budget;</li> <li>- Implementing many important information technology projects for the country in the fields of e-government, public finance, transportation, and healthcare.</li> </ul>
Community	<ul style="list-style-type: none"> <li>- Spending VND 35.7 billion on social responsibility activities, an increase of 10.8% compared to 2016. 92% of which was spent on investment activities for education and the younger generation;</li> <li>- Setting 13<sup>th</sup> March as FPT Day for the community with a series of programs including blood donation drives, awarding scholarships to low-income students, and giving gifts to and disadvantaged people.</li> </ul>
Environment	<ul style="list-style-type: none"> <li>- FPT always prepares environmental impact assessment reports and complies with regulations on environmental protection. During the process of designing offices, FPT always prioritizes the application of new technologies, environmentally friendly materials, and natural energy resources to minimize impacts on the environment;</li> <li>- Taking steps to raise employees' awareness of environment: displaying posters of 10 to-do things to save electric, supporting Earth Hour.</li> </ul>

## II. ASSESSMENT OF THE BOD ON THE BOM'S PERFORMANCE

### 1. Monitoring method

The BOD monitored the BOM's activities by:

- Monitoring the completion of important indicators committed to by the CEO and the BOM;
- Requesting the CEO and the BOM to report the business performance at quarterly meetings of the BOD;
- Coordinating with the Supervisory Board to closely monitor the company’s operations in order to raise practical recommendations for the CEO and the BOM to fulfill the tasks assigned by the AGM and the BOD;
- In order to follow business operations of the company, the BOD’s members actively participated in weekly meetings and other periodic meetings of the BOM.

## 2. General assessment

In 2017, the CEO, the BOM and Subsidiaries at all levels have worked hard in implementing the business goals of the Corporation. Oversea markets, especially Japan, have grown quickly.

- The BOD highly appreciated the CEO and the BOM in implementing the globalization strategic direction. The objectives of the globalization strategic direction achieved positive results and made significant contributions to the business results of the Corporation. Revenue and profit from globalization continued to grow well, up 18% and 19% respectively compared with 2016’s revenue.
- During the operation, the BOM has complied with all the provisions of law, the Company Charter, the Resolution of the AGM, the Resolutions of the BOD and the Decisions of the Chairman.

## III. BOARD OF DIRECTORS

### 1. Members and structure of the Board of Directors

In 2017, the AGM reappointed all 7 members of the BOD for the new term of 2017 – 2022. Positions of Chairman and Vice Chairman of BOD were reappointed in Board Resolution no. 02.03-2017/NQ-HDQTFPT on 31<sup>st</sup> March 2017.

The structure of the BOD ensures a balance between members with substantial experience in IT, corporate governance and globalization, as well as between executive members, non-executive members and independent members. The list of BOD members is as follows:

No.	Member	Members of the BOD		Percentage of voting rights / share ownership	Current title in the BOD of other companies (as of December 31 <sup>st</sup> , 2017)
		Independent	Responsible, non-executive		
1	Mr. Truong Gia Binh		x	7.10%	- Member of the BOD of FPT Telecom Joint Stock Company.

					<ul style="list-style-type: none"> <li>- Member of the BOD of FPT Education Company Limited.</li> <li>- Member of the Board of Members of FPT System Information Company Limited.</li> </ul>
2	Mr. Bui Quang Ngoc		x	3.42%	<ul style="list-style-type: none"> <li>- Member of the BOD of FPT Telecom Joint Stock Company.</li> <li>- Member of the BOD of FPT Education Company Limited.</li> <li>- Member of the Board of Members of FPT System Information Company Limited.</li> </ul>
3	Mr. Do Cao Bao		x	1.13%	<ul style="list-style-type: none"> <li>- Chairman of FPT City Da Nang Joint Stock Company.</li> <li>- Member of the Board of Members of FPT System Information Company Limited.</li> </ul>
4	Mr. Le Song Lai		x	0%	<ul style="list-style-type: none"> <li>- Member of the BOD of Bao Minh Insurance Corporation.</li> </ul>

						- Member of the BOD of Vietnam National Reinsurance Corporation.
						- Chairman of the SCIC Investment One Member Company Limited
						- Chairman of the Board of Members of Trang Tien Investment & Trading Co.,Ltd.
5	Mr. Jean-Charles Belliol	x			0%	
6	Mr. Tomokazu Hamaguchi	x			0%	- Member of the BOD of JR East Railway Company. - Member of the BOD of Kuraray Co.,Ltd.
7	Mr. Dan E Khoo	x			0%	

## 2. Activities of the BOD

### 2.1. Number of BOD meetings

No.	Board member	Position	Commencement date	Dismissal date	Number of meetings attended	Percentage of attended
1	Mr. Truong Gia Binh	Chairman	March 31 <sup>st</sup> , 2017		11/11	100%

No.	Board member	Position	Commencement date	Dismissal date	Number of meetings attended	Percentage of attended
2	Mr. Bui Quang Ngoc	Vice Chairman	March 31 <sup>st</sup> , 2017		11/11	100%
3	Mr. Do Cao Bao	Member	March 31 <sup>st</sup> , 2017		11/11	100%
4	Mr. Le Song Lao	Member	March 31 <sup>st</sup> , 2017		11/11	100%
5	Mr. Jean-Charles Belliol	Member	March 31 <sup>st</sup> , 2017		11/11	100%
6	Mr. Hamaguchi Tomokazu	Member	March 31 <sup>st</sup> , 2017		11/11	100%
7	Mr. Dan E Khoo	Member	March 31 <sup>st</sup> , 2017		11/11	100%

## 2.2. Contents and results of the meetings

In 2017, the BOD conducted 11 sessions with 10 resolutions issued, of which 02 sessions included discussions without issuing resolutions.

Session	Participants	Main content
<b>Session 01</b> February 10 <sup>th</sup> , 2017	The BOD: 7/7 Observers: – The Supervisory: 3/3 – The BOM: 5/5 Issued Resolution No. 01.02.2017/NQ-HĐQT-FPT	- Reported the 2016 business results. - Reported the 2017 business plan. - Reported the 2017-2019 strategic directions. - Reported the regulation and plan of share issuance for employees with notable achievements in 2016. - Reported the closing date of Annual General Meeting 2017's Participant list and Annual General Shareholder Meeting 2017's Date.
<b>Session 02</b> March 10 <sup>th</sup> , 2017	The BOD: 7/7 Observers: – The Supervisory Board: 3/3	- Reported Content and Agenda of 2017 AGM. - Reported BOD's Report in 2016, directions and business plan for 2017.

- The BOM: 5/5 Issued Resolution No.01.03.2017/NQ-HDQT-FPT
- Reported 2017 BOD's remuneration budget.
- Reported 2016 Audited Financial Statements.
- Reported Supervisory Board's Report in 2016, 2017 remuneration budget.
- Reported 2016 Profit Distribution plan and policy for 2017 cash dividend payment.
- Reported the proposal to select one (1) among four (4) audit firms (Big Four) to audit the Company's 2017.
- Reported the plan of share issuance for employees in 2017-2019.
- Reported the lists of candidates of the Board of Directors and Supervisory Board Members for the period 2017-2022.

<b>Session 03</b> March 31 <sup>st</sup> , 2017	Opinions collection in writing Issued Resolution No.02.03.2017/NQ-HDQT-FPT	- Reported to appoint Mr. Truong Gia Binh to be Chairman of the Board of Directors and Mr. Bui Quang Ngoc to be Vice Chairman of Board of Directors.
<b>Session 04</b> April 18 <sup>th</sup> – 20 <sup>th</sup> , 2017	Opinions collection in writing Issued Resolution No.01.04.2017/NQ-HDQT-FPT	- Reported 2016 final cash dividend payment. - Reported the plan for stock dividend payment from retained earnings for existing shareholders.
<b>Session 05</b> May 11 <sup>st</sup> – 12 <sup>nd</sup> , 2017	Opinions collection in writing Issued Resolution No.01.05.2017/NQ-HDQT-FPT	- Reported the changes in the form of investment cooperation of FPT Office Building in Hanoi and authorize CEO to implement this investment plan.
<b>Session 06</b> June 12 <sup>nd</sup> – 14 <sup>th</sup> , 2017	Opinions collection in writing Issued Resolution No.01.06/NQ-HDQT-FPT	- Reported the criteria of appointing auditors to audit financial statements of FPT Corporation and its subsidiaries for the year 2017. - Reported the proposal of BOM to appoint Deloitte Vietnam Ltd. as the auditor of the financial statements of FPT

Corporation and its subsidiaries for the year 2017.

<b>Session 07</b> June 20 <sup>th</sup> – 21 <sup>st</sup> , 2017	Opinions collection in writing Without Resolution issued	- Reported the increase of FPT's charter capital. The BOD will update information of FPT's charter capital in accordance with the Corporation Charter.
<b>Session 08</b> July 25 <sup>th</sup> – 31 <sup>st</sup> , 2017	Opinions collection in writing Issued Resolution No.01.08.2017/NQ-HDQT-FPT	- Reported the divestment plan of FPT Corporation (FPT) at FPT Retail to reduce FPT's ownership to under 50% (details as submitted proposal).
<b>Session 09</b> August 1 <sup>st</sup> , 2017	The BOD: 7/7 Observers: – The Supervisory Board: 2/3 – The BOM: 5/5 Issued Resolution No.02.08.2017/NQ-HDQT-FPT	- Reported to increase charter capital for FPT Software from VND 1.000 billion (current charter capital) to VND 1.300 billion. - Reported the interim cash dividend payment in 2017.
<b>Session 10</b> September 10 <sup>th</sup> – 11 <sup>st</sup> , 2017	Opinions collection in writing Issued Resolution No.01.09.2017/NQ-HDQT-FPT	- Reported the divestment plan in FPT Trading Company Limited to below 50%.
<b>Session 11</b> November 10 <sup>th</sup> , 2017	The BOD: 7/7 Observers: – The Supervisory Board: 2/3 – The BOM: 5/5 Without Resolution issued	- Reported and evaluated financial performance in the first 9 months and predicted the result of 2017 business performance.

### 2.3. Resolution issued by the BOD in 2017

No.	Resolution No.	Date	Content
1	01.02 - 2017/NQ-HDQTFPT	February 13 <sup>th</sup> , 2017	- Approve the 2016 business results. - Approve the 2017 business plan. - Approve the 2017-2019 strategic directions.

No.	Resolution No.	Date	Content
			<ul style="list-style-type: none"> <li>- Approve the regulation and plan of share issuance for employees with notable achievements in 2016.</li> <li>- Approve the closing date of Annual General Meeting 2017's Participant list and Annual General Shareholder Meeting 2017's Date.</li> </ul>
2	01.03- 2017/NQ- HĐQTFPT	March 10 <sup>th</sup> , 2017	<ul style="list-style-type: none"> <li>- Approved Agenda of 2017 AGM.</li> <li>- Approved BOD's Report in 2016, directions and business plan for 2017.</li> <li>- Approved 2017 BOD's remuneration budget.</li> <li>- Approved 2016 Audited Financial Statements.</li> <li>- Approved Supervisory Board's Report in 2016, 2017 remuneration budget.</li> <li>- Approved 2016 Profit Distribution plan and policy for 2017 cash dividend payment.</li> <li>- Approved the proposal to select one (1) among four (4) audit firms (Big Four) to audit the Company's 2017 Financial Statements, including: KPMG; Deloitte; PwC; Ernst &amp; Young; and authorize the Board of Directors to select a specific audit firm.</li> <li>- Approved the plan of share issuance for employees in 2017-2019.</li> <li>- Approved the lists of candidates of the Board of Directors and Supervisory Board Members for the period 2017-2022.</li> </ul>
3	02.03- 2017/NQ- HĐQT-FPT	March 15 <sup>th</sup> , 2017	<ul style="list-style-type: none"> <li>- Approved the regulation and plan of share issuance for employees with notable achievements in 2016 and the attached list.</li> </ul>
4	02.03- 2017/NQ- HĐQTFPT	March 31 <sup>st</sup> , 2017	<ul style="list-style-type: none"> <li>- Approved to appoint Mr Truong Gia Binh to be Chairman of the Board of Directors and Mr. Bui Quang Ngoc to be Vice Chairman of Board of Directors.</li> </ul>
5	01.04- 2016/NQ- HĐQTFPT	April 20 <sup>th</sup> , 2017	<ul style="list-style-type: none"> <li>- Approved 2016 final cash dividend payment.</li> <li>- Approve the plan for stock dividend payment from retained earnings for existing shareholders.</li> </ul>
6	01.05 - 2017/NQ- HĐQTFPT	May 12 <sup>th</sup> , 2017	<ul style="list-style-type: none"> <li>- Approve the changes in the form of investment cooperation of FPT Office Building in Hanoi.</li> <li>- Authorize CEO to implement this investment plan.</li> </ul>
7	01.06 - 2017/NQ- HĐQTFPT	June 15 <sup>th</sup> , 2017	<ul style="list-style-type: none"> <li>- Approve the criteria of appointing auditors to audit financial statements of FPT Corporation and its subsidiaries for the year 2017.</li> <li>- Approve the proposal of BOM to appoint Deloitte Vietnam Ltd. as the auditor of the financial statements of FPT Corporation and its subsidiaries for the year 2017.</li> </ul>

No.	Resolution No.	Date	Content
8	01.08-2017/ HĐQTFPT	NQ- August 1 <sup>st</sup> 2017	- Approved the divestment plan of FPT Corporation (FPT) at FPT Retail to reduce FPT's ownership to under 50%.
9	02.08-2017/ HĐQTFPT	NQ- August 1 <sup>st</sup> 2017	- Approve to increase charter capital for FPT Software from 1.000 billion VND (current charter capital) to 1.300 billion VND. - Approve the interim cash dividend payment in 2017.
10	01.09-2017/ HĐQTFPT	NQ- September 11 <sup>th</sup> , 2017	- Approve the divestment plan in FPT Trading Company Limited to below 50%.

### 3. Activities of committees under the BOD

There are three committees under the BOD. The details of their activities are shown below:

No.	Committee	Member	Position
1	The Personnel and Remuneration Committee	Mr. Do Cao Bao	The Chairman
2	The Development Policy Committee	Mr. Truong Gia Binh	The Chairman
3	The Chairman's Office	Mrs. Lai Huong Huyen	The Chief

#### 3.1. The Personnel and Remuneration Committee

With the function of developing policy and personnel framework for the Corporation and member companies as well as supporting the BOD in selecting, appointing and dismissing personnel, in 2017, the Personnel and Remuneration Committee has carried out the following tasks:

- Implementing the senior leadership planning and development program
  - ✓ Planning, evaluating, rotating and training senior managers.
  - ✓ Building the Leadership evaluation radar chart with 13 criteria that will be applied to those at the parent companies and subsidiaries.
  - ✓ Completing the evaluation of 248 leaders/managers at all levels of FPT.
  - ✓ Developing a set of materials for FPT leaders to register their personal capacity development under the 13 FPT criteria. As a result, 140 senior executives registered their personal capacity development in 2017.
  - ✓ Developing a training matrix, setting up training courses specifically for leaders, including on-the-job training and online training.
  - ✓ Set up the Mentor–Mentee program for leaders.
- Monitoring subsidiaries restructuring program
  - ✓ Controlling the restructuring at FPT Information System (FPT IS) and FPT Trading Company Limited (FPT Trading).
- Issuing the updated corporate personnel and remuneration policies
  - ✓ Building the FPT salary scale system in accordance with new labour law regulations in 2018.
  - ✓ Directing the control of the development and issuance of personnel policies at the Corporation, controlling and advising on regulations and policies application at the subsidiaries following regulations of the Corporation.

- Formulating the human resource (HR) development strategy
  - ✓ Directing the formulation of HR development strategy using the 2017 Balanced Scorecard (BSC), which applies to all subsidiaries and their own subsidiaries with detailed action plans and indicators customized with different periods for different subsidiaries.
  - ✓ Directing the building of FPT’s brand image to attract employees. Directing FPT brand deployment in key universities nationwide.
  - ✓ Directing the development of programs to make FPT more innovative and competitive, such as: the creative program iKhiên and We Love FPT program to spread out to every single FPT employee.
  - ✓ Directing the implementation of the Human Resource Information Management (PS 9.2) program.
  - ✓ Directing the drafting of action plans in 2018 in accordance with the HR development strategy.
- Directing the formulation and implementation of the project to develop top talents
  - ✓ Directing the training and development programs for top talents, including training MiniMBA and leadership skills.
  - ✓ Managing, keeping track of and coaching top talents through training courses and development programs for each group, drafting specific policies for the groups of top talents
- Directing the creation and implementation of the project to improve the “quality” of FPT’s human resources to meet global standards
  - ✓ Directing the full development of job descriptions for globalization positions and working standards in the global environment; building ITSS position system at FPT Software
  - ✓ Building resources for globalization from domestic and foreign sources; building the FPT brand in recruitment.
  - ✓ Directing the drafting and supervising the implementation of plans and training programs for FPT Software and FPT IS employees in the areas of foreign languages, professional skills and expertise to meet global standards.
  - ✓ Working with FPT Corporate University to implement training programs that are applicable to all FPT employees; logging number of hours spent on studying for employees and on teaching for leaders; and promoting online training programs such as Massive Open Online Courses (MOOC) into operation.
  - ✓ Directing the Mentor–Mentee program to be applied across FPT Corporation, to bring training experience to all leaders/managers.

### **3.2. The Development Policy Committee**

In 2017, the Development Policy Committee performed the following tasks:

- Implemented the evaluation of strategy performance in 2017 and developed the business strategy 2018 – 2020 to submit to the BOD for approval at the beginning of 2018;
- Developed a petition to the competent authorities to approve the business plan in 2018; develop a strategic map BSC of the 2018 – 2020;
- Organized 2018 strategic workshops such as contracting policy, digital human resource development, technology development, product development (made by FPT);
- Completed implementation of M&A activities, thereby completing the reduction of FPT’s ownership in FPT Retail and FPT Trading. From 2018, FPT will focus its resources on

technology development. Distribution and retail sectors with the involvement of strategic investors create strong momentum for growth and innovation.

- Supported the Chairman of the BOD and senior officials to develop international relations such as APEC participation and large “whale-hunting” programs in international markets such as Europe, Japan, and the USA; actively participated in the Vietnam Private Business Forum and Digital Economic Development Conference to promote digital transformation in Viet Nam and provide opportunities for FPT development.

### **3.3. The Chairman’s Office**

- Assisting the Chairman and the BOD to hold periodic meetings, collect opinions in writing; drafting and releasing documents of the BOD in accordance with regulations specified in Corporate Governance Framework, the Company Charter, the Law on Enterprise and other legislative regulations.
- Coordinating to hold the AGM in March 2017.
- Providing information to members of the BOD and the Supervisory Board and the Corporation’s shareholders upon request.

## **4. Activities of non-executive and independent members of the BOD**

By December 31<sup>st</sup> 2017, FPT’s BOD had three independent members, including: Mr. Jean-Charles Belliol, Mr. Tomokazu Hamaguchi and Mr. Dan E Khoo. These independent members participated in all regular meetings of the BOD in 2017 and contributed important ideas and recommendations in the Corporation’s operation and development strategy, as well as actively discussed about business targets, development directions in each business sector and gave suitable proposals and solutions. In addition, with their experience as a BOD member in many big firms, they made many important contributions to the Corporation’s corporate governance.

Notable activities of the BOD’s independent members in 2017 are as follows:

**Mr. Jean-Charles Belliol:** With his vast experience in the field of banking and finance, in the BOD meeting sessions as well as the Corporation’s Strategic Conference and the weekly briefing, he actively contributed ideas and recommendations for the financial and investment activities as well as some business targets for 2017 and the period of 2018-2020 of the Corporation and some subsidiaries.

**Mr. Tomokazu Hamaguchi:** With his vast experience in globalization in general and Japan market in particular, he made several recommendations to promote globalization activities and enhance competitive capability of some important business segments of the Corporation such as software outsourcing and telecom service.

**Mr. Dan E Khoo:** Used to be the Chairman Emeritus of the World Information Technology and Services Alliance (WITSA), he had many chances to quickest access new global technology trends. These are important practical experience which helped him make strategic advices for FPT to invest and develop products, services and solutions to meet the technology transformation trends, especially digital transformation-related ones. In the role of strategic consultant for the Corporation in developing countries, he also connected FPT with some partners and customers to supply IT services in Malaysia.

## **5. Overall evaluation of the BOD’s performance**

In 2017, FPT’s BOD was always attentive to business activities, complied with all regulations, directed and strictly supervised the operation of the BOM to ensure the implementation of strategic

goals and plans in a timely manner, focused on globalization, and defined foreign markets as the key growth target in the future.

The development of strategy continues to be consolidated. The strategy-building model was implemented at the corporate level to define strategic goals, strategic actions and action plans for immediate implementation. The BOD Chairman directed and supervised the dissemination and implementation of the strategic building model in every subsidiary to ensure consistency in direction and performance at all levels.

According to the Corporation's strategic direction as determined at the beginning of the year, the BOD directed and supported the BOM in implementing the efficient restructuring and streamlining of subsidiaries, through which subsidiaries' operational systems have been strengthened, senior leaders rotated, cohesive and strong teams formed, and a new vitality for developing business growth has been created, which is creating momentum for the great long-term goals ahead.

The Corporation continues to improve transparency in corporate governance. The BOD's independent members are all foreigners who have held leadership positions for many years and are highly regarded in the region's information technology sector. They also have substantial experience and an extensive network of contacts that has allowed them to make large contributions to FPT's global strategy in terms of direction and the development of new markets in 2017.

## 6. Remuneration and other benefits

In accordance with the 2017 remuneration package approved by the AGM 2017, the actual remuneration for the BOD, CEO and Supervisory Board is as follows:

*Unit: VND in millions*

	Salary		Bonus (% profit before tax)		Compensation	
	Approved by the AGM	2017	Approved by the AGM	2017	Approved by the AGM	2017
<b>The BOD Executive members</b>	10,760	9,700	Not exceed 0.49%	<0.41%		
<b>The BOD Independent, Non-executive members</b>					5,750	5,410

The detailed salary, bonus and compensation for all BOD members in 2017 are as follows:

Members	Position	Executive	Independent, Non-executive	Monthly compensation	Salary	Bonus	Compensation	Total
Mr. Truong Gia Binh	Chairman	x			41%	59%	0%	100%

Members	Position	Executive	Independent, Non-executive	Monthly compensation	Salary	Bonus	Compensation	Total
Mr. Bui Quang Ngoc	Vice Chairman, CEO	x			38%	62%	0%	100%
Mr. Do Cao Bao	Member	x			46%	54%	0%	100%
Mr. Le Song Lai	Member		x	23,166,667	0%	0%	100%	100%
Mr. Jean-Charles Belliol	Member		x	44,166,667	0%	0%	100%	100%
Mr. Tomokazu Hamaguchi	Member		x	189,485,417	0%	0%	100%	100%
Mr. Dan E Khoo	Member		x	189,485,417	0%	0%	100%	100%

#### IV. STRATEGIC DIRECTIONS FOR THE 2018-2020

##### 1. Macroeconomic prospects

##### 1.1. The global economy

##### 1.1.1. Opportunities

The world economy in 2018 – 2020 is expected to recover and enter a new growth period with GDP forecast to be 3.7% higher in 2018 and to remain stable until 2020. Meanwhile, deepening international economic integration through bilateral and multilateral trade agreements promotes export growth.

In particular, the Asia-Pacific region is a high growth group with a GDP growth of 5.4% on average and import-export value increased from 3% – 4.8%, equivalent to growth of 100 billion USD each year.

*The graph of GDP growth in 2015-2020 period (Source: IMF, WB)*

Year	Growth (%)
2015	2.8
2016	2.5
2017	3.6
2018	3.7
2019	3.7
2020	3.8

In addition, the fourth industrial revolution, the Revolution 4.0, has brought digital convergence across all sectors, industries, businesses and organizations around the world. According to IDC's forecast, the global conversion market is growing at an average annual rate of nearly 17% per year,

resulting in an estimated US\$2 trillion by 2020. Meanwhile, the US and Asia Pacific (excluding Japan) are the two largest spending markets, accounting for nearly 70% of total global spending on digital conversion worldwide.

*Graph of total spending on global conversion (Source: IDC)*

*Unit: USD in billions*

Year	Budget	Growth (%)
2017	1,200	17.8%
2018	1,400	16.7%
2019	1,700	16.7%
2020	2,000	16.7%

*Graph of global spending on conversion by geographic region*

Territory	Proportion (%)
United States	35.6%
Asia Pacific except Japan	33.5%
Europe, Middle East and Africa	22.8%
Others	8.1%

### 1.1.2. Challenges

However, along with great opportunities from global economic growth and innovations from the digital revolution are challenges such as political instability, aging in the population structure. Next comes the threat of protectionism of domestic production through trade restrictive measures, withdrawal from free trade agreements that could break the momentum of global trade recovery. The digital transformation process has grown rapidly with a large scale leading to fierce global competition. Entrepreneurs based on dynamism, superior management and new technology develop strongly compete with traditional businesses in the same field. High quality human resources are scarce, especially in developing countries.

## 1.2. Vietnamese macroeconomics

### 1.2.1. Opportunities

Vietnam's economy in 2018-2020 period is forecast to have many successes with stable macroeconomic indicators. Gross Domestic Product (GDP) increased by 6.5% – 6.7%; inflation was controlled at 4%.

The government shall promptly set up mechanisms and policies to orient the development of intelligent industry, attach importance to the building of IT infrastructure, and promote innovative ecosystems and human resources development. In addition, demographic factors such as a young population, abundant labor force, and rapid rate of urbanization are expected to bring great resources for economic development.

- Non-state development investment is increasingly taking a high share of total social investment. By 2017, the total investment value reached VND 676.3 trillion, accounting for 64.3%.
- The 4.0 revolution promotes the development of intelligent transportation, smart health, smart manufacturing, smart cities ... based on the application of new technology solutions.

- Forrester forecasts technology spending by government and business in Vietnam will reach USD 5 billion in 2018, equivalent to 2.13% of total GDP.
- The business environment becomes more and more transparent and fairer; trade and tax barriers are gradually lifted, making global market approaching process much easier.

Enterprises have taken advantage of the opportunity to integrate and benefit from bilateral and multilateral FTAs, thereby expanding cooperation, diversifying markets and increasing export turnover in the region and the world.

### 1.2.2. Challenges

There are still a number of policies that have not been resolved in time, which makes it difficult for businesses to have access to investment capital, overlapping administrative procedures and tax and fee contributions to the budget, mechanism of solving and recovering capital for some BOT projects.

Human resource development has not been able to keep up with the demands of the fourth industrial revolution, leading to a shortage of high quality human resources. In addition, low-cost labor is losing its edge.

When integration, Vietnam enterprises faced with stricter regulations on tariffs, origin and quality of goods and services, transparency of business information, intellectual property, in particular the provisions on environmental protection and sustainable development.

## 2. Industry Prospects and Opportunities for FPT

### 2.1. The IT market

#### 2.1.1. The global IT market opens up great opportunities

- **Spending on IT services and software increases rapidly**

According to Gartner's forecast, the size of global IT market size is expected to reach USD 3.7 trillion in 2018, up 4.5% over 2017. Of which, the IT and software services segment is growing at a higher rate than overall market share with rate 5.5% and 9.5% respectively, in contrast to the slower growth of devices (hardware).

*Graph of forecast global IT spending by products/IT services (Source: Gartner)*

*Unit: USD in billions*

	2015	2016	2017	2018	2019	2020
<b>Equipment</b>						
<i>Expenditure</i>	646	631	667	704	710	713
<i>Annual growth</i>		-2.4%	5.7%	5.6%	0.9%	0.4%
<b>Software</b>						
<i>Expenditure</i>	310	326	355	389	421	455
<i>Annual growth</i>		5.3%	8.9%	9.5%	8.4%	8.1%
<b>IT Services</b>						
<i>Expenditure</i>	866	894	933	985	1,030	1,079
<i>Annual growth</i>		3.2%	4.3%	5.5%	4.6%	4.7%

- **Digital Transformation trends**

According to a global CIO survey conducted by Gartner Inc., the most successful organizations in the private and public sectors spent 33% and 21% of their IT budgets in 2017 (respectively) on

digital conversion investments. In 2018, these organizations are expected to increase spending by up to 43% on IT budgets for digitization, with public institutions increasing by 28%. As can be seen, digital transformation is the fourth industrial revolution's indispensable trend, with enterprises gradually becoming digital business at a faster rate.

*Digital Intelligent Network* will be the technology trend leading organizations and enterprises in 2018. This network is a combination of human, equipment, content and digital service systems, based on digital models, business platforms and a rich, intelligent service system to support digital organizations and enterprises.

10 digital transformation trends:

**Artificial Intelligence (AI):** Including technologies such as deep learning, analysis, forecasting, and independent operating to enhance decision making, re-establish business models and ecosystems, and improve customer experience with digital enhancements.

**Intelligent apps based upon customer behavior analytics:** Including technologies such as virtual assistants and business assistants. In the next few years, almost every application and service will integrate with AI not merely to replace people, but also to automatically collect, analyze and share information to specific groups of users.

**Intelligent machines:** including machines equipped with artificial intelligence to perform advanced behaviors, interact more naturally with the environment and with humans (such as autos, robots, and unmanned aircraft).

**Digital twin:** sensor-based technologies are used to accurately simulate the state of equipment, systems, or things, and can be adjusted, operationally improved, and increased in value.

**Cloud computing to Boundary computing:** Boundary computing is a method of optimizing a cloud computing system by processing data at the edge of the network, closest to the source of data. This technology reduces transmission costs, time delays and bandwidth limitations.

**Conversational platforms:** The conversational platform will promote the next major paradigm shift in how people interact with the digital world through the process of obtaining a question or instruction from a user and then responding by performing a number of functions, presentation of content or additional input requirements.

**Immersive experience:** Including virtual reality (VR) technology and virtual interaction (AR). The VR/AR market is fragmented and, potentially due to new VR applications serving the entertainment sector, not applied in improving labor productivity.

**Blockchain:** Blockchain is developing from a digital currency into a platform for converting digital business, setting up digital businesses in many areas such as government, healthcare, manufacturing, media distribution, identification, standard registration and supply chain.

**Event driven model:** is a programming model based on the discovery, collection and detailed analysis of events stored digitally, reflecting situations or state changes, such as completion of an order or for plane landing.

**Risk control, ensuring cyber safety and security:** To ensure the safety of digital business initiatives, security and risk managers must follow the risk assessment and evaluation approach (CARTA) and continually adapt to improve security infrastructure solutions.

### **2.1.2. The Vietnamese IT market**

#### **– *The software outsourcing market***

By 2017, the global IT outsourcing (ITO) sector reaching USD 300 billion, which will continue to grow in 2018 due to the impact of the Digital Transformation trends and the 4.0 Revolution. In particular, the Vietnamese software export industry has established a solid international brand,

which ranked among the Top 10 in the Asia-Pacific region. According to Gartner, Vietnam is currently the most attractive destination for the business process outsourcing (BPO) market.

Over the past three years, the software services market has tended to shift from Chinese and Indian regions to ASEAN countries, contributing to the growth of the software export market and IT services in Viet Nam by 15%-25% per year. This is a favorable opportunity for software outsourcing sector of Vietnam and FPT in particular.

– ***System Integration Market and Infrastructure Solutions***

According to IDC, in 2018 domestic investment in IT infrastructure will continue to grow by 10% compared to 2017 (estimated at USD1.4 billion), focusing on the fields of artificial intelligence technology, internet universe, using high-level technology in agricultural cultivation, and cyber safety and security. It is likely that the market will grow by 10% annually up to 2020.

**2.1.3. The telecommunications and Pay TV market**

The global telecommunications industry continues its massive digital conversion investment and affirms its importance to the global economy and society. Some basic trends are driving the development of the telecommunications industry:

- Mobile technologies: LTE, 5G
- Broadband technology: Optical fiber
- Internet of Things: Cloud computing, Big Data analysis and M2M
- Digital communications: Video streaming
- Smart infrastructure: Smart cities

In recent years, the trend of using broadband Internet service with optical fiber infrastructure has increased with the average growth rate of 15-20% per year. In the future, the need to use data from customers for Internet services, Internet TV, video, music as well as the need to develop IoT will continue to promote the development of broadband Internet sector in Vietnam.

In the pay television market, the number of subscribers reached 13.2 million with 16 enterprises in the market by the end of 2017. Market revenue is estimated at 7,500 billion VND. In recent years, new providers of OTT TV services have appeared in the market, such as Vietnamnet ICOM and Clip TV, in addition to the old faces in the field of television such as VTVcab, SCTV, AVG, VTC, HTVC, HanoiTV, VNPT, Viettel, and K + with a total profit of VND 300 billion.

**2.1.4. IT human resources training and development.**

According to a report by the Vietnamese Ministry of Information and Communications in 2017, Vietnam would need roughly 1.2 million IT staff by 2020, while the number of employee shortages is about 500,000.

The IT industry is constantly developing with the emergence of countless new branches besides hardware, software and computer network - among which includes security, game programming, and mobile application, 3D design - making the employees, who are newly trained each year, unable to meet expectations in both quantity and quality.

Currently, the entire Vietnam has:

- 153 universities and colleges that offer IT education programs.
- 40,000 IT employees trained each year.
- More than 20 IT majors being taught.

**3. Strategic business directions for 2018 – 2020**

### 3.1. Aspiring to be a global Corporation

Goal	Mission	Action
Speed up the growth rate of overseas markets, which are larger than the domestic market; win over global competitors in bidding.	<ul style="list-style-type: none"> <li>- Increases revenue growth of overseas markets in 2018 -2020 period to reach 35%;</li> <li>- Twice as many international bidding wins as in 2017.</li> </ul>	<ul style="list-style-type: none"> <li>- Enhancing capacity for international competitiveness;</li> <li>- Carrying out mergers and acquisitions in order to promote growth, expand markets and develop specialized products and services.</li> </ul>
FPT to become the executive-level global partner of the world's leading technology corporations regarding the Internet of Things (IoT) platform.	<ul style="list-style-type: none"> <li>- Develop a detailed cooperation plan and upgrade global partnerships annually, such as GE, Siemens, AWS, Microsoft, IBM, Cisco, etc.</li> </ul>	<ul style="list-style-type: none"> <li>- Develop and implement strategic partnerships with leading IoT partners.</li> </ul>
Expand the list of Fortune 500 customers.	<ul style="list-style-type: none"> <li>- Gain more customers listed in Fortune 500 in Japan, USA, Germany, France, and Australia every year.</li> </ul>	<ul style="list-style-type: none"> <li>- Standardize, develop and implement new client targeting plans, focusing on the above-mentioned prioritized experts.</li> </ul>

### Pioneering in digital transformation

Goal	Mission	Action
Become one of the worldwide leading companies in digital transformation services.	<ul style="list-style-type: none"> <li>- Annual revenue growth in Digital Transformation service reaches 70%; promote digital experience and Proof of Concept (PoC) to customers;</li> <li>- Jointly develop IoT platform and smart manufacturing with strategic international partners.</li> </ul>	<ul style="list-style-type: none"> <li>- Establish top-level relations with international partners; actively involve in the development, production and commercialization of PoC and Digital Transformation services, including use of SMAC, IoT, Industrial IoT, Digital Platform &amp; API, AI, AR/VR, Robotics, 5G, Blockchain, etc.</li> <li>- Building a team of senior-level experts in digital architecture, Data Science, AI, as well as globally connecting Vietnamese experts in this field.</li> </ul>
Implement robust and comprehensive Digital	<ul style="list-style-type: none"> <li>- Achieve Digital Transformation rate targets of 10% - 30% - 50% in the</li> </ul>	<ul style="list-style-type: none"> <li>- Develop and implement the Project of transforming FPT information</li> </ul>

Goal	Mission	Action
Transformation inside the Corporation and member companies.	activities of business units from 2018 to 2020	system into digital and IoT platforms.
Building ecosystem on an open IoT platform.	FPT - Develop IoT solutions for transportation, healthcare, e-government, banking, etc.;; - Build Open IoT Platform and FPT ecosystem, with the partner growth of 100% per year.	- Construct R&D centers, ensuring an innovative and creative environment for developing technological solutions. - Build an ecosystem which is based on IoT platform, as well as on artificial intelligence between the subsidiary companies, in order to connect with the community and strengthen the competitiveness of the Corporation. - Effectively operate incentive programs for the startup community.
Develop digital human resources.	- Doubling the number of IT students universities are trained in digital transformation.	- Introduce the topics of Digital Transformation and Artificial Intelligence into the curricula of FPT University and other universities nationwide.

**3.2. Heightening the position**

Goal	Mission	Action
Dramatic changes in business scale.	- Making gigantic changes in business scale via large long-term contracts; full service solutions; high-value services; new products or services, new areas with significant sales.	- Develop and implement a challenging business growth plan, in tight association with the standardization, development and deployment of annual customer service development plans, aiming for high-valued projects.
Implement Digital Transformation solutions of FPT, domestically and internationally	- Revenue growth of FPT's Digital Transformation solution reaches an annual average of 50%.	Develop and deploy programs to seek suitable customers; Improve the quality of Digital Transformation solutions via building a learning environment, as well as maximizing the creative capacity of employees in the whole Corporation.

**3.3. Orientation for sustainable development**

Goal	Mission	Action
Sustainable business growth	<ul style="list-style-type: none"> <li>- Ensure that the revenue growth and profit growth increase two digital, in tight combination with the processes of risk control and cost optimization.</li> <li>- Promote the development of FPT's pioneer brand in the 4.0 Revolution.</li> </ul>	<ul style="list-style-type: none"> <li>- Sustainable revenue growth and profit growth from the traditional business sectors, coupled with promotion of revenue from globalization, Social Mobile Analytics Cloud (S.M.A.C), intelligent services, IoT.</li> <li>- Build a solid foundation for FPT which is based on the factors of human and technology, across the whole the Corporation and subsidiary companies: improve the quality of IT human resources; develop new technologies, invest in IT infrastructure, and strengthen the strategic advisory function, regarding the IT sector, to the Government.</li> <li>- Comply with the tax policies and pay taxes, contributing to the implementation of the Government's social development goals.</li> </ul>
Positively contribute to the development of society	Invest in education quality improvement and build the digital labor force for the society	<ul style="list-style-type: none"> <li>- Build IT resources, and develop a generation of young IT engineers, with advanced professional qualifications and foreign language skills, for both FPT and the entire society.</li> <li>- Increase staff engagement with community activities such as charity, community development, disaster reliefs, support of school constructions in disadvantaged localities.</li> </ul>
Environmental protection	- Raise awareness of environmental protection, economical and efficient use of natural resources.	<ul style="list-style-type: none"> <li>- Implement economical and efficient use of energy and water resources in office buildings and FPT school campuses, by raising awareness of saving and renovating infrastructure systems.</li> <li>- Monitor the processes of waste collection and treatment at FPT offices, ensuring that they meet the permitted standards.</li> </ul>

**V. The BOD's plan and orientation for 2018**

With the prospect of domestic and international macroeconomic, the trend development trend of information technology in the Industrial Revolution 4.0 and the strategic direction of the Company, the Board or Directors announced business plans in 2018 as follows:

## 1. Main targets for 2018

Business sectors	Revenue			Profit before tax		
	2017	2018	YoY change	2017	2018	YoY change
Technology	11,083	12,149	9.6%	1,131	1,460	29.1%
Telecom	7,652	8,660	13.2%	1,222	1,394	14.0%
Education & Investment	1,044	1,090	4.5%	245	216	-12.0%
<i>Profits from affiliated companies in retail and distribution sectors</i>	0	0		358	414	15.6%
<b>Total</b>	<b>19,778</b>	<b>21,900</b>	<b>10.7%</b>	<b>2,957</b>	<b>3,484</b>	<b>17.8%</b>
<i>Consolidated adjusted</i>	24,067	0	-100.0%	1,298	0	-100.0%
<b>Total (after Consolidated adjusted)</b>	<b>43,845</b>	<b>21,900</b>	<b>-50.1%</b>	<b>4,255</b>	<b>3,484</b>	<b>-18.1%</b>

After divestments from the Retail and Distribution segments, 2018 was the first year the main activities of FPT just over 03 sectors, include: Technology, Telecommunication, Education. FPT's financial picture will change with the only revenue comes from the technology, telecommunications and education sectors, which have high profit margins overall profit margin of the Corporation will increase 2 times up to almost 16%.

## 2. Prospect and directions by business sectors

### 2.1. Technology sector

With great opportunities ahead in the global software services market, the Corporation has determined that it will step up its activities in the field of software outsourcing by focusing on the following orientations in 2018: (1) increasing sales from large customers; (2) majorly investing in new technologies such as AI, IoT, Robot Technology ... and especially Smart factory technology; (3) continuing to enhance specialized capacity in some key sectors such as aviation, automobile, finance and banking; (4) continuing to develop staff and experts, especially teams with new technology skills; (5) seeking merger / acquisition opportunities in the US and Japan markets, targeting companies with revenues of USD 50-200 million to develop the Corporation's strategic capabilities and technologies.

The Software solutions, IT services and Systems integration will focus on transforming business model from traditional business model to technology leasing one; Increasing the proportion of revenue and profit from corporate customers, focusing on large customers with high turnover and profit, taking advantage of the 4.0 Technology Revolution to create a new industry.

### 2.2. Telecom sector

Considering infrastructure is the foundation of telecommunication business as well as other value-added services. In 2018, the telecom sector will continue to deploy, expand and upgrade optical infrastructure in other regions as well as continue to expand coverage to develop new subscribers. Continuing the good growth momentum in the previous years, Pay TV segment is stepping up its development and content diversification, bringing new experiences for customers in 2018. In addition, FPT will enhance investing in new telecom products and services based on strong infrastructure. The Digital Content will continue to be improved and invested to catch new technological trends.

### 2.3. Education segment

With the strategy to become an educational system with five criteria of multi-level, multidisciplinary, multi-segment, multi-modal and multi-location, in 2018, education segment will focused on Mega Education System developing in Da Nang, Can Tho. In addition to that, high school sector will be expanded to primary and secondary level.

### 3. The investment plan for 2018

In 2018, FPT will focus on investing in these following main activities:

- Infrastructure for Telecom services, includes: telecommunication infrastructure in buildings to expand business; 01 the sea fiber network; underground the fiber backbone in the central region.
- Offices for the Technology sector to meet long-term demand with reasonable costs.
- New educational campuses.

The investment demand in 2018 is as follows:

<b>Capital expenditure guidance by business sectors</b>	<b>2018</b> <i>(Unit: VND in billion)</i>
Technology	1,210
Telecom	2,005
Education & Investment	511
<b>Total</b>	<b>3,726</b>

In 2018, the BOD will maintain regular quarterly meetings pursuant to the law and organize some sessions in the form of collecting opinions in writing to implement resolutions of the AGM. It will also direct the implementation of strategic directions, programs and targets for 2018. Details are as follow:

- Promoting Globalization and Pioneering in Digital Transformation, driving the growth motivation for the Corporation;
- Supervising the implementation of restructuring in subsidiaries to improve efficiency;
- Enhancing capability of management teams in response to the development strategies of the Corporation and promoting the Founder's Mentality;
- Improving corporate governance in accordance with international standards, at the same time enhancing the role of risk management in financial management, accounting and auditing, and corporate risk management;
- Continuing to promote years-built platforms to achieve sustainable business growth, build up strong human resources and technology development for the community as well as raising awareness of environment protecting in employees.

**ON BEHALF OF THE BOD**

**CHAIRMAN**

**(Signed)**

**Truong Gia Binh**

Hanoi, March 21<sup>st</sup>, 2018

## REPORT OF THE SUPERVISORY BOARD IN 2017

### I. THE SUPERVISORY BOARD'S ACTIVITIES IN 2017

The 2017 annual General Shareholders Meeting (AGM) dated March 31<sup>st</sup>, 2017 dismissed the Supervisory Board term of 2012 - 2017 and elected the Supervisory Board term of 2017 – 2022. The Supervisory Board has the following tasks: supervise implementation of the Corporate Charter and resolutions of the AGM; supervise financial activities; monitor activities of the BOD and the BOM as regulated by law.

The Supervisory Board term of 2017 – 2022 has three members, two of whom are reappointed. The details are as follow:

No.	Member	Position	Commencement date
1	Mr. Nguyen Viet Thang	Head	April 12 <sup>nd</sup> , 2012, reappointed as a member of the Supervisory Board for the term 2017 – 2022 by the 2017 AGM on March 31 <sup>st</sup> , 2017 and reelected as Head of the Supervisory Board on April 3 <sup>rd</sup> , 2017
2	Mr. Nguyen Khai Hoan	Member	April 12 <sup>nd</sup> , 2012, reappointed as a member of the Supervisory Board by the 2017 AGM on March 31 <sup>st</sup> , 2017
3	Mrs. Nguyen Thi Kim Anh	Member	Reappointed by the AGM as a member of the Supervisory Board at 31/03/2017

In financial year 2017, the Supervisory Board continually monitored and recommended administrative changes to be made in company operations, as well as strengthened monitoring procedures and ensured the transparency in the corporation's financial activities.

#### 1. Meeting sessions of the Supervisory Board

In 2017, the Supervisory Board had 6 sessions. Details of the content were as follows:

Session	Participant	Content
<b>1<sup>st</sup> Session</b> March 23 <sup>th</sup> , 2017	3/3	<ul style="list-style-type: none"> <li>- Reviewed and evaluated the Corporation's 2016 consolidated financial statement; evaluated the 2016 business results and documents of the 2017 AGM prepared by the Board of Management.</li> <li>- Evaluated supervision compliance with regulations of members of the BOD, BOM and the Corporation's management positions in 2016.</li> <li>- Discussed and assigned preparations for the Supervisory Board's reports on 2016 activities and the plan for 2017.</li> </ul>
<b>2<sup>nd</sup> Session</b> April 03 <sup>rd</sup> , 2017	3/3	<ul style="list-style-type: none"> <li>- Elected the Head of the Supervisory Board for the term of 2017 – 2022 (Mr. Nguyen Viet Thang).</li> <li>- Assigned detailed tasks to each member in 2017 after the 2017 AGM.</li> </ul>
<b>3<sup>rd</sup> Session</b> May 26 <sup>th</sup> , 2017	3/3	<ul style="list-style-type: none"> <li>- Reviewed and evaluated the Corporation's first quarter financial statements.</li> <li>- Visited and reviewed the report on the FPT City project in Da Nang.</li> <li>- Visited and worked with FPT Software - Da Nang.</li> </ul>



Session	Participant	Content
		- Assigned immediate tasks in coordination with the Inspection Committee regarding the compliance of the Corporation and the internal work of the Supervisory Board.
<b>4<sup>th</sup> Section</b> July 25 <sup>th</sup> , 2017	3/3	- Reviewed and evaluated the Corporation's 2017 second quarter consolidated financial statements; evaluated business results in the first two quarters of 2017. - Evaluated supervision compliance with regulations of members of the BOD, BOM and the Corporation's management positions in the first half of 2017. - Discussed and assigned work control in a number of areas with subsidiaries.
<b>5<sup>th</sup> Section</b> October 19 <sup>th</sup> , 2017	3/3	- Reviewed and evaluated the Corporation's 2017 third quarter consolidated financial statements; evaluated the business results in the first nine months of 2017, prepared by the BOM. Assessed the Corporation's ability to reach the 2017 revenue and profit target. - Reviewed and evaluated the internal supervision results of the Compliance Monitoring Department in the first nine months.
<b>6<sup>th</sup> Section</b> December 27 <sup>th</sup> , 2017	3/3	- Planned for the inspection of overdue debts, inventories, and the issuance of preferential shares for employees in 2016. - Discussed and evaluated the feasibility of completing the plan and considered the results of production and business activities in 2017. - Discuss the Supervisory Board's work plan for 2018.

## 2. Working results of the Supervisory Board

### - Monitoring the implementation of the resolutions of the 2017 AGM

2017 was a difficult year for the economy but the Corporation has accomplished nearly all of the main objectives set in AGM Resolutions in 2017.

- ✓ The company has completed the appropriation of statutory funds, to ensure the obligation to remit the State budget fully.
- ✓ The company has paid the 2016 dividend of 10% in cash and 15% in shares and paid advance 10% the cash dividend in 2017 in accordance with the resolution approved by the Annual General Meeting of Shareholders in 2017.
- ✓ Business results in 2017: revenue reached VND 43,845 billion, achieving 94% of target revenue and increasing by 8% compared to 2016. Profit after tax was VND 3,522 billion, up 37% over the same period.
- ✓ Paying remuneration to the BOD and Supervisory Board: in 2017, the company paid full remuneration to members of the Board of Directors and Supervisory Board in accordance with regulations as well as quota approved by the General Meeting of Shareholders 2017.

### - Supervision activities of the Board of Supervisors for the BOD, BOM and shareholders

- ✓ Inspected, supervised and ensured that the company operates in accordance with the Law on Enterprises, and supervised the implementation of the resolution passed by the 2017 AGM.

- ✓ The Supervisory Board attended all BOD meetings during the period and made positive contributions.
  - ✓ The Supervisory Board monitored the implementation of the policy of issuing preferential shares to employees in 2017 in accordance with the resolution passed by the 2017 AGM.
- **The operating collaboration between the Supervisory Board and the BOD, BOM and management staff**
- ✓ The Supervisory Board consistently received full information on the Corporation's business plan for the period.
  - ✓ The Supervisory Board actively and regularly coordinated with the BOD and BOM.
  - ✓ The Supervisory Board collaborated with the Compliance Monitoring Department to monitor supervision results for the period.
- **Monitoring the compliance**
- ✓ In 2017, the Supervisory Board found no matters associated with the activities of members of the BOD, BOM or the Corporation's managers which affected or violated regulations of the State or the Corporation.
- **Other activities of the Supervisory Board**
- ✓ Reviewed the quarterly financial reports provided by the Board.
  - ✓ Supervised the issuance of shares throughout the year to ensure compliance with the regulations of the state and expectation of the shareholders.
  - ✓ Evaluated and inspected the situation of overdue debts and bad debts and the status of inventory in stock for too long.
  - ✓ Cooperated with the BOM to evaluate and select Deloitte Vietnam as the 2017 independent auditor.

### 3. Summary of remuneration and operating expenses of the Supervisory Board

In 2017, members of the Supervisory Board made effort to accomplish their assigned functions and duties.

About the Supervisory Board's remuneration and expenses: In the total remuneration package of 904.200.000 VND approved by the AGM in 2017, the corporation has paid 739.200.000 VND and 15.300.000 VND for the Board of Supervisory's remuneration and business expenses respectively. Last year, the Supervisory Board did not outsource any consulting services. The details are as follow:

	<b>Content</b>	<b>Budget (VND)</b>	<b>Advance payment (VND)</b>
1	Outsourcing consulting services	90,000,000	0
2	Supervisory Board remuneration	739,200,000	739,200,000
3	Bussiness expenses	75,000,000	15,300,000
	<b>Total</b>	<b>904,200,000</b>	<b>754,500,000</b>

The detailed compersation of the Supervisory Board in 2017 is as follow:

<b>Member</b>	<b>Position</b>	<b>Monthly Compensation (VND)</b>
Mr. Nguyen Viet Thang	Head	28,783,333
Mr. Nguyen Khai Hoan	Member	16,408,333
Ms. Nguyen Thi Kim Anh	Member	16,408,333

The Supervisory Board submits the 2018's AGM to approve the 2017 remuneration paid in advance.

## II. THE SUPERVISORY BOARD'S 2018 OPERATING PLAN

- Monitoring compliance with the resolutions of the 2018 AGM Meeting; Reviewing evaluation report of the Independent Auditor and monitoring the implementation of issues raised by the audit.
- Reviewing and supervising annual financial regulations, rules, operational regulations and policies issued by the BOD and BOM in the year; at the same time, ensuring legal compliance and assessing impacts on the interests of shareholders when implementing these regulations.
- Strengthening cooperation between the Supervisory Board and Compliance Monitoring Board to assess and timely handle emerging issues; and supervising the process after checking/inspection.

### *Budget for Supervisory Board's activities in 2018*

For 2018, the Supervisory Board submitted the 2017's AGM to approve the operating expenses budget as follows:

No.	Description	Unit	Quantity	Price (VND)	Amount (VND)
1	Outsource professional consultants	H	50	2,000,000	100,000,000
2	Remuneration for the Supervisory Board members	H	864	1,200,000	1,036,800,000
3	Travelling expense	Times	5	15,000,000	75,000,000
<b>Total</b>					<b>1,211,800,000</b>

**ON BEHALF OF THE SUPERVISORY BOARD,  
HEAD OF THE SUPERVISORY BOARD**

(Signed)

**Nguyen Viet Thang**

## APPENDIX 01: PROPOSAL FOR ADJUSTMENT AND SUPPLEMENTATION OF COMPANY CHARTER OF FPT CORPORATION

No.	Current provisions of the Charter	Proposed contents of adjustment and supplementation	Legal basis
1.	<p><b>Preamble:</b></p> <p>“This Charter is approved by a valid resolution of the General Meeting of Shareholders of FPT Corporation officially held on March 31, 2016.”</p>	<p><b>Amend as follows:</b></p> <p>“This Charter is approved by a valid resolution of the General Meeting of Shareholders of FPT Corporation officially held on <u>[date month year 2018]</u>.”</p>	In line with the actual adoption date of this Charter.
2	<p>Point f), Clause 1 of Article 1, Interpretation:</p> <p>f. "Related persons" are individuals or organizations defined in Clause 17, Article 4 of the Law on Enterprises;</p>	<p>Propose to adjust and supplement Point f), Clause 1 of Article 1 as follows:</p> <p>f. "Related persons" are individuals or organizations defined in Clause 17, Article 4 of the Law on Enterprises, <b><u>Clause 34, Article 6 of the Law on Securities.</u></b>"</p>	Clause 9, Article 2 of Decree No. 71. Point f), Clause 1 of the Sample Charter (Appendix 1 of Circular 95).
3	<p>Clause 2, Article 12 of the Charter, Obligations of Shareholders</p> <p>“2. Participating in General Meeting of Shareholders and exercising the right to vote either directly or through an authorized representative or a remote vote. Shareholders may authorize members of the Board of Directors to act as their representatives at the General Meeting of Shareholders.”</p>	<p>Propose to adjust and supplement Clause 2, Article 12 of the Charter, Obligations of Shareholders</p> <p><del>“2. Participating in General Meeting of Shareholders and exercising the right to vote either directly or through an authorized representative or a remote vote. Shareholders may authorize members of the Board of Directors to act as their representatives at the General Meeting of Shareholders.”</del></p> <p>2. Participating in General Meeting of Shareholders and exercising the right to vote in the following forms:</p> <ol style="list-style-type: none"> <li>a. Attending and voting directly at the meeting;</li> <li>b. Authorizing others to attend and vote at the meeting;</li> <li>c. Attending and voting through online meetings, electronic voting or other electronic forms;</li> <li>b. Sending votes to the meeting by mail, fax,</li> </ol>	In line with guidance at Appendix 1 of Sample Charter under Circular No. 95 (Clause 2, Article 13).

email.”

4	Ar Point 3, Article 13 of the Charter, General Meeting of Shareholders	Adjust and supplement Point 3, Article 13 of the Charter, General Meeting of Shareholders:	In line with guidance at Appendix 1 of Sample Charter under Circular No. 95 on General Meeting of Shareholders (Clause 3, Article 14)
	3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:	“3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:	
	<ul style="list-style-type: none"><li>a. The Board of Directors finds it necessary for the benefit of the Company;</li><li>b. The annual Balance Sheet, six-month or quarter reports or audit reports of the fiscal year reflecting equity have been halved (1/2) from the beginning;</li><li>c. The number of members of the Board of Directors is less than the number of members required by law or less than a half of number of members stipulated in the Charter;</li><li>d. Shareholders or groups of shareholders as stipulated in Clause 4 Article 11 of this Charter request in writing to convene the General Meeting of Shareholders. The request for convening the General Meeting of Shareholders must clearly state the reasons and purpose of the meeting, include the signatures of the concerned shareholders or the written request shall be made in copies, each of which must be signed by at least one related shareholder;</li><li>e. Upon request of Board of Supervisors;</li></ul>	<ul style="list-style-type: none"><li>a. The Board of Directors finds it necessary for the benefit of the Company;</li><li>b. The annual Balance Sheet, six-month or quarter reports or audit reports of the fiscal year reflecting equity have been halved (1/2) from the beginning.;</li><li>c. The number of members of the Board of Directors, <b>member of the Independent Board of Directors, Supervisors</b> is less than the number of members required by law <del>or less than a half of number of members stipulated in the Charter;</del> <b>or the number of members of the Board of Directors is reduced by more than one third (1/3) of the number of members stipulated in this Charter;</b></li><li>d. Shareholders or groups of shareholders as stipulated in Clause 4 Article 11 of this Charter request in writing to convene the General Meeting of Shareholders. The request for convening the General Meeting of Shareholders must clearly state the reasons and purpose of the meeting, include the signatures of the concerned shareholders or the written request shall be made in copies, each of which must be signed by at least one related shareholder;</li><li>e. Upon request of Board of <b>Supervisors if the Board of Supervisors has reason to believe that members of the Board of Directors or other executives seriously violate their obligations under Article 160 of the Law on Enterprises or the Board of Directors</b></li></ul>	

takes action or intends to take action beyond the scope of their powers;”

5 **Points n) and o), Clause 2 of Article 14, Powers and Duties of the General Meeting of Shareholders provide:**

- n. The General Director is also the Chairman of the Board of Directors;
- o. The Company or its branch enters into contracts with persons defined in Clause 1, Article 162 of the Law on Enterprises with total value equal to or greater than 20% of the total value of assets of the Company and its branches included in the latest audited financial statement;”

**Amend Points n) and o), Clause 2 of Article 14 as follows:**

- ~~n. The General Director is also the Chairman of the Board of Directors;~~
- n. **The Company or its branch enters into contracts with persons defined in Clause 1, Article 162 of the Law on Enterprises with total value equal to or greater than 20% of the total value of assets of the Company and its branches included in the latest audited financial statement; The Company enters into contracts with the entities defined in Clause 1, Article 162 of the Law on Enterprises with total value equal to or greater than 35% of the total value of assets of the Company included in the latest audited financial statement;**

- In line with Clause 2, Article 12 of Decree No. 71 provides “**2. The Chairman of the Board of Directors must not take over the position as the Director (General Director) of the same public company.**” This provision takes effect from August 1, 2020 according to the provisions of Clause 2, Article 37 of the Decree 71. However, it is recommended to be applied immediately.
- Provision of the Appendix 1 to the Sample Charter (Clause 2, Article 15 of the Sample Charter)

6 **Clause 1, Article 16 of the Charter, Change of Rights:**

“1. The change or cancellation of special rights associated with any type of preferred stocks is effective when it is approved by the shareholders holding at least 65% of the ordinary shares attending the meeting and at the same time holding at least 75% of the voting rights of the above voting preference shares. The convention of a meeting of shareholders holding a type of preference shares to pass the above mentioned change of rights shall be valid only when there are at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of the issued shares of that

**Amend, supplement Clause 1, Article 16 of the Charter, Change of Rights:**

“1. The change or cancellation of special rights associated with any type of preferred stocks is effective when it is approved by the shareholders holding at least 65% of the ordinary shares attending the meeting and at the same time holding at least ~~75%~~**65%** of the voting rights of the above voting preference shares. The convention of a meeting of shareholders holding a type of preference shares to pass the above mentioned change of rights shall be valid only when there are at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of the issued shares of that type approving the convention. In the absence of sufficient number of members as

Guidance at Appendix 1 to the Sample Charter under Circular No. 95 (Clause 1, Article 17 of the Sample Charter)

type approving the convention. In the absence of sufficient number of members as mentioned above, the meeting shall be reorganized within thirty (30) days thereafter and the holders of such shares (irrespective of the number of persons and the number of shares ) are present in person or through authorized representatives are considered sufficient number of members requested. At the meetings of the shareholders holding such preference shares, the holders of such shares presenting in person or through their representatives may request ballots. Each share of the same class has equal voting rights at the above-mentioned meetings.”

mentioned above, the meeting shall be reorganized within thirty (30) days thereafter and the holders of such shares (irrespective of the number of persons and the number of shares ) are present in person or through authorized representatives are considered sufficient number of members requested. At the meetings of the shareholders holding such preference shares, the holders of such shares presenting in person or through their representatives may request ballots. Each share of the same class has equal voting rights at the above mentioned meetings”

7

**Clause 3, Article 17 of the Charter, The convention of General Meeting of Shareholders, agenda and notice of the General Meeting of Shareholders:**

“3. The Notice of the General Meeting of Shareholders shall be sent to all shareholders and published on the media of the Stock Exchange (for companies listed or registered for trading), on website of the Company. The Notice of the General Meeting of Shareholders shall be sent at least fifteen (15) days prior to the date of the General Meeting of Shareholders, (as of the date the notice is sent or delivered in a duly manner, paid or put into the mailbox). The agenda for the General Meeting of Shareholders, the documents related to issues to be voted at the meeting shall be sent to the shareholders and/or posted on the website of the Company. In cases where the documents are not enclosed with the notice of the General Meeting of Shareholders, the invitation to the meeting must specify the website address so that shareholders can access.

**Amend, supplement Clause 3, Article 17 of the Charter as follows:**

“3. The Notice of the General Meeting of Shareholders shall be sent to all shareholders and published on the media of the Stock Exchange (for companies listed or registered for trading), on website of the Company. The Notice of the General Meeting of Shareholders shall be sent at least fifteen (15) days prior to the date of the General Meeting of Shareholders, (as of the date the notice is sent or delivered in a duly manner, paid or put into the mailbox). The agenda for the General Meeting of Shareholders, the documents related to issues to be voted at the meeting shall be sent to the shareholders and/or posted on the website of the Company. In cases where the documents are not enclosed with the notice of the General Meeting of Shareholders, the invitation to the meeting must specify the website address so that shareholders can access, including:

- a. **The agenda, documents used in the meeting;**
- b. **List and details of candidates in case of electing members of the Board of Directors and Supervisors;**
- c. **Voting cards;**

Guidance at Appendix 1 to the Sample Charter under Circular No. 95 (Clause 3, Article 18 of the Sample Charter)

- d. Form of representative assignment for meeting participation;
- b. e. Draft resolutions for each issue in the agenda.”

8 **Article 22: Minutes of General Meeting of Shareholders**

The Chairperson of the General Meeting of Shareholders is responsible for filing minutes of the General Meeting of Shareholders. Minutes of the General Meeting of Shareholders must be published on the Company's website within twenty four (24) hours from the ending date of the General Meeting of Shareholders. The Chairperson of the General Meeting of Shareholders shall be considered as the evidence of works performed at the General Meeting of Shareholders unless otherwise there is any objection to the contents of the minutes made in accordance with the procedures prescribed ten (10) days from the date of minutes publishment. The minutes must be in Vietnamese with the signatures of the Chairperson and the Secretary of the meeting and be prepared in accordance with the Law on Enterprises and this Charter. Written records, minutes and books of signatures of shareholders attending the meeting and written authorization to attend must be kept at the head office of the Company.

Amend, supplement another Clause for Article 22 of the Charter as follows:

**“1. The General Meeting of Shareholders must be recorded in minutes or in sound recorders and filed in any other electronic forms. The minutes must be made in Vietnamese and may be additionally made in English and include the following principal contents:**

- a. Name, address of head office, Enterprise No.;
- b. Time and place of the General Meeting of Shareholders;
- c. Agenda and contents of the meeting;
- d. Full names of the Chairperson and Secretary;
- e. Summary of the meeting progress and the opinions stated in the General Meeting of Shareholders on each issue in the agenda;
- f. Number of shareholders and total number of votes of shareholders attending the meeting, annex of the register of shareholders, representatives of shareholders attending the meeting with the corresponding number of shares and number of votes;
- g. Total number of votes for each voting issue, state clearly voting method, total number of valid, invalid, approved, disapproved and unqualified votes; The ratio of the total number of votes of shareholders attending the meeting;
- h. Issues passed in the meeting and the

Guidance at Appendix1 to the Sample Charter under Circular No. 95 (Article 23 of the Sample Charter)

corresponding ratio of agree votes;

- i. Signatures of Chairperson and Secretary.

The Minutes in Vietnamese and English have the same legal effect. In case of differences in the contents of the minutes in Vietnamese and English, the contents in the Vietnamese version of the minutes shall take effect..

2. The Chairperson of the General Meeting of Shareholders is responsible for filing minutes of the General Meeting of Shareholders. Minutes of the General Meeting of Shareholders must be published on the Company's website within twenty four (24) hours from the ending date of the General Meeting of Shareholders or sent to all shareholders within fifteen (15) days after the meeting ended. The Minutes of the General Meeting of Shareholders shall be considered as the evidence of works performed at the General Meeting of Shareholders unless otherwise there is any objection to the contents of the minutes made in accordance with the procedures prescribed ten (10) days from the date of minutes publishment. Written records, minutes and books of signatures of shareholders attending the meeting and written authorization to attend must be kept at the head office of the Company.

9 **Article 24 of the Charter, composition and tenure of members of the Board of Directors.**

Clause 6 of Article 24 provides:

“6. The Board of Directors may appoint another person to be a temporary member of the Board of Directors to replace the vacant position and the temporarily member must be approved at the next General Meeting of Shareholders. Upon approval by the General Meeting of

Amend the title and supplement Clause 3 of Article 24 as follows:

“Article 24 Composition, **tenure nomination and self-nomination** of members of the Board of Directors:

3. Where the candidate has been identified, information relating to candidates for the Board of Directors is included in the meeting documents and published on the website of the Company at least ten (10) days before the opening of the General Meeting of

In compliance with Clause 1, Article 25 of the Sample Charter issued under Circular No. 95.

Shareholders, the appointment of such new member shall be effective as of the date appointed by the Board of Directors. The tenure of a new member is from the date the appointment to the end of the term of the Board of Directors. In case the new member is not approved by the General Meeting of Shareholders, any decision of the Board of Directors before the General Meeting of Shareholders is still considered effective.

7. The appointment of members of the Board of Directors must be disclosed in accordance with provisions of the law on securities and rules of securities market.”

**Shareholders so that shareholders can find out about these candidates before voting. The candidates for Board of Directors must commit in writing for the truthfulness, accuracy and reasonableness of the personal information to be disclosed and to commit to the task honestly if elected as a member. Minimum information relating to candidates for the Board of Directors shall be published including the following contents:**

- a. **Full name, date of birth;**
- b. **Educational background;**
- c. **Qualification;**
- d. **Employment history ;**
- e. **Companies in which the candidate holds the position of member of the Board of Directors and other managerial positions;**
- f. **Evaluation report on the contribution of the candidate to the Company, if the candidate is currently a member of the Board of Directors;**
- g. **Benefits related to the Company (if any);**
- h. **Full name of the shareholder or group of shareholders nominating the candidate (if any);**
- i. **Other information (if any)."**

~~Deleted Clause 6 and 7 of Article 24~~

~~6. The Board of Directors may appoint another person to be a temporary member of the Board of Directors to replace the vacant position and the temporarily member must be approved at the next General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the appointment of such new member shall be effective as of the date appointed by the Board of~~

~~Directors. The tenure of a new member is from the date the appointment to the end of the term of the Board of Directors. In case the new member is not approved by the General Meeting of Shareholders, any decision of the Board of Directors before the General Meeting of Shareholders is still considered effective.~~

~~7. The appointment of members of the Board of Directors must be disclosed in accordance with provisions of the law on securities and rules of securities market.”~~

10	<b>Clauses 2 and 3, Article 25 of the Charter, Membership of Board of Directors:</b>	<b>Amend, supplement Clauses 2 and 3, Article 25 of the Charter as follows:</b>	In compliance with Clauses 2 and 3, Article 12 of Decree No. 71.
	“2. The Chairman of the Board of Directors must not concurrently be the General Director, unless the concurrent holding of these positions is approved at the meeting of annual General Meeting of Shareholders or any other circumstances in accordance with laws and the Charter.	“2. The Chairman of the Board of Directors must not concurrently be the General Director, <del>unless the concurrent holding of these positions is approved at the meeting of annual General Meeting of Shareholders or any other circumstances in accordance with laws and the Charter.</del>	
	3. A member of the Board of Directors is not allowed to be concurrently the member of the management board of more than five (5) other companies, except for other companies in the same Group or such member is the representative of a fund management company, securities investment company or other circumstances as stipulated by laws from time to time.”	3. A member of the Board of Directors is not allowed to be concurrently the member of the management board of more than five (5) other companies., <del>except for other companies in the same Group or such member is the representative of a fund management company, securities investment company or other circumstances as stipulated by laws from time to time.”</del>	
11	<b>Clause 5, Article 26 of the Charter on Rights and obligations of members of the Board of Directors</b>	<b>Amend, supplement Clause 5, Article 26 of the Charter as follows:</b>	In compliance with Clause 3, Article 14 of Decree No. 71.
	“5. The Company may, and is not obliged to, purchase liability insurance for members of the Board of Directors after obtaining approval from the Board of Directors. However, such	“5. <del>The Company may, and is not obliged to, purchase liability insurance for members of the Board of Directors after obtaining approval from the Board of Directors. However, such insurance shall not include insurance for liabilities of members of the</del>	

insurance shall not include insurance for liabilities of members of the Board of Directors in relation to any breach of law and the Charter.”

~~Board of Directors in relation to any breach of law and the Charter.”~~

**“5. The company may purchase liability insurance for members of the Board of Directors. Such insurance shall not include insurance for liabilities of members of the Board of Directors related to the violation of Law and Company Charter.”**

12 **Point d), Clause 2, Article 27 of the Charter on Powers and duties of the Board of Directors.**

d. To make decisions on the structure of the company, internal management regulations of the Company;”

Point f), Clause 4 of Article 27 provides:

f. The purchase or sale of shares, contributed capital in other companies established in Vietnam or abroad;”

**Amend, supplement Clause 2, Article 27 of the Charter as follows:**

d. To make decisions on the structure of the company, internal management regulations of the Company. **Internal regulations on corporate governance must be drafted by the Board of Directors and presented in the General Meeting of Shareholders for approval.”**

Amend Point f), Clause 4 of Article 27 as follows:

f. The purchase or sale of shares, contributed capital in other companies. ~~established in Vietnam or abroad;~~

In compliance with Article 7 of Decree 71.

13

Supplement a clause after the recent Article 30 as follows:

**“Article 31. Persons in charge of corporate governance**

1. The Board of Directors must nominate at least 1 person to be in charge of corporate governance to assist the corporate governance effectively; His or her tenure is decided by the Board of Directors, maximum of five (05) years.

2. The person in charge of corporate governance must meet the following requirements:

- a. Be knowledgeable about law;
- b. Not work for the independent auditing company performing audits of the company’s financial statements;

Regulations of Article 18 of Decree 71 about persons in charge of corporate governance. Guidelines in Appendix 1 of Sample Charter, Circular 95 (Article 32 of the Sample Charter)

- c. Other standards are pursuant to the laws, this charter and the decisions of the Board of Directors.
3. The Board of Directors can dismiss Person in Charge of the Corporate governance when needed but not against the current Labor Code.
  4. A person in charge of corporate governance has the following rights and obligations:
    - a. Advising the Board of Directors on the organization of convening the meeting of General Meeting of Shareholders in compliance with regulations and law and the related works between the Company and shareholders;
    - b. Preparing meetings of the Board of Directors, Board of Supervisors and General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
    - c. Advising on the procedures of meetings
    - d. Participating in meetings
    - e. Advising on procedures for resolutions of the Board of Directors in accordance with regulations of law;
    - f. Providing financial information, copies of meeting minutes of the Board of Directors and other information for members of the Board of Directors and Supervisors;
    - g. Monitoring and reporting to the Board of Directors on the operation of publishing information of the Company;
    - h. Ensuring the security of information in accordance with regulations of law and the Company's Charter;
    - i. Other rights and obligations in accordance with regulations of law and the Company's Charter

14      Clause 1, Article 34 of the Charter on Amend and supplement Clause 1, Article 34 of the      In compliance with the  
 Appointment, dismissal, tasks and powers of      Charter on Appointment, dismissal, tasks and powers      Sample Charter      under

the General Director:

“1. The Board of Directors appoints a member of the Board or another person as the General Director; signs a contract which stipulate salaries, remuneration, benefits and other related provisions. Information about salaries, allowances and benefits of the General Director must be reported to the Annual General Meeting of Shareholders and included in the annual report of the Company..”

of the General Director:

“1. The Board of Directors appoints a member of the Board or another person as the General Director; signs a contract which stipulate salaries, remuneration, benefits and other related provisions. Information about salaries, allowances and benefits of the General Director and other managers must be reported to the Annual General Meeting of Shareholders, **annual Financial Statement** and included in the annual report of the Company.

Circular No. 95

15 Clause 1, Article 35 of the Charter:

“1. The Board of Supervisors of the Company includes 03 members. The members of the Board of Supervisors must not be in the Accounting and Finance Department of the Company, a member or employee of an independent audit firm performing audits of financial statements of the Company. Members of the Board of Supervisors must be accountants or auditors”.

Amend and supplement Clause 1, Article 35 of the Charter as follows:

“1. The Board of Supervisors of the Company includes 03 members. The members of the Board of Supervisors must not be in the Accounting and Finance Department of the Company, a member or employee of an independent audit firm performing audits of financial statements of the **Company in the last 3 years**. Members of the Board of Supervisors must be accountants or auditors.”

Guidance at Appendix 1 to the Sample Charter under Circular No. 95 (Clause 2, Article 37 of the Sample Charter)

16 Clause 5, Article 35 of the Charter on Supervisors:

“5. The status as a member of the Board of Supervisors shall be terminated in the following cases:

- a. Such member is prohibited from being a member of the Board of Supervisors by laws;
- b. Such member resigns by sending a written notice to the head office of the Company;
- c. Such member suffers a mental disorder and other members of the Board of Supervisors have professional evidence that such person has lost capacity for civil acts;
- d. Such member is absent and does not

**Amend and supplement Clause 5, Article 35 of the Charter, Supervisors as follows:**

**5. The status as a member of the Board of Supervisors shall be terminated in the following cases:**

- a. **He or she no longer meets the standard of being an member or Board of Supervisors as regulated in the Law on Enterprises;**
- b. **He or she did not exercise their duties and obligations in six (06) consecutive months except in force majeure circumstances;**
- c. **He or she has approved resignation letters;**
- d. **Other cases as regulated in this Charter and Laws.**

**6. The status as a member of the Board of Supervisors shall be dismissed in the following**

Guidance at Appendix 1 to the Sample Charter under Circular No. 95 (Clauses 4 and 5, Article 37 of the Sample Charter)

attend the meetings of the Board of Supervisors for six (6) consecutive months without approval of the Board of Supervisors, and the Board of Supervisors decides that the position of such member is vacated;

- e. Such member is dismissed from the position of the member of the Board of Supervisors by a decision of the General Meeting of Shareholders.”

**cases:**

- a. **Do not complete assigned duties;**
- b. **Seriously violate the duties of a member of Board of supervisory as regulated in Law on Enterprises and this Charter;**
- c. **The decision of the General Meeting of shareholders;**
- d. **d. Other cases as regulated in Laws and this Charter;**

17 Clause 1, Article 36 of the Charter on Board of Supervisors

**Supplement behind Point h), Clause 1, Article 36 of the Charter, Board of Supervisors as follows:**

- i. **The Board of Supervisors is responsible to shareholders of the company for its supervisory activities;**
- j. **The Board of Supervisors is responsible for supervising the financial situation of the company, the legality of activities of the members of the Board of Directors, of the Director (General Director) and other managers, the co-ordination of activities between the Board of Supervisors and the Board of Directors, the Director (General Director) and shareholders.**
- k. **If the Board of Supervisors discovers any breach of law or of the company charter by a member of the board of management, the executive Director (General Director) or any other manager, the Board of Supervisors must notify the board of management in writing within forty eight (48) hours, requesting the person committing the breach to cease such breach and take measures to remedy any consequences.**
- l. **The Board of Supervisors is responsible for making a report at the General Meeting of Shareholders.**
- m. **Other rights and obligations as regulated in**

Guidance at Appendix 1 to the Sample Charter under Circular No. 95 (Clause 1, Article 38 of the Sample Charter).

18 **Article 38. Responsibility to be honest and avoidance of conflicts of interest:**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other Managers are not permitted to use business opportunities profitable to the Company for personal purposes; and concurrently are not permitted to use information obtained by virtue of their positions for their personal interests or for the interests of other organizations or individuals.
2. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other Managers are obliged to notify the Board of Directors of any interest which may conflict with the interests of the Company and which they may be titled to via other economic legalities, transactions or individuals.
3. The Company shall not provide any loan or guarantee to any member of the Board of Directors, any member of the Board of Supervisors, the General Director, other managers and their related persons or legalities in which the above-mentioned persons have financial interests, except where such loan or guarantee has been approved by the General Meeting of Shareholders.
4. A contract or transaction between the Company and one or more members of the Board of Directors or of the Board of Supervisors, the General Director,

**Supplement Clause 1, amend Clause 4, Article 39 of the Charter as follows:**

**1. Members of the Board of Directors, Board of Supervisors, Director (General Director) and other managers have to publicize their related interests as regulated in Article 159 Laws on Enterprises and other Laws.**

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other Managers are not permitted to use business opportunities profitable to the Company for personal purposes; and concurrently are not permitted to use information obtained by virtue of their positions for their personal interests or for the interests of other organizations or individuals.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers are obliged to notify the Board of Directors of any interest which may conflict with the interests of the Company and which they may be titled to via other economic legalities, transactions or individuals.

**4. Unless the General Meeting of Shareholders has other decisions, the Company must not provide loans or sponsor members of the Board of Directors, the Board of Supervisors, Chairman (CEO), other managers and individuals related to mentioned members in which these persons have the financial interest; unless organizations and enterprises related to these persons are Subsidiary and Affiliated company of the enterprise.**

5. Company and one or more members of the Board of Directors or of the Board of Supervisors, the General Director, other Managers or their related

In compliance with the Sample Charter under Circular No. 95 (Article 41 of the Sample Charter)

other Managers or their related persons, or a company, partner, association or organization of which a member of the Board of Directors or of the Board of Supervisors or other Managers or their related persons are members or are involved in terms of financial interests shall not be invalid in the following cases:

- a. With respect to a contract with a value of less than 20% of the total value of assets recorded in the most recent financial statements, the important factors regarding the contract or transaction as well as relations and interests of a manager or member of the Board of Directors have been reported to the Board of Directors or to the relevant sub-committee. At the same time, the Board of Directors or such sub-committee permitted to implement such contract or transaction honestly by majority of votes of members of the Board of Directors who do not have any related interest;
- b. With respect to a contract with a value of more than 20% of the total value of assets recorded in the most recent financial statements, the important factors regarding the contract or transaction as well as relations and interests of a manager or member of the Board of Directors have been disclosed to the shareholders who do not have any related interest and have the voting right with respect to such matter, and such shareholders voted in favor of such contract or transaction;
- c. Such contract or transaction is considered as fair and reasonable by an independent consultancy or organization and in any respect relates to the shareholders of the

persons, or a company, partner, association or organization of which a member of the Board of Directors or of the Board of Supervisors or other Managers or their related persons are members or are involved in terms of financial interests shall not be invalid in the following cases:

- a. With respect to a contract with a value of twenty (20) percent or less of the total value of assets recorded in the most recent financial statements, the important factors regarding the contract or transaction as well as relations and interests of a manager or member of the Board of Directors have been reported to the Board of Directors or ~~to the relevant sub-committee~~. At the same time, the Board of Directors permitted to implement such contract or transaction honestly by majority of votes of members of the Board of Directors who do not have any related interest;
- b. With respect to a contract with a value of more than twenty (20) percent of the total value of assets recorded in the most recent financial statements, the important factors regarding the contract or transaction as well as relations and interests of a manager or member of the Board of Directors have been disclosed to the shareholders who do not have any related interest and have the voting right with respect to such matter, and such shareholders voted in favor of such contract or transaction.
- c. Such contract or transaction is considered as fair and reasonable by an independent consultancy organization and in any respect relates to the shareholders of the Company at the time such transaction or contract is permitted to be executed by the Board of Directors ~~or a sub-committee of the Board of Directors~~ or the General Meeting of Shareholders.
- d. Contracts or transaction between the

Company at the time such transaction or contract is permitted to be executed by the Board of Directors or a sub-committee of the Board of Directors or the shareholders.

Members of the Board of Directors, members of the Board of Supervisors, the General Director, other Managers and their related persons must not use information of the Company which has not yet been permitted to be disclosed, or must not disclose information to others in order to implement related transactions.

company with related persons of Board of Directors, Board of Supervisors, other managers as Subsidiary and Affiliated, have the value of less than 35% of the total assets recorded in the latest financial report, approved by Board of Directors.

Members of the Board of Directors, members of the Board of Supervisors, the General Director, other Managers and their related persons must not use information of the Company which has not yet been permitted to be disclosed, or must not disclose information to others in order to implement related transactions.

19	<p>Clause 1, Article 55 of the Charter: Termination of operations</p> <p>“1. The Company may be dissolved or terminated its operations in the following cases:</p> <ul style="list-style-type: none"><li>a. Upon expiry of the Company's term of operation, even after extension;</li><li>b. The Court declares that the company is bankrupt according to the current laws;</li><li>c. Dissolution ahead of schedule as decided by the General Meeting of Shareholders;</li><li>d. Other cases as prescribed by law.</li></ul>	<p>Amend, supplement Clause 1, Article 55 of the Charter: Termination of operations as follows:</p> <p>“1. The Company may be dissolved or terminated its operations in the following cases:</p> <ul style="list-style-type: none"><li>a. Upon expiry of the Company's term of operation, even after extension;</li><li>b. The Court declares that the company is bankrupt according to the current laws;</li><li>c. Dissolution ahead of schedule as decided by the General Meeting of Shareholders;</li><li><b>d. <u>Revocation the business registration certificate.</u></b></li><li>e. Other cases as prescribed by the law.</li></ul>	<p>In compliance with Clause 1, Article 52 of the Sample Charter</p>
20	<p>Clause 1, Article 59 of the Charter, Effective date is amended as follows:</p> <p>“1. This Charter including 59 articles, 22 chapters unanimously approved on ____ in 2016 in Hanoi by the General Meeting of Shareholders of FPT Corporation, of which it approved the validity in full text of this Charter.”</p>	<p>Clause 1, Article <del>59</del> <b>60</b> of the Charter, Effective date is amended as follows:</p> <p>“1. This Charter including __ articles __ chapters unanimously approved on ____ in 2018 in Hanoi by the General Shareholders Meeting of FPT Corporation, of which it approved the validity in full text of this Charter.”</p>	<p>Amend according actual circumstances.</p>

## APPENDIX 02

### PROPOSAL FOR ADJUSTMENT AND SUPPLEMENTATION OF THE RULES ON MANAGEMENT OF FPT CORPORATION

No.	Current provisions of the Rules	Proposed adjustments of and supplements to the Rules	Legal basis
1	Clause 2 of Article 5 on annual and extraordinary General Meetings of Shareholders:  “2. The Company must disclose information about the final list of shareholders entitled to attend the General Meeting of Shareholders at least five (05) business days before the record date.”	To adjust and supplement Clause 2 of Article 5 and supplement Clause 6 of Article 5 as follows:  “2. The Company must disclose information <del>about the final list of shareholders entitled to attend the General Meeting of Shareholders at least five (05) business days before the record date.</del> ” <b><u>about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 business days before the record date.</u></b>	Clauses 1 and 4 of Article 8 of the Decree No. 71/2017/ND-CP dated June 6, 2016 on corporate governance of public companies
2		To add an article following the current Article 5 as follows:  <b>“Article 6: Regulations on the order, procedures and voting at Annual and Extraordinary General Meetings of Shareholders:</b>  <b>6.1. Notice of the General Meeting of Shareholders: Sending a meeting invitation to each shareholder entitled to attend the meeting and complying with the provisions of Article 17 of the Charter and Articles 138 and 139 of the 2014 Law on Enterprises.</b>  a) Forms of notice of the General Meeting of Shareholders: <ul style="list-style-type: none"><li>- Being published on the Company’s website at <a href="http://www.fpt.com.vn">www.fpt.com.vn</a>;</li><li>- Being published on the Ho Chi Minh Stock Exchange’s media platforms;</li><li>- Being sent to shareholders by personally or by mail to the registered address of each shareholder, or to the address provided by the shareholder.</li><li>- Where the shareholder has notified the Company in</li></ul>	In compliance with the Circular No. 95 and Article 17 of the Charter, Articles 138 and 139 of the Law on Enterprises.

writing of the fax number or e-mail address, the notice of the General Meeting of Shareholders may be sent to the fax number or e-mail address.

- Where the shareholder is an employee of the Company, the notice may be placed in a sealed envelope and sent to them personally in the workplace; or sent to the email address of such shareholder.
- b) The notice of the General Meeting of Shareholders includes the meeting agenda, the proxy appointment form and the link to download the meeting documents from the Company's website.
- c) The documents to be used at the meeting and the draft resolution for each issue in the meeting agenda are posted on the Company's website at [www.fpt.com.vn](http://www.fpt.com.vn) together with any information related to the issues discussed and voted at the meeting;
- d) The notice of the General Meeting of Shareholders is sent at least fifteen (15) days prior to the date of the General Meeting of Shareholders (from the date that the notice is sent or duly delivered, postage prepaid or post into the mailbox);
- e) A shareholder or group of shareholders holding 5% of the total number of ordinary shares for six (6) consecutive months or more may propose any issues to be included in the meeting agenda of the General Meeting of Shareholders. The proposals must be made in writing and must be sent to the Company at least three (3) business days prior to the opening of the General Meeting of Shareholders. The proposals must include the full name of the shareholder, the number and type of shares held by him or her, and the contents proposed to be included in the meeting agenda. The convener of the General Meeting of Shareholders shall have the right to refuse such proposals in the following cases:
- The proposals are sent not within the time limit or are insufficient or not in line with the contents;
  - By the time the proposals are made, the shareholder or

group of shareholders does not own at least 5% of the total number of ordinary shares for at least six (06) consecutive months in accordance with the provisions of Clause 4 of Article 11 of the Charter;

- The General Meeting of Shareholders does not have the authority to discuss and approve the proposed issues.

#### **6.2. Conditions for conducting the General Meeting of Shareholders**

- a) The General Meeting of Shareholders shall be conducted when the number of shareholders present thereat represents at least 51% of the total number of votes.
- b) Where the quorum is not present at the first meeting, the General Meeting of Shareholders must be convened for the second time within 30 days from the appointed date of the first meeting. The second meeting shall be held when the number of shareholders present thereat represents at least 33% of the total number of votes.
- c) Where the quorum is not present at the second meeting, the General Meeting of Shareholders may be convened for the third time within 20 days from the appointed date of the second meeting. In this case, the General Meeting of Shareholders shall be conducted regardless of the total number of votes of the shareholders present thereat.

#### **6.3. Procedures for conducting the meeting and voting at the General Meeting of Shareholders: Subject to the provisions of Article 19 of the Charter and Article 142 of the 2014 Law on Enterprises.**

- a) **Method of registering for attendance at the General Meeting of Shareholders**
  - On the day the General Meeting of Shareholders is held, the Company shall carry out the procedures for shareholder registration and must conduct the registration until the shareholders entitled to attend the meeting are fully registered;
  - When conducting such shareholder registration, the Company

shall issue to each shareholder or his or her proxy with voting rights a voting card indicating the registration number, full name of the shareholder, full name of the proxy and number of the voting card of such shareholder;

- Any shareholders arriving late shall have the right to register immediately and then have the right to attend and vote at the meeting. The Chairman may not delay the meeting for such late shareholders to be registered and the validity of any vote that has been already conducted shall not be affected.

b) **Forms of meeting and procedures for conducting the General Meeting of Shareholders:** Subject to the provisions of Article 19 of the Charter and Article 142 of the 2014 Law on Enterprises

c) **Voting method of the General Meeting of Shareholders**

**i. Vote counting committee**

- The General Meeting shall choose, among the attendants, members of the vote counting committee that shall be responsible for counting votes or supervising the vote counting and if not, the Chairman shall choose the members of the vote counting committee among the attendants. The number of the members of the vote counting committee shall not exceed three.

**ii. Voting method and notification of voting results**

- When a vote is conducted at the meeting, a shareholder or his or her proxy shall vote by choosing one of the following options: Approval, Disapproval and Abstention for each proposal put to the General Meeting, then signing and clearly stating his or her full name on the voting card (delivered upon registration);
- The vote counting committee shall proceed to collect and count the votes.
- For any sensitive issues and if required by the shareholders, the Company must appoint a neutral organization to collect and count the votes.

- The vote counting results shall be published immediately before the closing of the meeting.
- The vote counting report shall be posted on the Company's website within fifteen (15) days from the date of the counting is completed.

**6.4. Approving resolutions of the General Meeting of Shareholders:** Subject to Article 144 of the 2014 Law on Enterprises.

**6.5. Minutes of the General Meeting of Shareholders:** Subject to Article 22 of the Charter and Article 146 of the 2014 Law on Enterprises.

- a) The minutes shall be made in Vietnamese and English (the English version is for reference only) and shall contain the following main contents:
  - The Company's name, head office address, identification number;
  - Time and venue of the General Meeting of Shareholders;
  - Meeting agenda and contents;
  - Full name of the Chairman and Secretary;
  - Summary of the meeting's progress and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
  - Number of shareholders and total number of votes of the shareholders attending the meeting, appendix on the list of shareholder registration, proxies attending the meeting with the number of shares and the number of votes respectively;
  - Total number of votes cast on each issue, the voting method, the total number of valid and invalid votes, approvals, disapprovals and abstentions; the corresponding percentage of approvals, disapprovals and abstentions over the total number of votes cast by the shareholders attending the meeting;
  - Issues to be approved and the percentage of approvals;

- Signature of the Chairman and Secretary.
- b) The Minutes and Resolutions of the General Meeting of Shareholders must be completed and approved by the General Meeting of Shareholders before the closing of the meeting.

**6.6. Request to cancel any resolutions of the General Meeting of Shareholders:**

Subject to Article 23 of the Charter.

**6.7. Disclosure of the Minutes and Resolutions of the General Meeting of Shareholders**

Within 24 hours from the closing of the meeting, the minutes and resolutions of the General Meeting of Shareholders shall be posted on the Company’s website at [www.fpt.com.vn](http://www.fpt.com.vn) and sent to the State Securities Commission and Ho Chi Minh Stock Exchange to disclose information in accordance with the current law.”

3

**Article 6: Report on activities of the Board of Directors at the Annual General Meeting of Shareholders**

Unless otherwise provided by the law or the Charter, the Board of Directors’ report to the Annual General Meeting of Shareholders shall at least include the following contents:

- a) Assessment of the Company’s performance in the financial year;
- b) Activities, remuneration and operating expenses of the Board of Directors and each member of the Board of Directors;
- c) Review of meetings of the Board of Directors and decisions of the Board of Directors;
- d) Supervision results of the General

To adjust and supplement Article 6, updated the related Article as follows:

**“Article 7: Report on the activities of the Board of Directors at the Annual General Meeting of Shareholders**

Unless otherwise provided by the law or the Charter, the Board of Directors’ report to the Annual General Meeting of Shareholders shall at least include the following contents:

- a) Assessment of the Company’s performance in the financial year;
- b) **Assessment of independent members of the Board of Directors on activities of the Board of Directors;**
- c) **Activities of other subcommittees of the Board of Directors;**
- d) Activities, remuneration and operating expenses of the Board of Directors and each member of the Board of Directors **as stipulated in Clause 3 of Article 158 of the Law on Enterprises and the Charter;**
- e) Review of meetings of the Board of Directors and decisions of

In compliance with Article 9 of the Decree No. 71.

- Director;
- e) Monitoring results of other Managers; and
- f) Long-term strategic plans.

- the Board of Directors;
- f) Supervision results of the General Director;
- g) Monitoring results of other Managers; and
- h) Long-term strategic plans.

4 **Article 7: Report on activities of the Board of Supervisors at the Annual General Meeting of Shareholders**

Unless otherwise provided by the law or the Charter, the Board of Supervisors’ annual report to the General Meeting of Shareholders shall at least include the following contents:

- a) Activities, remuneration and operating expenses of the Board of Supervisors and each member of the Board of Supervisors.”

To adjust and supplement Clause a of Article 7, updated the related Article as follows:

**“Article 8: Report on the activities of the Board of Supervisors at the Annual General Meeting of Shareholders**

Unless otherwise provided by the law or the Charter, the Board of Supervisors’ annual report to the General Meeting of Shareholders shall at least include the following contents:

- ~~a) Activities, remuneration and operating expenses of the Board of Supervisors and each member of the Board of Supervisors;~~  
**Remuneration, operating expenses and other benefits of the Board of Supervisors and each Supervisor as provided for in Clause 3 of Article 167 of the Law on Enterprises and the current Charter;”**

In compliance with Clause 1 of Article 9 of the Decree No. 71

5 In Clause 2 of Article 8 on self-nomination and nomination of BOD members:

“2. Any information related to the candidates of the Board of Directors (in case of pre-determination of candidates) shall be announced at least seven (07) days prior to the date that the General Meeting of Shareholders is convened on the Company’s website in order to find out about these candidates before voting.”

In Clause 4 of Article 8:

“4. Shareholders holding the number of shares in accordance with the Charter for at

To adjust and supplement Clause 2 of Article 8 on self-nomination and nomination of BOD members and update this Article as follows:

**9.2. In case of pre-determination of candidates, the information relating to the candidates of the Board of Directors shall be included in the documents of the General Meeting of Shareholders and announced at least ten (10) days prior to the date that the General Meeting of Shareholders is opened on the Company’s website so that Shareholders can find out about these candidates before voting. The published information relating to the candidates shall at least include the following:**

- a) **Full name, date of birth;**
- b) **Education**

In compliance with Clause 1 of Article 11 of the Decree No. 71 and Article 24 of Charter

least six (06) consecutive months up to the time of closing the list of shareholders entitled to attend the meeting may accumulate their voting rights to nominate candidates for the Board of Directors. The nomination of candidates for the Board of Directors after the accumulation of voting rights shall be subject to the law and the Charter.”

- c) **Professional qualification;**
- d) **Working process;**
- e) **Names of the companies in which the candidate is currently acting as a BOD member and holding other management positions;**
- f) **Assessment on the candidate’s contributions to the Company, in case the candidate is a BOD member;**
- g) **Benefits related to the Company (if applicable);**
- h) **Full name of the shareholders or group of shareholder nominating that candidate (if applicable);**
- i) **Any other information (if applicable).**

To adjust and supplement Clause 4 of Article 8 and update this article as follows:

“9.4. Shareholders holding the number of shares in accordance with the Charter for at least six (06) consecutive months up to the time of closing the list of shareholders entitled to attend the meeting may accumulate their voting rights to nominate candidates for the Board of Directors. The nomination of candidates for the Board of Directors after the accumulation of voting rights shall be subject to the law and the Charter. **Specifically, a shareholder or group of shareholders holding from 5% to under 10% of the total number of shares with voting rights may nominate one (01) candidate, from 10% to under 30% may nominate maximally two (02) candidates; from 30% to under 40% may nominate maximally three (03) candidates; from 40% to under 50% may nominate maximally four (04) candidates; from 50% to under 60% may nominate maximally five (05) candidates; from 60% to under 70% may nominate maximally six (06) candidates; from 70% to 80% may nominate maximally seven (07) candidates; from 80% to under 90% may nominate maximally eight (08) candidates;**

6 Clause 3 of Article 9 on BOD Membership:  
“9.3 The Chairman of the Board of

To adjust and supplement Clause 3 of Article 9 and update this article as follows:

Clause 2 of Article 12 of the Decree No. 71 provides that “2.

Directors shall not concurrently act as the General Director unless he or she temporarily acts as the General Director as necessary or as approved annually by the General Meeting of Shareholders or any other cases in accordance with the law and the Charter.”

~~“9.3 The Chairman of the Board of Directors shall not concurrently act as the General Director unless he or she temporarily acts as the General Director as necessary or as approved annually by the General Meeting of Shareholders or any other cases in accordance with the law and the Charter—10.3. The Chairman of the Board of Directors must not concurrently act as the General Director.”~~

*The Chairman of the Board of Directors must not concurrently act as the Director (General Director) of the same public company.”* This provision takes effect from August 1, 2020 in accordance with the provisions of Clause 2 of Article 37 of the Decree 71. However, it is recommended to be applied immediately.

7 Clause 4 of Article 9 on BOD Membership:  
“9.4 Members of the Board of Directors must not be BOD members of more than five (05) other companies, except for cases where they are BOD members of any companies of the same group or representatives of fund management companies or securities investment companies as provided for by the law from time to time.”

To adjust and supplement Clause 4 of Article 9 updated the related Article as follows:

~~“10.4 Members of the Board of Directors must not be BOD members of more than five (05) other companies, except for cases where they are BOD members of any companies of the same group or representatives of fund management companies or securities investment companies as provided for by the law from time to time.”~~

Clause 3 of Article 12 of the Decree No. 71 provides that: *“3. A member of the Board of Directors of a public company must not be a member of the Board of Directors of more than five (05) other companies.”*

8 Clause 6 of Article 9 on BOD Membership:  
“9.6 The Board of Directors may appoint another person to be a member of the Board of Directors to replace any vacancy and the new member must be approved by the next General Meeting of Shareholders. Upon the approval by the General Meeting of Shareholders, the appointment of such new member shall be deemed effective on the date such appointment is made by the Board of Directors. The term of the new BOD member shall be from the date the

To delete Clause 6 of Article 9 on BOD Membership:

~~“9.6 **The Board of Directors may appoint another person to be a member of the Board of Directors to replace the vacant position and the new member must be approved at the next General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the appointment of such new member shall be deemed effective on the date appointed by the Board of Directors. The term of the new Board member shall be measured from the date the appointment takes effect until the end of the term of the Board of Directors. In the event that a new member is not approved by the General Meeting of Shareholders, any decision of the Board of Directors before the date of the General Meeting of Shareholders with the voting participation of the new member is still considered**~~

The Decree No. 71 does not provide any equivalent provisions, while this provision in the Circular No. 121/2012/TT-BTC dated July 26, 2012 by the Ministry of Finance on corporate governance of public companies has been annulled as from the effective date of the Decree No. 71.

appointment takes effect until the end of the term of the Board of Directors. In the event that the new member is not approved by the General Meeting of Shareholders, any decision of the Board of Directors before the date of the General Meeting of Shareholders with a vote cast by the new member is still considered effective.”

~~effective.”~~

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|----|--|--|---|
| 9  | <b>Clause 5 of Article 10 on the Code of Ethics of BOD members.</b><br>“10.5 Members shall be responsible for avoiding any conflicts between the interests of the Company and the interests of himself or his affiliated persons. In the event of a conflict of interest, the member shall immediately notify the other Members in writing of the conflict.”   | To supplement Clause 5 of Article 10 as follows:<br>“11.5 Members shall be responsible for avoiding any conflicts between the interests of the Company and the interests of himself or his affiliated persons. In the event of a conflict of interest, the member shall immediately notify the other Members in writing of the conflict. <b><u>“Affiliated persons” in this Rules mean individuals and organizations defined in Clause 17 of Article 4 of the Law on Enterprises and Clause 34 of Article 6 of the Law on Securities</u></b> ”   | In compliance with Clause 9 of Article 2 of the Decree No. 71.  |
| 10 | In Clause 11.4 of Article 11 on Rights and Obligations of BOD members.<br>“11.4 The Company may, but is not obliged to, purchase liability insurance for members of the Board of Directors with the approval of the Board of Directors. However, the insurance does not cover any liabilities of any members of the Board of Directors in connection with the violation of the law and the Company’s Charter.” | To adjust and supplement Clause 11.4 of Article 11 on Rights and Obligations of members of Board of Directors, updated the related Article as follows:<br>“12.4 <del>The Company may, but is not obliged to purchase liability insurance for members of the Board of Directors with the approval of the Board of Directors. However, this insurance does not cover any liabilities of any members of the Board in connection with the violation of the law and the Charter.</del> <b><u>The Company may purchase liability insurance for members of the Board of Directors. The insurance does not cover any liabilities of the members of the Board of Directors in connection with the violation of the law and the Company’s Charter.</u></b> ” | In compliance with Clause 3 of Article 14 of the Decree No. 71.   |
| 11 | <b><u>Article 14: Chairman of the Board of Directors</u></b><br>14.1 The Board of Directors shall elect a member as the Chairman. Unless otherwise   | To adjust and supplement Clause 1, Article 14 and supplement Clause 5, Article 14, updated the related Article as follows:<br>“15.1 The Board of Directors shall elect a member as the Chairman. <b><u>The Chairman of the Board of Directors shall not concurrently act</u></b> ”   | In compliance with Clause 2 of Article 12 and Clause 2 of Article 37 of the Decree No. 71 and the current provisions of the |

determined by the General Meeting of Shareholders, the Chairman of the Board of Directors must not concurrently act as the General Director. The Chairman's concurrently acting as the General Director must be approved annually by the General Meeting of Shareholders."

~~as the General Director. Unless otherwise determined by the General Meeting of Shareholders, the Chairman of the Board of Directors must not take over the position as the General Director. This takeover must be approved annually by the General Meeting of Shareholders."~~

Company's Charter, there are two legal representatives of the Company who shall be the Chairman and the General Director.

12 Article 15 on subcommittees of the Board of Directors

To supplement Clause 5, Article 15 as follows:

**"16.5. The Board of Directors must specify in detail the scope, responsibility and power of each of subcommittee and its members. The qualification and responsibility of each member of a subcommittee shall be specified subject to the Charter and the law and in accordance with the Company's current situation.**

In compliance with Clause 3 of Article 17 of the Decree No. 71

13 **Article 17: Duties and powers of the Board of Directors**

17.4. Pursuant to Articles 108 and 120 of the Law on Enterprises and Clause 27.4 of the Charter, the following matters must be approved by the Board of Directors:

- a) Establishment of branches or representative offices of the Company; Review of annual plans of subsidiaries within the Corporation in connection to the establishment of branches and representative offices of these companies;
- b) Establishment, dissolution and application for bankruptcy of subsidiaries of the Company in the Corporation; Recommendations made to the General Meeting of Shareholders on the reorganization, dissolution or application for

To adjust and supplement Clause 4, Article 17, updated the related Article as follows:

**"18.4. Pursuant to Articles ~~149~~ 108 and ~~162~~ 120 of the Law on Enterprises and Clauses 27.4 of the Charter, the following matters must be approved by the Board of Directors:**

- a) **Establishment of branches or representative offices of the Company; Review of annual plans of subsidiaries within the Corporation in connection to the establishment of branches and representative offices of these companies;**
- b) **Establishment, dissolution and application for bankruptcy of subsidiaries of the Company in the Corporation; Recommendations made to the General Meeting of Shareholders on reorganization, dissolution or application for bankruptcy of the Company; Approval for amendment of the Charter, increase or decrease of the charter capital of subsidiaries;**
- c) **To the extent provided for in Clause ~~149.2~~ 108.2 of Law on Enterprises and except as specified in Clause ~~162.3~~ 120.3 of the Law on Enterprises, the Company's major contracts must be approved by the General Meeting of Shareholders**

This adjustment refers to a provision that is compatible with the 2014 Law on Enterprises and the applicable Charter because this provision is issued under the 2014 Law on Enterprises and the Charter which has not been approved by the General Meeting of Shareholders in 2016.

bankruptcy of the Company;  
Approval for amendment of the Charter, increase or decrease of the charter capital of subsidiaries;

- c) To the extent provided for in Clause 108.2 of the Law on Enterprises and except as specified in Clause 120.3 of the Law on Enterprises, the Company's major contracts must be approved by the General Meeting of Shareholders and the Board of Directors may, at any time, determine to perform, adjust or cancel the Company's major contracts (including any purchase, sale, merger, acquisition, joint venture and other contracts) valued at 5% of the total assets as disclosed in the latest quarterly consolidated financial statements of the Company."

**and the Board of Directors may, at any time, determine to perform, adjust or cancel the Company's major contracts (including any purchase, sale, merger, acquisition, joint venture and other contracts) valued as 5% of the total assets as disclosed in the latest quarterly consolidated financial statements of the Company."**

14 Article 21 on annual meetings of the Board of Directors.

To supplement Clause 6, Article 21 and update the order of this article as follows:

**"22.6. Every year, the Board of Directors shall require its independent members to submit annual reports on the activities of the Board of Directors which can be announced at the annual General Meeting of Shareholders."**

To add another clause following Clause 6 and update the order of this article as follows:

**"22.7. In terms of the annual assessment of the commendation, reward and disciplining of BOD members: The BOD shall on an annual basis meet and assess the activities of each member in accordance with the assigned tasks. On that basis, the BOD shall recommend the form of commending and rewarding and disciplining (if any) to the General Meeting for approval"**.

Clause 3 of Article 16 of the Decree No. 71 on meetings of Board of Directors:

***"3. Annually, The Board of Directors shall require its independent members to submit annual reports on the activities of the Board of Directors which can be announced at the annual General Meeting of Shareholders."***

15	<p><b>“Article 22: Extraordinary meetings</b></p> <p>22.1 The Board of Directors may convene an extraordinary meeting due to:</p> <ul style="list-style-type: none"> <li>a) The Chairman’s decision to convene the Board of Directors;</li> <li>b) Request by at least two (02) members of the Board of Directors;</li> <li>c) Request by a majority of members of the Board of Supervisors; or</li> <li>d) Request of the General Director or at least five (05) other Managers.</li> </ul> <p>22.2 The Chairman shall send a letter convening the Board of Directors within three business days from the date of receipt of the request as mentioned in Clause 1. Meetings of Board of Directors shall be held within fifteen days after the request.”</p>	<p>To adjust and supplement Clauses 1 and 2, Article 22: Extraordinary meetings, updated the related Article as follows:</p> <p><b>“23.1. The Chairman of the Board convenes extraordinary meetings when they are deemed necessary for the benefit of the Company. In addition, the Chairman of the Board of Directors must convene the Board of Directors, with no delay without a justifiable reason, when one of the following persons proposes in writing the purpose of the meeting and issues to discuss:</b></p> <ul style="list-style-type: none"> <li><b>a) The General Director or at least five (05) other Managers</b></li> <li><b>b) At least two (02) executive members of the Board of Directors;</b></li> <li><b>c) The Board of Supervisors or independent members.”</b></li> </ul> <p><b>22.2 The Chairman shall send a letter of convening the Board of Directors within <del>3</del> <u>seven (07)</u> business days from the date of receipt of the request as mentioned in Clause 1. Meetings of Board of Directors shall be held within fifteen days after the request.”</b></p>	<p>In accordance with Clause 3 and Clause 4 of Article 29 of the current Charter.</p>
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16	<p>To add another Chapter following Article 26 and update this article as follows:</p> <p><b>Article 28: Self-nomination and nomination of Supervisors</b></p> <p>28.1. The self-nomination and nomination of Supervisors shall be carried out in the same manner as stipulated in the Charter.</p> <p>28.2. Shareholders have right to accumulate their votes to nominate candidates for the Board of Supervisors. A shareholder or group of shareholders holding from 5% to below 10% of the total number of shares with voting rights shall nominate (01) candidate; from 10% to below 30% shall nominate (02) candidates; from 30% to below 40% shall nominate (03) candidates; from 40% to below 50% shall nominate (04) candidates; from 50% to below 60% shall nominate (05) candidates;</p> <p>28.3. In cases where the number of candidates for the Board of</p>	<p>To add another Chapter following Article 26 and update this article as follows:</p> <p><b>Article 28: Self-nomination and nomination of Supervisors</b></p> <p>28.1. The self-nomination and nomination of Supervisors shall be carried out in the same manner as stipulated in the Charter.</p> <p>28.2. Shareholders have right to accumulate their votes to nominate candidates for the Board of Supervisors. A shareholder or group of shareholders holding from 5% to below 10% of the total number of shares with voting rights shall nominate (01) candidate; from 10% to below 30% shall nominate (02) candidates; from 30% to below 40% shall nominate (03) candidates; from 40% to below 50% shall nominate (04) candidates; from 50% to below 60% shall nominate (05) candidates;</p> <p>28.3. In cases where the number of candidates for the Board of</p>	<p>In compliance with Point a of Clause 1 of Article 134 of the 2014 Law on Enterprises, Appendix No. 02 of the Circular No. 95/2017/TT-BTC dated September 22, 2017 by the Ministry of Finance guiding a number of articles of the Decree No. 71/2017/ND-CP dated June 06, 2017 by the Government on corporate governance of public companies.</p>
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Supervisors by way of nomination and self-nomination is insufficient the current Board of Supervisors may nominate other candidates or organize the nomination according to provisions of the Charter and these Rules. The approach the current Board of Supervisors uses for nominating candidates for the Board of Supervisors must be expressly disclosed and approved by the General Meeting of Shareholders before implementation.

#### **Article 29: Supervisors**

29.1. The number of Supervisors of the Company is three (03). The term of a Supervisor shall not exceed five (05) years and a Supervisor may be re-elected for an unlimited number of terms.

29.2. Supervisors must satisfy the criteria and conditions as stipulated in Clause 164.1 of the Law on Enterprises, the Charter and shall not:

- a) be working at the accounting and finance department of the Company;
- b) be a member or an employee of an independent auditing firm that audits the Company's financial statements for the past three (03) consecutive years.

29.3. A Supervisor must be an auditor or an accountant.

29.4. The Head of the Board of Supervisors must be a professional accountant or auditor and must work full time at the Company.

#### **Article 30: Method of electing Supervisors**

30.1. The election of Supervisors shall be performed in the principle of cumulative voting. The Company shall comply with the provisions of the Charter, the Law on Enterprises and relevant legal provisions.

30.2. For the election of the Head of the Board of Supervisors, Supervisors shall elect one (01) of them to act as the Head according to the principle of majority.

#### **Article 31. Dismissal or removal of Supervisors**

31.1. Supervisors are dismissed in the following cases:

- a) They no longer satisfy the criteria and conditions applicable to

Supervisors under the provisions of the Law on Enterprises;

- b) They fail to exercise their rights and obligations for six (06) consecutive months, except for force majeure events;
- c) They present letters of resignation, which are then approved;
- d) Any other cases as prescribed by the law and the Charter.

31.2. Supervisors are removed in the following cases:

- a) They fail to complete any assigned tasks;
- b) They commit any serious violations or repeatedly violate any obligations of Supervisors as stipulated in the Law on Enterprises and the Charter;
- c) As decided by the General Meeting of Shareholders;
- d) Any other cases as prescribed by the law and the Charter.

**Article 32. Notice of election, dismissal and removal of Supervisors.**

The Company shall disclose information on a prompt and timely manner on the Company’s official website on any changes in the election, dismissal and removal of Supervisors, while complying other disclosure obligations under the SSC’s regulations applicable to listed companies.

17 **“Article 30: Office of the Chairman**

**30.1 Functions and duties:**

- a) The Office of the Chairman shall perform the function of the Company Secretary in accordance with the law and the Charter and, at the same time, the supporting body of the Board of Directors to assist the Board of Directors and the Chairman in the implementation of functions and duties of the Board of Directors and the Chairman.”

To amend and supplement Point a) of Clause 1 of Article 30, and update this article as follows:

**“36.1. Functions and duties:**

- a) The Office of the Chairman shall perform the function of the Company Secretary and **the Company Administrator** in accordance with the law and the Charter and, at the same time, the supporting body of the Board of Directors to assist the Board of Directors and the Chairman in the implementation of functions and duties of the Board of Directors and the Chairman.”

In compliance with Clause 3 of Article 18 of the Decree No. 71.

To add another Clause following Article 30 on the Office of the Chairman as follows:

**“37. Person in charge of corporate governance**

37. 1. The Board of Directors shall appoint at least one person to perform duties of the person in charge of corporate governance. The person in charge of corporate governance may concurrently hold the position of the Company Secretary in accordance with Clause 5, Article 152 of the 2014 Law on Enterprise.

37.2. The person in charge of corporate governance must have knowledge of the law and may concurrently work for an independent auditor that audits the Company’s financial statements.

37.3. The person in charge of corporate governance has the following rights and obligations:

- a) Advising the Board of Directors on the organization of the General Meeting of Shareholders as provided and related works between the Company and its shareholders;
- b) Preparing meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
- c) Consulting on the procedures of such meetings;
- d) Attending meetings;
- e) Advising the procedures for making resolutions of the Board of Directors in accordance with the law;
- f) Providing financial information, copies of minutes of meetings of the Board of Directors and any other information for members of the Board of Directors and Supervisors;
- g) Supervising and reporting to the Board of Directors on the disclosure of information of the Company;
- h) Keeping information confidential in accordance with the law and the Charter;
- i) Having any other rights and obligations in accordance with the

As provided in Article 18 of the Decree No. 71 on the person in charge of corporate governance.

law and the Charter.

37.4. The General Meeting of Shareholders authorizes the Board of Directors to consider and issue specific regulations on the criteria of the person in charge of corporate governance, the appointment, dismissal and removal of the person in charge of corporate governance as well as the disclosure of the appointment and dismissal”.

19 In Clause 4 of Article 37 of the Rules: “37.4. The Board appoints a member of the Board of Directors or another person to act as the General Director and signs a contract with him or her which stipulates the salary, remuneration, benefits and other related provisions. Any information about the salary, allowances and benefits of the General Director must be reported to the Annual General Meeting of Shareholders and stated in the Annual Report of the Company.”	To adjust and supplement Clause 4 of Article 37 of the Rules and update this article as follows: “38.4. The Board appoints a member of the Board of Directors or another person as the General Director and signs contract with him or her which stipulates the salary, remuneration, benefits and other related provisions. Any information about the salary, allowances and benefits of the General Director and any other managers must be reported to the Annual General Meeting of Shareholders, <u>and</u> stated in the annual financial statements and Annual Report of the Company.”	In compliance with Clause 1 of Article 35 of the Sample Charter provided in the Circular No. 95 and Article 34 of the current Charter.
20 Article 40 of the Rules on Tasks and powers of the General Director	To add two clauses following Clause 5 of Article 40 and update this article as follows: “41.5 The General Meeting of Shareholders authorizes the BOD to stipulate any provisions on the cases in which the General Director and Board of Supervisors propose to convene the General Meeting of Shareholders and any issues to be consulted with the BOD by complying with the Charter, the Law on Enterprises and the applicable law.”	In compliance with the Circular No. 95
21 Article 43 Regulations on working relationship between the Board of Directors and the Board of Supervisors	To add another clause following Clause 43.4 and update this article as follows: 44.5 For the annual assessment for commendation and discipline to supervisor: annually, BOD meets and assesses activities of each member as the assigned tasks. On that ground, BOD shall give forms of award and discipline (if applicable) for presenting to General Meeting of Shareholders to approve.	In compliance with the Circular No. 95

22 Article 44 Regulations on working relationship between the Board of Directors and the Board of Management	To add a clause following the current Clause 44.8, updated the related Article as follows:  “45.9 In terms of the annual assessment of the commendation and discipline of the Director (General Director) and any other managers: The BOD shall be on an annual basis meet and assess the activities of each member in accordance with the assigned tasks. On that basis, the BOD shall recommend the form of commending and rewarding and disciplining (if any) to the General Meeting for approval.	In compliance with the Circular No. 95
23	To add another Article following current Article 48 and update this article as follows:  <b>“Article 56: Information disclosure</b>  <b>56.1 The Company shall report to the State Securities Commission and the Stock Exchange and publish any information related to the organizational structure of the Company in accordance with Article 134 of the 2014 Law on Enterprises. In case of a change in the organizational structure, the Company shall report to the State Securities Commission and the Stock Exchange and publish such information within 24 hours from the time the General Meeting of Shareholders issues a decision to approve the change.</b>  <b>56.2 The Company shall develop and promulgate regulations on information disclosure in accordance with the Law on Securities and guiding documents thereof. The Company shall assign at least one employee to publish information.”</b>	Articles 29 and 33 of the Decree No. 71
24 <b>“Article 50: Power to amend and supplement the Rules</b>  The Board of Directors has the authority to amend and supplement the Rules on as requested by members of the Board of Directors, the Board of Supervisors, the General Director or there are any adjustments of the law on the contents related to the Rules.”	To adjust and supplement Article 50, updated the related Article as follows:  <b>“Article 58: Power to amend and supplement the Rules</b>  The <b>General Meeting of Shareholders</b> <del>Board of Directors</del> has the authority to amend and supplement the Rules as requested by the <del>members of the Board of Directors, Board of Supervisors, the General Director</del> or there are any adjustments of the law on the contents related to the Rules.”	In compliance with Article 7 and Clause 4 of Article 15 of the Decree No. 71.

**Article 51: Enforcement effect**

51.1 These Rules take effect from the date they are approved by the Board of Directors and signed for issuance by the Chairman of the Board of Directors on behalf of the Board of Directors. These Rules shall replace the Regulations on Organization and Operations of the Board of Directors and the Board of Supervisors issued under the Decision No. 30-2012/QĐ/FPT-HĐQT dated April 12, 2012 by the Board of Directors.

To amend and supplement Article 51 and update this article as follows:

**“Article 59: Enforcement effect**

59.1 These Rules take effect from the date they are approved by the **General Meeting of Shareholders** ~~Board of Directors~~ and signed for issuance by the Chairman of the Board of Directors on behalf of the Board of Directors. ~~These Rules replace Regulations on Organization and Operations of the Board of Directors and the Board of Supervisors issued under Decision No. 30-2012/QĐ/FPT-HĐQT dated April 12, 2012 by the Board of Directors.~~ **These Rules shall replace the Rules on Management of FPT Corporation (issued under the Resolution No. 02.11-2013/NQ-HĐQT-FPT dated November 15, 2013 by the Board of Directors.”**

In compliance with Article 7 and Clause 4 of Article 15 of the Decree No. 71.