

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.: 85 /FPT-FCC

Hà Nội, ngày 22 tháng 03 năm 2018
Hanoi, March 22nd, 2018

**CÔNG BỐ THÔNG TIN
TRÊN CỔNG THÔNG TIN ĐIỆN
TỬ CỦA ỦY BAN CHỨNG KHOÁN
NÀH NƯỚC VÀ SGDCK 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 (*): Thông tin về họp Đại hội đồng Cổ đông thường niên 2018 và Dự thảo tài liệu trình Đại hội đồng Cổ đông phê duyệt, gồm:

- Thông báo mời họp ĐHĐCĐ thường niên 2018;
- Giấy ủy quyền;
- Danh sách HĐQT nhận ủy quyền tham dự ĐHĐCĐ thường niên 2018;
- Tài liệu ĐHĐCĐ thường niên 2018;
- Mẫu phiếu biểu quyết.

Content of Information disclosure (*): Information of FPT's 2018 AGM and Document submit to the Annual General Meeting of shareholders to approve as follows:



- Invitation letter to FPT 2018 AGM;
- Letter of Authorization attend at FPT's AGM of Shareholders 2018;
- List of the BOD members suggested to be assignee to attend FPT 2018 AGM;
- Document of FPT's 2018 AGM;
- Ballot

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 22/03/2018 tại đường dẫn: <https://fpt.com.vn/vi/nhadautu/cong-bo-thong-tin/dai-hoi-dong-co-dong>

This information was disclosed on Company/Fund's Portal on date March 22nd, 2018 Available at: <https://fpt.com.vn/en/ir/information-disclosure/annual-general-shareholders-meeting>

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*: Thông báo mời họp ĐHĐCĐ thường niên 2018; Giấy ủy quyền; Danh sách HĐQT nhận ủy quyền tham dự ĐHĐCĐ thường niên 2018; Tài liệu ĐHĐCĐ thường niên 2018; Phiếu biểu quyết/*Invitation letter to FPT 2018 AGM; Letter of Authorization attend at FPT's AGM of Shareholders 2018; List of the BOD members suggested to be assignee to attend FPT 2018 AGM; Document of FPT's 2018 AGM; Ballot.*

Nơi nhận/Recipient:

- Như trên/*As above:*
- Lưu/*Archived by: VT, FCC/Admin, FCC*

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



Bùi Nguyễn Phương Châu





FPT CORPORATION

Address: 17 Duy Tan Street, Cau Giay District, Ha Noi, Vietnam

Tel: (84-24) 7300 7300; Fax: (84-24) 3768 7410 Company Code No. 0101248141, 41st version issued by Hanoi Department of Planning and Investment on October 9th 2017

Hanoi, March 15th, 2018

INVITATION TO THE 2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS

To:

Address:

Dear Shareholders,

The Board of Directors (BOD) respectfully invites shareholders of FPT to attend the 2018 Annual General Meeting of Shareholders. Details of the meeting are as follows:

- **Time:** 1:00 pm Thursday, April 5th, 2018
- **Venue:** Grand Ballroom, Ground Floor, Hanoi Daewoo Hotel, 360 Kim Ma Street, Ba Dinh District, Hanoi
- **Documents:**
Shareholders can obtain documents at FPT Investor Relations Department, FPT Corporation, Tel.: 024 7300 7300, or download from <https://fpt.com.vn/en/ir/information-disclosure/annual-general-shareholders-meeting> which is available on March 22nd, 2018.
- **Proxy:**
Please send proxy statement to the FPT Investor Relations Department by post in FPT envelope (attached in this Invitation) or by fax to 024 3768 7410 or email to ir@fpt.com.vn before March 30th, 2018.

In case your entrusted representative is not available, please authorize one of the BOD members in attached list to act on your behalf.

- **Shareholders or proxies have to present the following papers at meeting:**
 1. Invitation Letter;
 2. ID Card or Passport;
 3. Proxy statement (in case of Proxy).

It is our great honor to receive you at the 2018 Annual General Meeting of Shareholders.

Yours respectfully,

**ON BEHALF OF THE BOD
CHAIRMAN**

TRƯƠNG GIA BÌNH

Note: All expenses related to the attendance at FPT Annual General Meeting, which include accommodation, travelling and other personal expenses will be borne by shareholders.



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....., *Date:*

LETTER OF AUTHORIZATION

(Ref: The attendance at FPT’s Annual General Meeting of Shareholders 2018
Dated April 5th, 2018)

1. The Assignor:

Full name:.....

ID No./Business Registration No: dated issued by.....

Address:

Telephone:

Number of shares owned:

(In words:))

2. The Assignee:

Full name:

ID No./Business Registration No: dated issued by.....

Address:

Telephone:

Number of shares authorized:

(In words:))

3. Scope of Authorization:

The Assignee shall represent the assignor in attending FPT’s Annual General Meeting of Shareholders 2018 held on April 5th, 2018 and executing all rights and obligations in relation to the authorized shares in such meeting.

We commit to take all responsibilities under this authorization and fully comply with all applicable laws as well as regulations stipulated in the FPT Charter.

Assignee

(Full name and signature)

Assignor

(Full name and signature)

Notes: For the assignor, being an organization or a company, the signature of the assignor’s legal representative and its seal are required.



**LIST OF THE BOARD OF DIRECTORS' MEMBERS
SUGGESTED TO BE ASSIGNEE TO ATTEND FPT'S 2018 ANNUAL
GENERAL MEETING OF SHAREHOLDERS**

No.	Full name	Position	ID/Passport No.	Issuing date	Issuing place
1	Truong Gia Binh	Chairman	011435804	14/02/2007	Hanoi
2	Bui Quang Ngoc	Vice Chairman cum CEO	011501286	22/12/2007	Hanoi
3	Do Cao Bao	The BOD member	001057007029	11/08/2016	Hanoi
4	Jean-Charles Belliol	The BOD member	11 DC 88066	09/12/2011	Hanoi

ADDRESS : 17 Duy Tan Street, Dich Vong Hau Ward, Cau Giay District, Hanoi

TELEPHONE : (84-24) 7300 7300

FAX : (84-24) 3768 7410



DOCUMENT
2018 ANNUAL GENERAL MEETING
OF SHAREHOLDERS

April 2018



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TENTATIVE AGENDA

2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Time: 1:00 pm Thursday, April 5th, 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 – 4:00	Voting	Voting Committee
13.	4:00 – 4:25	Discussions on other issues	Chairman
14.	4:25 – 4:40	<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, March 21st, 2018

VOTING ISSUES

- 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.
- Content 2:** Approve the plan for 2017 profit distribution and share dividend payment.
- Content 3:** Approve policy for cash dividend payment in 2018.
- Content 4:** Approve the Proposal of List of Auditors for 2018 Financial Statement.
- Content 5:** Approve the amendment and full text of FPT Charter.
- Content 6:** Approve the amendment and full text of FPT Corporate Governance Regulations.
- Content 7:** Approve the 2018 remuneration package for the Board of Directors; the 2018 action plan and remuneration package for the Supervisory Board.

ON BEHALF OF THE BOD

CHAIRMAN

TRUONG GIA BINH

Hanoi, March 21st, 2018

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 4th 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"> - 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; - Total profit before tax: VND 4,255 billion, up 41%; - Earnings per share (EPS): VND 5,129 per share; - Cash dividend is VND 2,000 per share and stock dividend is 15% for shareholders.
Customers	<ul style="list-style-type: none"> - 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; - An excellent brand in the field of information technology and telecommunication, honoured by Asia Pacific Brands Foundation (APBF); - The second consecutive year listed in IAOP's The Global Outsourcing 100 with ranked star in three categories: customer references, awards & certifications and corporate social responsibility.
Employees	<ul style="list-style-type: none"> - The total cost of the Corporation training activities reached VND 77.9 billion, the average training hours reached 59 hours/staff; - Constructing two more campus-based workplaces in Ha Noi and Can Tho in the model of technology corporations worldwide.
Vietnamese Government	<ul style="list-style-type: none"> - Contributing VND 6,449 billion to the State Budget; - Implementing many important information technology projects for the country in the fields of e-government, public finance, transportation, and healthcare.
Community	<ul style="list-style-type: none"> - 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; - Setting 13th 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.
Environment	<ul style="list-style-type: none"> - 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; - Taking steps to raise employees' awareness of environment: displaying posters of 10 to-do things to save electric, supporting Earth Hour.

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 31st 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 st , 2017)
		Independent	Responsible, non-executive Executive		
1	Mr. Truong Gia Binh		x	7.10%	- Member of the BOD of FPT Telecom Joint Stock Company.

						- Member of the BOD of FPT Education Company Limited. - Member of the Board of Members of FPT System Information Company Limited.
2	Mr. Bui Quang Ngoc		x	3.42%		- Member of the BOD of FPT Telecom Joint Stock Company. - Member of the BOD of FPT Education Company Limited. - Member of the Board of Members of FPT System Information Company Limited.
3	Mr. Do Cao Bao		x	1.13%		- Chairman of FPT City Da Nang Joint Stock Company. - Member of the Board of Members of FPT System Information Company Limited.
4	Mr. Le Song Lai		x	0%		- Member of the BOD of Bao Minh Insurance Corporation.

- 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 st , 2017		11/11	100%
2	Mr. Bui Quang Ngoc	Vice Chairman	March 31 st , 2017		11/11	100%

No.	Board member	Position	Commencement date	Dismissal date	Number of meetings attended	Percentage of attended
3	Mr. Do Cao Bao	Member	March 31 st , 2017		11/11	100%
4	Mr. Le Song Lao	Member	March 31 st , 2017		11/11	100%
5	Mr. Jean-Charles Belliol	Member	March 31 st , 2017		11/11	100%
6	Mr. Hamaguchi Tomokazu	Member	March 31 st , 2017		11/11	100%
7	Mr. Dan E Khoo	Member	March 31 st , 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
Session 01 February 10 th , 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.
Session 02 March 10 th , 2017	The BOD: 7/7 Observers: – The Supervisory Board: 3/3 – The BOM: 5/5	- Reported Content and Agenda of 2017 AGM. - Reported BOD's Report in 2016, directions and business plan for 2017.



Issued Resolution - Reported 2017 BOD's remuneration budget.
No.01.03.2017/NQ-
HĐQT-FPT - 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.

Session 03
March 31st, 2017

Opinions collection in writing
Issued Resolution
No.02.03.2017/NQ-
HĐQT-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.

Session 04
April 18th – 20th, 2017

Opinions collection in writing
Issued Resolution
No.01.04.2017/NQ-
HĐQT-FPT

- Reported 2016 final cash dividend payment.
- Reported the plan for stock dividend payment from retained earnings for existing shareholders.

Session 05
May 11st – 12nd, 2017

Opinions collection in writing
Issued Resolution
No.01.05.2017/NQ-
HĐQT-FPT

- Reported the changes in the form of investment cooperation of FPT Office Building in Hanoi and authorize CEO to implement this investment plan.

Session 06
June 12nd – 14th, 2017

Opinions collection in writing
Issued Resolution
No.01.06/NQ-HĐQT-
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.

Session 07 June 20 th – 21 st , 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.
Session 08 July 25 th – 31 st , 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).
Session 09 August 1 st , 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.
Session 10 September 10 th – 11 st , 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%.
Session 11 November 10 th , 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 th , 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"> - Approve the regulation and plan of share issuance for employees with notable achievements in 2016. - Approve the closing date of Annual General Meeting 2017's Participant list and Annual General Shareholder Meeting 2017's Date.
2	01.03- 2017/NQ- HDQTFPT	March 10 th , 2017	<ul style="list-style-type: none"> - Approved Agenda of 2017 AGM. - Approved BOD's Report in 2016, directions and business plan for 2017. - Approved 2017 BOD's remuneration budget. - Approved 2016 Audited Financial Statements. - Approved Supervisory Board's Report in 2016, 2017 remuneration budget. - Approved 2016 Profit Distribution plan and policy for 2017 cash dividend payment. - 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 & Young; and authorize the Board of Directors to select a specific audit firm. - Approved the plan of share issuance for employees in 2017-2019. - Approved the lists of candidates of the Board of Directors and Supervisory Board Members for the period 2017-2022.
3	02.03- 2017/NQ- HDQT-FPT	March 15 th , 2017	<ul style="list-style-type: none"> - Approved the regulation and plan of share issuance for employees with notable achievements in 2016 and the attached list.
4	02.03- 2017/NQ- HDQTFPT	March 31 st , 2017	<ul style="list-style-type: none"> - 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.
5	01.04- 2016/NQ- HDQTFPT	April 20 th , 2017	<ul style="list-style-type: none"> - Approved 2016 final cash dividend payment. - Approve the plan for stock dividend payment from retained earnings for existing shareholders.
6	01.05 - 2017/NQ- HDQTFPT	May 12 th , 2017	<ul style="list-style-type: none"> - Approve the changes in the form of investment cooperation of FPT Office Building in Hanoi. - Authorize CEO to implement this investment plan.
7	01.06 - 2017/NQ- HDQTFPT	June 15 th , 2017	<ul style="list-style-type: none"> - Approve the criteria of appointing auditors to audit financial statements of FPT Corporation and its subsidiaries for the year 2017. - 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.

No.	Resolution No.	Date	Content
8	01.08-2017/ NQ- HDQTFPT	August 2017	1 st - Approved the divestment plan of FPT Corporation (FPT) at FPT Retail to reduce FPT's ownership to under 50%.
9	02.08-2017/ NQ- HDQTFPT	August 2017	1 st - 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/ NQ- HDQTFPT	September 11 th , 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 iKhiến 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 31st 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
The BOD Executive members	10,760	9,700	Not exceed 0.49%	<0.41%		
The BOD Independent, Non-executive members					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%
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
Equipment						
<i>Expenditure</i>	646	631	667	704	710	713
<i>Annual growth</i>		-2.4%	5.7%	5.6%	0.9%	0.4%
Software						
<i>Expenditure</i>	310	326	355	389	421	455
<i>Annual growth</i>		5.3%	8.9%	9.5%	8.4%	8.1%
IT Services						
<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, Hanoitab, 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"> - Increases revenue growth of overseas markets in 2018 -2020 period to reach 35%; - Twice as many international bidding wins as in 2017. 	<ul style="list-style-type: none"> - Enhancing capacity for international competitiveness; - Carrying out mergers and acquisitions in order to promote growth, expand markets and develop specialized products and services.
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"> - Develop a detailed cooperation plan and upgrade global partnerships annually, such as GE, Siemens, AWS, Microsoft, IBM, Cisco, etc. 	<ul style="list-style-type: none"> - Develop and implement strategic partnerships with leading IoT partners.
Expand the list of Fortune 500 customers.	<ul style="list-style-type: none"> - Gain more customers listed in Fortune 500 in Japan, USA, Germany, France, and Australia every year. 	<ul style="list-style-type: none"> - Standardize, develop and implement new client targeting plans, focusing on the above-mentioned prioritized experts.

3.2. Pioneering in digital transformation

Goal	Mission	Action
Become one of the worldwide leading companies in digital transformation services.	<ul style="list-style-type: none"> - Annual revenue growth in Digital Transformation service reaches 70%; promote digital experience and Proof of Concept (PoC) to customers; - Jointly develop IoT platform and smart manufacturing with strategic international partners. 	<ul style="list-style-type: none"> - 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 & API, AI, AR/VR, Robotics, 5G, Blockchain, etc. - Building a team of senior-level experts in digital architecture, Data Science, AI, as well as globally connecting Vietnamese experts in this field.

Goal	Mission	Action
Implement robust and comprehensive Digital Transformation inside the Corporation and member companies.	- Achieve Digital Transformation rate targets of 10% - 30% - 50% in the activities of business units from 2018 to 2020	- Develop and implement the Project of transforming FPT information system into digital and IoT platforms.
Building FPT ecosystem on an open IoT platform.	- 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.

3.3. 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,	- 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

Goal	Mission	Action
domestically and internationally		building a learning environment, as well as maximizing the creative capacity of employees in the whole Corporation.

3.4. Orientation for sustainable development

Goal	Mission	Action
Sustainable business growth	<ul style="list-style-type: none"> - Ensure that the revenue growth and profit increase two digital, in tight combination with the processes of risk control and cost optimization. - Promote the development of FPT's pioneer brand in the 4.0 Revolution. 	<ul style="list-style-type: none"> - 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. - 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. - Comply with the tax policies and pay taxes, contributing to the implementation of the Government's social development goals.
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"> - 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. - Increase staff engagement with community activities such as charity, community development, disaster reliefs, support of school constructions in disadvantaged localities.

Goal	Mission	Action
Environmental protection	- Raise awareness of environmental protection, economical and efficient use of natural resources.	- 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. - Monitor the processes of waste collection and treatment at FPT offices, ensuring that they meet the permitted standards.

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%
Total	19,778	21,900	10.7%	2,957	3,484	17.8%
<i>Consolidated adjusted</i>	24,067	0	-100.0%	1,298	0	-100.0%
Total (after Consolidated adjusted)	43,845	21,900	-50.1%	4,255	3,484	-18.1%

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 fibber network; underground the fibber 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:

Unit: VND in billion

Capital expenditure guidance by business sectors	2018
Technology	1,210
Telecom	2,005
Education & Investment	511
Total	3,726

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**

Truong Gia Binh

Hanoi, March 21st, 2018

THE STATEMENT TO THE 2018 ANNUAL GENERAL SHAREHOLDERS MEETING OF FPT CORPORATION

Ref: Approval of 2018 remuneration budget for the Board of Directors

Cordially submits to the 2018 Annual General Shareholders Meeting,

- In accordance with the Charter of FPT Corporation;
- In accordance with the 2017 Annual General Shareholders Meeting's Resolution and actual payments for the Board of Directors in 2017; Business plan 2018

The Board of Directors (BOD) cordially submits to the General Shareholders Meeting to approve the 2018 remuneration package for the BOD to submit to the AGM. Details as follows:

1. Remuneration for the BOD in 2017:

No.	Item	Actual payment	2017 Budget
1	Salary for executive members of the BOD	9.7 billion VND	10.76 billion VND
2	Compensation for non-executive members of the BOD	5.41 billion VND	5.75 billion VND
3	Bonus for executive members of the BOD	<0.41% * Profit before tax (excluding profit from divestment)	Not exceeding 0.49% * Profit before tax

2. Budget for remuneration for the BOD in 2018:

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

Cordially submit to the General Shareholders Meeting for approval.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

TRUONG GIA BINH

Hanoi, March 21st, 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 31st, 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 nd , 2012, reappointed as a member of the Supervisory Board for the term 2017 – 2022 by the 2017 AGM on March 31 st , 2017 and reelected as Head of the Supervisory Board on April 3 rd , 2017
2	Mr. Nguyen Khai Hoan	Member	April 12 nd , 2012, reappointed as a member of the Supervisory Board by the 2017 AGM on March 31 st , 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
1 st Session March 23 th , 2017	3/3	- 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.

Session	Participant	Content
		<ul style="list-style-type: none"> - Evaluated supervision compliance with regulations of members of the BOD, BOM and the Corporation's management positions in 2016. - Discussed and assigned preparations for the Supervisory Board's reports on 2016 activities and the plan for 2017.
2nd Session April 03 rd , 2017	3/3	<ul style="list-style-type: none"> - Elected the Head of the Supervisory Board for the term of 2017 – 2022 (Mr. Nguyen Viet Thang). - Assigned detailed tasks to each member in 2017 after the 2017 AGM.
3rd Session May 26 th , 2017	3/3	<ul style="list-style-type: none"> - Reviewed and evaluated the Corporation's first quarter financial statements. - Visited and reviewed the report on the FPT City project in Da Nang. - Visited and worked with FPT Software - Da Nang. - Assigned immediate tasks in coordination with the Inspection Committee regarding the compliance of the Corporation and the internal work of the Supervisory Board.
4th Section July 25 th , 2017	3/3	<ul style="list-style-type: none"> - 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.
5th Section October 19 th , 2017	3/3	<ul style="list-style-type: none"> - 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.

Session	Participant	Content
6 th Section December 27 th , 2017	3/3	<ul style="list-style-type: none"> - 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:

	Content	Budget (VND)	Advance payment (VND)
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
	Total	904,200,000	754,500,000

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

Member	Position	Monthly Compensation (VND)
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
Total					1,211,800,000

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

Nguyen Viet Thang

PROPOSAL

TO THE 2018 ANNUAL GENERAL SHAREHOLDERS MEETING OF FPT CORPORATION

Ref: FY2017 profit distribution; stock dividend & 2018 cash dividend plan

The Board of Directors (BOD) of FPT Corporation kindly submits to the Annual General Shareholders Meeting (AGM) to approve the audited financial statements for the year ended 2017, the plan for 2017 profit distribution; stock dividend payment and the policy for cash dividend payment in 2018. Details are as follows:

1. The audited financial statements for the year ended 2017

Kindly submit to the Board of Directors (BOD) of the Company to ratify the audited financial statements for the year ended 2017 to submit to the Annual General Meeting of shareholders to approve. Key indicators were summarized as follow, and more details are contained in the attached reports:

No	Indicators	Y 2017 (VND in billions)
1	Revenue (*)	43.845
2	Profit before tax	4.255
3	Profit after tax	3.528
4	Profit after tax attributable to parent company's shareholders	2.931
5	Bonus and welfare fund	
	<i>5.1 Bonus and welfare fund of parent company</i>	7
	5.2 Bonus and welfare fund at subsidiaries (10%)	206
6	Profit after tax attributed to parent company's shareholders	2.719

(*): Business revenue

2. FY2017 profit distribution

- With regards to:
 - ✓ FY2017 cash dividend plan at 20% as approved by 2017 AGM,
 - ✓ Actual result of FY2017 and the company's current financial position.
- The BOD submits to the AGM to ratify the total cash dividend of 25% for FY2017 (VND 2,500 per share). Of which:
 - ✓ Already paid in 2017: 10%
 - ✓ The rest (15%) will be paid following the AGM's approval.



- ✓ Schedule: 2nd quarter of 2018
- ✓ Authorization for the BOD to implement the details of the dividend payment

3. Stock dividend proposal

- With regards to:
 - ✓ The purpose of improving the company stock's liquidity, enhancing shareholders' value,
 - ✓ The current retained earnings is significant, resulting in high book value.
- The BOD submits to the AGM to ratify the total stock dividend of 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 aborted.
 - ✓ 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 with the rest of FY2017 cash dividend payment)
 - ✓ Authorization for the BOD to implement the details of the dividend payment

4. FY2018 cash dividend plan

- With regards to:
 - ✓ FY2018 business plan and investment plan as approved by the Board of Directors.
- The BOD submits to the AGM to ratify the plan for cash dividend payment in FY2018 as follows:
 - ✓ 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 actual FY2018 cash dividend will be approved by the AGM.

Kindly submit to the Annual General Shareholders Meeting for approval.

ON THE BEHALF OF BOARD OF DIRECTORS

CHAIRMAN

TRUONG GIA BINH



Hanoi, March 21st, 2018

THE STATEMENT TO THE 2018 ANNUAL GENERAL SHAREHOLDERS MEETING OF FPT CORPORATION

Re: Selection of an audit firm

Pursuant to

- FPT's Company Charter
- The need to select an audit firm.

The Supervisory Board kindly submits to the Annual General Meeting of Shareholders to ratify the proposal of selecting one (1) from four (4) audit firms (Big 4) to audit the Company's Financial Statement in 2018:

1. KPMG
2. Deloitte
3. PwC
4. Ernst & Young

And authorize the Board of Directors to select an audit firm corporeally.

Kindly submit to the Annual General Meeting of Shareholders for approval.

ON BEHALF OF THE SUPERVISORY BOARD

HEAD OF THE SUPERVISORY BOARD

Nguyen Viet Thang



Hanoi, March 21st, 2018

**STATEMENT
TO THE 2018 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION**

*Ref: Approval of FPT Charter and FPT Corporate Governance Regulations'
Amendment proposal*

Kindly submit to the General Shareholders Meeting,

- In accordance with 2016 FPT's Charter;
- Pursuant to Law on Enterprise 2014 and Securities Law 2006;

Under Circular 95/2017/TT-BTC (issued on September 22, 2017 by Ministry of Finance) following the latest governance regulations applied to public companies of Decree 71/2017ND-CP (issued on June 06, 2017 by the Government), based on Company's Charter approved by General Shareholders' Meeting and the Corporate Governance Regulations approved by Board of Directors (BOD), the BOD submits the amendments on FPT's Charter and Corporate Governance Regulations to General Shareholders' Meeting for approval as follows:

1. Approve the Amendments and Supplements on the current Charter of the company and the entire Charter as amended in Appendix 1 attached with this Statement.
2. Approve the Amendments and Supplements on Corporate Governance Regulations and the entire Corporate Governance Regulation as amended in Appendix 2 attached with this Statement.

Kindly submit to the Annual General Shareholders Meeting for approval.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

TRUONG GIA BINH

APPENDIX 01

CHARTER SUPPLEMENT SUGGESTIONS OF FPT CORPORATION

No.	Current Article of the Charter	Suggestion	Legal validity
1.	<p>PREAMBLE.</p> <p>This Charter of FPT Corporation is adopted under the valid resolutions of the Company's Annual General Meeting of Shareholders organized on / /2016".</p>	<p>Supplement:</p> <p>This Charter of FPT Corporation is adopted under the valid resolutions of the Company's Annual General Meeting of Shareholders organized on / /2018".</p>	To be in accordant with the real date when this Charter is approved.
2	<p>Article 1.1.f</p> <p>f. "Related Person" means any individual or organization stipulated in Article 4.17 of the Law on Enterprises</p>	<p>Supplement of article 1.1.f:</p> <p>f. "Related Person" means any individual or organization stipulated in Article 4.17 of the Law on Enterprises, article 6.34 of the Law on Securities</p>	Regulation 71, Article 2.9 Model Charter (Addendum to Circular 95) Item 1.f
3	<p>Article 12.2, about obligations of shareholders</p> <p>To attend meetings of the General Meeting of Shareholders and to exercise the voting right in person or via an authorized representative or by a postal vote. The shareholder may authorize a member of the Board of Directors to act as his/her representative at the General Meeting of Shareholders</p>	<p>Supplement of article 12.2: obligations of shareholders.</p> <p>"To attend meetings of the General Meeting of Shareholders and to exercise the voting right in person or via an authorized representative or by a postal vote. The shareholder may authorize a member of the Board of Directors to act as his/her representative at the General Meeting of Shareholders."</p> <p>2. To attend the meeting of the General Meeting of Shareholders and exercise the voting right in the following forms:</p>	Comply with the guilines in amendment 1, model charter, circular 95 (Article 13.2)

- a. Attending and voting directly at the meeting;
- b. Authorizing others to attend and vote at the meeting;
- c. Attending and voting through online meetings, electronic voting or other electronic forms;
- d. Sending votes to the meeting by mail, fax, or email.

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In Article 13.3 about the General Meeting of Shareholders

3. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:

a. The Board of Directors considers that it is necessary to do so in the interests of the Company;

b. The annual balance sheet, semi-annual or quarterly reports or the audit report of a financial year reflects the loss of half of the equity in comparison with the amount at the beginning of the same period;

c. The number of members of the Board of Directors is less than the number of members

Supplement Article 13.3. General Meeting of shareholders.

3. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:

a. The Board of Directors considers that it is necessary to do so in the interests of the Company;

b. The annual balance sheet, semi-annual or quarterly reports or the audit report of a financial year reflects the loss of half of the equity in comparison with the amount at the beginning of the same period;

c. The number of members of the Board of Directors is less than the number of members required by law ~~or less than half of the number of members required by this Charter~~; or the number of the Board of Directors is reduced to a **third (1/3)** in comparison to the

Comply with the guidelines in amendment 1, model Charter, Circular 95 about the General Meeting of Shareholders

(Article 14.3)

required by law or less than half of the number of members required by this Charter;

d. A shareholder or a group of shareholders stipulated in Article 11.3 of this Charter requests in writing to convene the General Meeting of Shareholders. Such request must clearly state the reason therefor and the purpose of the meeting, and must be signed by all related shareholders, or such request may be made in multiple copies, each of which must be signed by at least one related shareholder;

e. Upon demand by the Supervisory Board;

number of members regulated in this Charter.

d. A shareholder or a group of shareholders stipulated in Article 11.4 of this Charter requests in writing to convene the General Meeting of Shareholders. Such request must clearly state the reason therefor and the purpose of the meeting, and must be signed by all related shareholders, or such request may be made in multiple copies, each of which must be signed by at least one related shareholder

e. Upon demand by the Supervisory Board if the Supervisory Board has the reasons to believe that members of the Board of Directors or other managers have seriously violated their obligations stipulated in Article 160 of the Law on Enterprises or the act or intentions of the Board of Directors has violated their authority.

5	<p>In Article 14.2.n and 14.2.o: Rights and duties of the General Meeting of Shareholders:</p>	<p>Article 14.2.n and 14.2.o Supplement:</p>	<p>Comply with Decree 71, Article 12.2 “The chairman of the board of directors must not take over the position as the director of the same public company.” This regulation shall take effect from August 1st 2020 as regulated in</p>
	<p>o. The Chief Executive Officer concurrently acts as the Chairman of the Board of Directors;</p> <p>p. The Company or any branch of the Company enters into a contract with any person stipulated in article 162.1 of the Law on</p>	<p>n. The Chief Executive Officer concurrently acts as the Chairman of the Board of Directors;</p> <p>o. The Company or any branch of the Company enters into a contract with any person stipulated in article 120.1 of the Law on Enterprises with a value of twenty (20) per cent or more of the total value of assets of the Company and its</p>	

<p>Enterprises with a value of twenty (20) per cent or more of the total value of assets of the Company and its branch recorded in the most recent audited financial statements.</p>	<p>branch recorded in the most recent audited financial statements. “The company enters into contract, makes transaction with any person stipulated in Article 162.1 of the Law of enterprises with the value equal or more than thirty-five (35) percent of the total assets of the company recorded in the most recent audited financial statements”</p>	<p>Article 37.2 Decree 71. Yet, it is suggested that the supplement be regulated and applied immediately. Comply with amendment 1, model Charter (Article 15.2)</p>
<p>6 Article 16.1 about change of rights.</p> <p>1. “The change or cancellation of any special right attached to a class of preference shares shall take effect when such change or cancellation is approved by the shareholders holding at least sixty five (65) per cent of ordinary shares who are in attendance and concurrently approved by the shareholders holding at least seventy five (75) per cent of voting rights of the above class of preference shares. The organization of a meeting of the shareholders holding one class of preference shares to approve the above change of rights shall be valid if at least two (2) shareholders (or their authorized representatives) are present and hold at least one-third of the par value of the issued shares of such class. Where</p>	<p>Article 16.1 supplement:</p> <p>1. “The change or cancellation of any special right attached to a class of preference shares shall take effect when such change or cancellation is approved by the shareholders holding at least sixty five (65) per cent of ordinary shares who are in attendance and concurrently approved by the shareholders holding at least sixty five (65) per cent of voting rights of the above class of preference shares. The organization of a meeting of the shareholders holding one class of preference shares to approve the above change of rights shall be valid if at least two (2) shareholders (or their authorized representatives) are present and hold at least one-third of the par value of the issued shares of such class. Where the number of attendees as required above is insufficient, the meeting shall be re-organized within a period of thirty (30) days after that and the persons holding shares of such</p>	<p>Guideline in amendment 1, model Charter, Circular 95 (Article 17.1 Model Charter)</p>

the number of attendees as required above is insufficient, the meeting shall be re-organized within a period of thirty (30) days after that and the persons holding shares of such class (not depending on the number of attendees and the number of shares) who are present directly or via authorized representatives shall be deemed to constitute the number of attendees as required. At the meeting of the persons holding preference shares mentioned above, the persons holding shares of such class who are present in person or via representatives may request a secret ballot. Each share of the same class shall have the equal voting rights at the meeting mentioned above”.

7

Article 17.3. Convening of the General Meeting of Shareholders, agenda and notice of meeting of General Meeting of Shareholders:

“The notice of a meeting of the General Meeting of Shareholders shall be sent to all shareholders and at the same time shall be published on the information media of the Stock Exchange (applicable to companies listed or registered for

Supplement of Article 17.3:

“The notice of a meeting of the General Meeting of Shareholders shall be sent to all shareholders and at the same time shall be published on the information media of the Stock Exchange (applicable to companies listed or registered for trading) and on the website of the Company. Such notice must be sent at least fifteen (15) days prior to the date of the meeting of the General Meeting of Shareholders (calculated from the date on which the notice is validly

Guideline in amendment 1, model Charter, Circular 95 (Article 18.3)

trading) and on the website of the Company. Such notice must be sent at least fifteen (15) days prior to the date of the meeting of the General Meeting of Shareholders (calculated from the date on which the notice is validly sent or delivered, the date on which the postal charge is paid, or the date on which the notice is put in the mailbox). The agenda of the General Meeting of Shareholders and documents relating to the matters to be voted at the meeting shall be sent to the shareholders and/or published on the website of the Company. In a case where no document is attached with the notice of the meeting of the General Meeting of Shareholders, the notice inviting to the meeting must specify the website address in order to enable the shareholders to access such documents”.

sent or delivered, the date on which the postal charge is paid, or the date on which the notice is put in the mailbox). The agenda of the General Meeting of Shareholders and documents relating to the matters to be voted at the meeting shall be sent to the shareholders and/or published on the website of the Company. In a case where no document is attached with the notice of the meeting of the General Meeting of Shareholders, the notice inviting to the meeting must specify the website address in order to enable the shareholders to access such documents, **including:**

- a. **Meeting agenda, materials for the meetings.**
- b. **The list and details of candidates in case of electing members of the Board of Directors and Board of Supervisory.**
- c. **Votes result;**
- d. **Power of attorney form;**
- e. **Drafted resolutions of the General Meeting of Shareholders with respect to each issue included in the meeting agenda;**

8

Article 22. Minutes of meeting of General Meeting of Shareholders

The Chairman of the Shareholders Meeting is responsible for keeping the General Meeting of

Add one more item to Article 22: “The minutes of meeting of General Meeting of Shareholders have to be written and may be recorded or stored in other electronic forms. The minutes must be made in

Guideline in amendment 1, model Charter, Circular 95 (Article 23)

Shareholders minutes. The minutes of the General Meeting of Shareholders shall be published on the website of the Company within twenty-four (24) hours after the date of the General Meeting of Shareholders ends. The minutes of the General Meeting of Shareholders is considered as evidence of the work conducted at the General Meeting of Shareholders, unless there is objection on the written record made in accordance with the procedures specified within ten (10) days after sending the minutes. The minutes must be made in Vietnamese, with the signature of the chairperson and secretary of the meeting and shall be made under the provisions of the Law on Enterprise and this Charter. The records, minutes, signature books signed by the shareholders attending the meeting and written authorization form must be kept at the head office of the Company.

Vietnamese or English and must contain the main content as follow:

a. Name, address of the Head Office, code of the insurance of the Enterprises

b. Time and avenue of the General Meeting of Shareholders;

c. Content and agenda of the Meeting;

d. Full name of Chairman and Secretary;

e. Meeting brief and opinions at the General Meeting on each matter set out in the meeting agenda;

f. The number of shareholders and total number of votes of shareholders attending, amendment of the registered shareholders list, representatives of shareholders attending the meeting as well as the number of shares and the respective number of votes;

g. The total amount of votes of each voting issue, clearly stating the way of voting, the number of valid or invalid votes, Total number of votes for, against and abstentions on each issue voted on; the proportion of the total number of votes of attending shareholders;

h. Resolutions which have been passed and the porpotion of approval votes;

i. The signature of chairman and secretary;

The Vietnamese and English versions of meeting minutes have the equal legal validity. In case there are differences between the two versions, the Vietnamese one shall be effective.

2. The Chairman of the Shareholders Meeting is responsible for keeping the General Meeting of Shareholders minutes. The minutes of the General Meeting of Shareholders shall be published on the website of the Company within twenty-four (24) hours after the date of the General Meeting of Shareholders ends. The minutes of the General Meeting of Shareholders is considered as evidence of the work conducted at the General Meeting of Shareholders, unless there is objection on the written record made in accordance with the procedures specified within ten (10) days after sending the minutes. The minutes must be made in Vietnamese **and English (if any)**, with the signature of the chairperson, ~~and~~ secretary of the meeting shall be jointly liable for the truthfulness and accuracy of the contents of the minutes. ~~shall be made under the provisions of the Law on Enterprise and this Charter.~~ The records, minutes, signature books signed by the shareholders attending the

meeting and written authorization form must be kept at the head office of the Company

9	<p>Article 25.2 and 25.3. Status of members of the Board of Directors:</p>	<p>Article 25.2 and 25.3 supplement:</p>	<p>Comply to Article 12.3 and 12.3 in Decree 71.</p>
	<p>“2. The Chairman of the Board of Directors must not concurrently be the Chief Executive Officer, 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.</p>	<p>“2.The Chairman of the Board of Directors must not concurrently be the Chief Executive Officer, 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.</p>	
	<p>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.</p>	<p>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.</p>	
10	<p>Article 26.5. Rights and obligations of members of the Board of Directors</p>	<p>Article 26.5 supplement:</p>	<p>Comply to Article 14.3 Decree 71.</p>
	<p>5.The Company may, and is not obliged to, purchase liability insurance for members of the Board of Directors after obtaining</p>	<p>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 insurance shall not include</p>	

approval from the Board of Directors. However, such insurance shall not include insurance for liabilities of members of the 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 Board of Directors related to the violation of Law and Company Charter.

<p>11 In Article 27.3.d : Powers and duties of Board of Directors.</p> <p>d. To make decisions on the structure of the company, internal management regulations of the Company;</p>	<p>Article 27.3.d supplement:</p> <p>d. To make decisions on the structure of the company, internal management regulations of the Company; <u>Internal regulations on corporate governance must be drafted by the board of directors and submitted to the general meeting of shareholders for approval</u></p>	<p>Comply to Article 7 Decree 71.</p>
<p>12</p>	<p>Add one more Article after the recent Article 30 as following:</p> <p>Article 31. Persons in charge of corporate governance</p> <p>1. The board of directors of the listed companies must nominate at least 1 person to be in charge of corporate governance to assist manage the corporate effectively; His or her term is decided by the Board of Directors, maximum five (05) years.</p> <p>2. The person in charge of corporate governance must meet the following requirements:</p> <p>a. Be knowledgeable about law</p>	<p>Regulated in Article 18 Decree 71 about persons in charge of corporate governance. Guidelines in model charter, Circular 95 (Article 32)</p>

b. Not work for the independent auditing company performing audits of the company's financial statements.

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 Coporate when needed but not against the current Labor Laws.

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 assembly of shareholders in compliance with regulations and law and the related work between the company and shareholders;
- b) Preparing meetings of the board of directors, board of controllers and general assembly of shareholders at the request of the board of directors or the board of controllers;
- c) Advising on the procedures of meetings
- d) Participating in meetings
- đ) Advising on procedures for resolutions of the board of directors in accordance with regulations of law;
- e) Providing financial information, copies of meeting minutes of the board of directors and other

information for members of the board of directors and controllers;

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

13	<p>Article 35.1. Handling of violations against regulations on corporate governance</p>	<p>Article 35.1 supplement:</p>	<p>Guidelines in amendment 1, model Charter, Circular 95 (Article 37.2)</p>
	<p>“1. The Supervisory Board of the Company has 03 members. The members of the Supervisory Board must not be in the accounting and finance department of the Company, a member or employee of the independent audit firm performing audits of financial statements of the Company. The members of the Supervisory Board Company must be an accountant or auditor.”</p>	<p>“1. The Supervisory Board of the Company has 03 members. The members of the Supervisory Board must not be in the accounting and finance department of the Company, a member or employee of the independent audit firm performing audits of financial statements of the <u>Company in the last 3 years.</u> The members of the Supervisory Board Company must be an accountant or auditor.”</p>	
14	<p>Article 35.5. Members of Supervisory Board</p>	<p>Article 35.5 supplement:</p>	<p>Guidelines in amendment 1, model Charter, Circular 95 (Article 37.4 and 37.5)</p>
	<p>5. “The status as a member of the Supervisory Board shall be terminated in the following cases:</p>	<p>“5. The status as a member of the Supervisory Board shall be terminated in the following cases:</p>	



a. Such member is prohibited from being a member of the Supervisory Board by law;

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 Supervisory Board have professional evidence that such person has lost capacity for civil acts;

d. Such member is absent and does not attend the meetings of the Supervisory Board for six (6) consecutive months without approval of the Supervisory Board, and the Supervisory Board decides that the position of such member is vacated;

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

~~f. Such member is prohibited from being a member of the Supervisory Board by law;~~

~~g. Such member resigns by sending a written notice to the head office of the Company;~~

~~h. Such member suffers a mental disorder and other members of the Supervisory Board have professional evidence that such person has lost capacity for civil acts;~~

~~i. Such member is absent and does not attend the meetings of the Supervisory Board for six (6) consecutive months without approval of the Supervisory Board, and the Supervisory Board decides that the position of such member is vacated;~~

~~j. Such member is dismissed from the position of the member of the Supervisory Board by a decision of the General Meeting of Shareholders”.~~

5. The status as a member of the Supervisory Board shall be removed in the following cases:

a. He or she no longer meets the standard of being an member or Supervisory Board as regulated in the Laws 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 Supervisory Board shall be dismissed in the following cases:

a. Did not complete assigned duties;

b. Seriously violate the duties of a member of Board of supervisory as regulated in Laws on Enterprises and this Charter;

c. The decision of the General Meeting of shareholders;

d. Other cases as regulated in Laws and this Charter;

15 Article 36. Supervisory Board.

Add Article 36.1.h:

“i. The Supervisory Board is responsible to shareholders of the company for its supervisory activities;

j. The Supervisory Board is responsible to supervise the financial situation of the company, the legality of activities of the members of the board of management, of the executive Director (General Director) and other managers, the co-ordination of activities between the Supervisory Board

Guidelines in amendment 1, model Charter, Circular 95 (Article 38.1)

and the board of management, the executive Director (General Director) and shareholders.

k.If the Supervisory Board 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 Supervisory Board 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 Supervisory Board is responsible to make a report at the general meeting of shareholders.

m. Other rights and obligations as regulated in this Charter.

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

1. Members of the Board of Directors, members of the Supervisory Board, the executive Director (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

Add Article 39.1 and the supplement of Article 39.4:

1. Members of the Board of Directors, Supervisory Board, CEO and other managers have to public their related interests as regulated in Article 159 Laws on Enterprises and other Laws.

2. Members of the Board of Directors, members of the Supervisory Board, the Chief

Comply with model Charter in Circular 95 (Article 41)

their personal interests or for the interests of other organizations or individuals.

2. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer 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 entitled to via other economic legal entities, 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 Supervisory Board, the Chief Executive Officer, other managers and their related persons or legal entities 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 Inspection Committee, the Chief Executive Director, other managers or their related persons, or a

Executive Officer 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 entitled to via other economic legal entities, 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 Supervisory Board, the Chief Executive Officer, other managers and their related persons or legal entities 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. **Unless the General Meeting Assembly of Shareholders has other decisions, the Enterprises must not provide loans or sponsor members of the Board of Directors, the**

company, partner, association or organization of which a member of the Board of Directors or of the Supervisory Board 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 twenty (20) per cent 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 twenty (20) per cent of the total value of assets recorded in the most recent financial statements, the important factors

Supervisory Board, 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. A contract or transaction between the Company and one or more members of the Board of Directors or of the Inspection Committee, the Chief Executive Director, 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 Supervisory Board 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 twenty

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 shareholders.

Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, 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.

(20) per cent 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 twenty (20) per cent 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 with related persons of Board of Directors, Supervisory Board,**



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 Supervisory Board, the Chief Executive Officer, 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

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Article 59.1. Effective date

1. This Charter includes 59 articles 22 chapters unanimously approved on ____ ____ in 2016 in Hanoi by the General Shareholders Meeting of FPT Corporation, of which it approved the validity in full text of this Charter.

In Article 59: 60.1. Effective date

1. This Charter includes __ 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.

To be accordant with reality.

APPENDIX 02

PROPOSAL FOR AMENDMENT AND SUPPLEMENTATION OF CORPORATE GOVERNANCE REGULATION OF FPT CORPORATION

No.	Current provisions of the Regulation	Proposed contents of amendment and supplementation for the Regulation	Legal basis
1	<p>Clause 2, Article 5 stipulating the annual and extraordinary General Meeting of Shareholders:</p> <p>“2. The Company discloses 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.”</p>	<p>Propose to adjust and supplement Clause 2, Article 5 and supplement Clause 6, Article 5 as follows:</p> <p>“2. The Company discloses 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. <u>about the preparation of list of shareholders entitled to attend the General Meeting of Shareholders at least 20 business days before the final record date.</u>”</p>	<p>Clause 1 and Clause 4, Article 8 of Decree No. 71/2017/ND-CP on June 6, 2016 guiding the corporate governance applicable to public companies</p>
2	<p><u>Article 6: Report on the activities of the Board of Directors at the Annual General Meeting of Shareholders</u></p> <p>Unless otherwise provided by laws or the Charter, the Board of Directors' report to the Annual General Meeting of Shareholders shall at least include the following contents:</p> <p>(a) Assessment of the Company's performance in the financial year;</p> <p>(b) Activities, remuneration and operating expenses of the Board of Directors and each member of the Board of Directors;</p> <p>(c) Review of meetings of the Board of Directors and decisions of the Board of Directors;</p> <p>(d) Supervision results of the</p>	<p>Propose to adjust and supplement Article 6 as follows:</p> <p><u>“Article 6: Report on the activities of the Board of Directors at the Annual General Meeting of Shareholders</u></p> <p>Unless otherwise provided by laws or the Charter, the Board of Directors' report to the Annual General Meeting of Shareholders shall at least include the following contents:</p> <p>(a) Assessment of the Company's performance in the financial year;</p> <p>(b) <u>Evaluation results of independent members out of Board of Directors on activities of the Board of Directors</u></p> <p>(c) <u>Activities of other subcommittees of the Board of Directors</u></p> <p>(d) Activities, remuneration and operating expenses of the Board of Directors and each member of the Board of Directors <u>as stipulated in Clause 3, Article 158 of the Law on Enterprises and the Charter of the Company;</u></p> <p>(e) Review of meetings of the Board of Directors and decisions of the Board of Directors;</p> <p>(f) Supervision results of the General Director;</p>	<p>In compliance with Article 9 of Decree No. 71.</p>

No.	Current provisions of the Regulation	Proposed contents of amendment and supplementation for the Regulation	Legal basis
	<p>General Director;</p> <p>(e) Monitoring results of other Managers; and</p> <p>(f) Long-term strategic plans.</p>	<p>(g) Monitoring results of other Managers; and</p> <p>(h) Long-term strategic plans</p>	
3	<p>Article 7: Report on the activities of the Board of Supervisors at the Annual General Meeting of Shareholders</p> <p>Unless otherwise provided by laws or the Charter, the Board of Supervisors' annual report to the General Meeting of Shareholders shall at least include the following contents:</p> <p>(a) Activities, remuneration and operating expenses of the Board of Supervisors and each member of the Board of Supervisors.”</p>	<p>Propose to adjust and supplement Clause a of Article 7 as follows:</p> <p>“Article 7: Report on the activities of the Board of Supervisors at the Annual General Meeting of Shareholders</p> <p>Unless otherwise provided by laws or the Charter, the Board of Supervisors' annual report to the General Meeting of Shareholders shall at least include the following contents:</p> <p>(a) Activities, remuneration and operating expenses of the Board of Supervisors and each member of the Board of Supervisors;</p> <p>Remuneration, operating expenses and other benefits of the Board of Supervisors and each Supervisor as provided for in Clause 3, Article 167 of the Law on Enterprises and the current Charter of the Company;”</p>	<p>In compliance with Clause 1, Article 9 of Decree No. 71</p>
4		<p>Propose to adjust an article after the current Article 5 as follows:</p>	<p>In compliance with content of Circular No. 95 and Article 17 of Charter of the Company, Article 138, 139 of Law on Enterprises.</p>
5	<p>At Clause 2, Article 8 on self-nomination and nomination of BOD member:</p> <p>“2. Information relating 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</p>	<p>Propose to adjust and supplement Clause 2 of Article 8 on self-nomination and nomination of BOD member as follows:</p> <p>2. In case of pre-determination of candidates, the information relating to the candidates of the Board of Directors shall be put on documents for General meeting and announced at least ten (10) days prior to the date that the General Meeting of Shareholders is opened on the Company’s website in order that Shareholders can find out about these candidates before</p>	<p>In compliance with Clause 1, Article 11 of Decree No. 71 and Article 24 of Charter of the Company</p>

No.	Current provisions of the Regulation	Proposed contents of amendment and supplementation for the Regulation	Legal basis
	<p>Shareholders is convened on the Company’s website in order to find out about these candidates before voting.”</p> <p>At Clause 4, Article 8:</p> <p>“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 attending the meeting may add up their voting rights to nominate candidates for the Board of Directors. The nomination of candidates for the Board of Directors when shareholders, after adding the voting right for nomination must comply with the provisions of law and the Company Charter.”</p>	<p>voting. The published information relating to the candidate includes the following minimum content:</p> <ol style="list-style-type: none"> a. Full name, date of birth; b. Education c. Professional qualification; d. Working process; e. Names of the companies in which the candidate is the BOD member position and holding other management positions; f. Assessment report on contribution of the candidate to the Company, in case the candidate is the BOD member; g. Benefits related to the Company (if applicable); h. Full name of shareholders or shareholder group nominating that candidate (if applicable); i. Other information (if applicable). <p>Propose to adjust and supplement Clause 4 of Article 8 as follows:</p> <p>“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 attending the meeting may add up their voting rights to nominate candidates for the Board of Directors. The nomination of candidates for the Board of Directors when shareholders, after adding the voting right for nomination must comply with the provisions of law and the Company Charter. Specifically, shareholders or shareholder group holding from 5% to under 10% of total shares with voting rights can nominate one (01) candidate, from 10% to under 30% can nominate maximally two (02) candidates; from 30% to under 40% can nominate maximally three (03) candidates; from 40% to under 50% can nominate maximally four (04) candidates; from 50% to under 60% can nominate maximally five (05) candidates; from 60% to under 70% can nominate maximally six (06) candidates; from 70% to 80% can nominate maximally seven (07)</p>	

No.	Current provisions of the Regulation	Proposed contents of amendment and supplementation for the Regulation	Legal basis
6	<p>Clause 3 of Article 9 stipulating the membership of the Board of Directors: “9.3 The Chairman of the Board of Directors shall not take over the position as the General Director unless he or she holds the necessary, temporary power or if this takeover is approved annually by the General Meeting of Shareholders or other cases in accordance with provisions of laws and the Charter.”</p>	<p>candidates; from 80% to under 90% can nominate maximally eight (08) candidates;</p> <p>Propose to adjust and supplement Clause 3 of Article 9 as follows: “9.3 The Chairman of the Board of Directors shall not take over the position as the General Director unless he or she holds the necessary, temporary power or if this takeover is approved annually by the General Meeting of Shareholders or other cases in accordance with provisions of laws and the Charter <u>The Chairman of the Board of Directors must not take over the position as the General Director.</u>”</p>	<p>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.</p>
7	<p>Clause 4, Article 9 on Board of Directors Membership: “9.4 Member of the Board of Directors must not be the member of the board of Directors of more than five (05) other companies, except for cases where they are members of the Board of Directors companies of the same group or representatives of fund management companies or securities investment companies as provided for by laws from time to time.”</p>	<p>Propose to adjust and supplement Clause 4 of Article 9 as follows: “9.4 Member of the Board of Directors must not be the member of the Board of Directors of more than five (5) other companies, except for cases where they are members of the Board of Directors companies of the same group or representatives of fund management companies or securities investment companies as provided for by laws from time to time.”</p>	<p>Clause 3, Article 12 of Decree No. 71 provides: “3. A member of the Board of Directors of a public company must not be the member of the Board of Directors of more than 05 other companies.”</p>
8	<p>Clause 6, Article 9 on Board of Directors Membership: “9.6 The Board of Directors may appoint another person to be a</p>	<p>Cancel Clause 6, Article 9 on Board of Directors 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</p>	<p>Decree No. 71 does not provide any equivalent provisions, while this provision provided in the Circular No.</p>

No.	Current provisions of the Regulation	Proposed contents of amendment and supplementation for the Regulation	Legal basis
	<p>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 effective.”</p>	<p>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 effective.”</p>	<p>121/2012/TT-BTC dated July 26, 2012 by the Ministry of Finance on corporate governance for public companies has been cancelled since the effective date of Decree No. 71.</p>
9	<p>Clause 5 of Article 10 on Code of Ethics for members of Board of Directors. “10.5 Members shall be responsible for avoiding conflicts of interest between the interests of the Company and the interests of himself or his related persons. In the event of a conflict of interest, the member shall immediately notify the other Member in writing of the conflict.”</p>	<p>Propose to supplement Clause 5 of Article 10 as follows: “10.5 Members shall be responsible for avoiding conflicts of interest between the interests of the Company and the interests of himself or his related persons. In the event of a conflict of interest, the member shall immediately notify the other Member in writing of the conflict. <u>“Related persons” in this Rules means individuals and organizations defined in Clause 17, Article 4 of the Law on Enterprises, Clause 34, Article 6 of the Law on Securities</u></p>	<p>In compliance with Clause 9, Article 2 of Decree No. 71.</p>

No.	Current provisions of the Regulation	Proposed contents of amendment and supplementation for the Regulation	Legal basis
10	<p>Clause 11.4 of Article 11 on Rights and Obligations of members of Board of Directors.</p> <p>“11.4 The Company may, however, not oblige to purchase liability insurance for members of the Board of Directors after approval of the Board of Directors. However, the insurance does not cover the liabilities of the members of the Board of Directors in connection with the violation of the law and the Company’s Charter.”</p>	<p>Propose to adjust and supplement Clause 11.4 of Article 11 on Rights and Obligations of members of Board of Directors as follows:</p> <p>“11.4 The Company may, however, not oblige to purchase liability insurance for members of the Board of Directors after approval of the Board of Directors. However, this insurance does not cover include coverage for liability of a member of the Board in connection with a violation of the law and the Charter of the Company. Members of the Board of Directors may be insured by the Company. The insurance does not cover the liabilities of the members of the Board of Directors in connection with the violation of the law and the Company’s Charter.”</p>	In compliance with Clause 3, Article 14 of Decree No. 71.
11	<p>“Article 14: Chairman of Board of Directors</p> <p>14.1 The Board of Directors shall elect a Board member as the Chairman. 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.”</p>	<p>Propose to adjust and supplement Clause 1, Article 14 and supplement Clause 5, Article 14 as follows:</p> <p>“14.1 The Board of Directors shall elect a Board member as the Chairman. The Chairman of the Board of Directors must not take over the position 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.”</p>	In compliance with Clause 2, Article 12 and Clause 2, Article 37 of Decree No. 71 and the current provisions of the Company’s Charter, there are two legal representatives of the Company who shall be the Chairman and the General Director.
12	<p>Article 15 on subcommittees of the Board of Directors</p>	<p>Supplement Clause 5, Article 15 as follows:</p> <p>“15.5. The Board of Directors must specify in details duties and powers of each of subcommittee and its members.</p>	In compliance with Clause 3, Article 17 of Decree No. 71
13	<p>Article 17: Duties and powers of the Board of Directors</p> <p>17.4. Pursuant to Articles 108 and 120 of the Law on Enterprises, Article 27.4 of the Charter, the following</p>	<p>Propose to adjust and supplement Clause 4, Article 17 as follows:</p> <p>“17.4. Pursuant to Articles 149 108 and 162 120 of the Law on Enterprises, Article 27.4 of the Charter, the</p>	Adjustment accordance with Law on Enterprises in 2014 and current Charter of Company because this provision was

No.	Current provisions of the Regulation	Proposed contents of amendment and supplementation for the Regulation	Legal basis
	<p>matters must be approved by the Board of Directors:</p> <p>a. Establishment of branches or representative offices of the Company; Review of annual plans of subsidiaries within the Group for in term of the establishment of branches and representative offices of these companies;</p> <p>b. Establishment, dissolution and request for bankruptcy of subsidiaries of the Company in the Group; Recommendation in the General Meeting of Shareholders on reorganization, dissolution or request for bankruptcy of the Company; Approval for amendment of the Charter, increase or decrease charter capital of subsidiaries;</p> <p>c. To the extent provided for in Article 108.2 of Law on Enterprises and except as provided for in Article 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 deploy, adjust or cancel the Company's major contracts (including purchase, sale, merger, acquisition, joint venture and other contracts) valued as 5% of total assets disclosed in the Consolidated financial statements of the latest quarter of the Company."</p>	<p>following matters must be approved by the Board of Directors:</p> <p>a. Establishment of branches or representative offices of the Company; Review of annual plans of subsidiaries within the Group for in term of the establishment of branches and representative offices of these companies;</p> <p>b. Establishment, dissolution and request for bankruptcy of subsidiaries of the Company in the Group; Recommendation in the General Meeting of Shareholders on reorganization, dissolution or request for bankruptcy of the Company; Approval for amendment of the Charter, increase or decrease charter capital of subsidiaries;</p> <p>c. To the extent provided for in Article 149.2 108.2 of Law on Enterprises and except as provided for in Article 162.3 120.3 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 deploy, adjust or cancel the Company's major contracts (including purchase, sale, merger, acquisition, joint venture and other contracts) valued as 5% of total assets disclosed in the Consolidated financial statements of the latest quarter of the Company."</p>	<p>established according to Law on Enterprises in 2015 and the Charter of the Company which has not been approved by the General Meeting of Shareholders in 2016.</p>

No.	Current provisions of the Regulation	Proposed contents of amendment and supplementation for the Regulation	Legal basis
14	Article 21 on annual meeting of the Board of Director	Supplement Clause 6, Article 21 as follows: “21.6. The Board of Directors shall require the independent members to submit annual reports on the operations of the Board of Directors which can be published at the annual General Meeting of Shareholders.”	Clause 3, Article 16 of Decree No. 71 on the meeting of Board of Directors: “3. Annually, The Board of Directors shall require the independent members to submit annual reports on the operations of the Board of Directors which can be published at the annual General Meeting of Shareholders.”
15	<p>“Article 22: Extraordinary meetings</p> <p>22.1 The Board of Directors may convene an extraordinary meeting due to:</p> <p>(a) The Chairman’s decision to convene;</p> <p>(b) Request of at least two (02) members of the Board of Directors;</p> <p>(c) Request of majority of Board of Supervisors; or</p> <p>(d) Request of the General Director or at least five (5) other Managers.</p> <p>22.2 The Chairman shall send a letter convening a meeting of the Board of Directors within 3 working days from the date of receipt of the request as mentioned in Clause 1. Meetings of Board of Directors shall be held</p>	<p>Propose to adjust and supplement Clauses 1 and 2, Article 22: Extraordinary meetings as follows:</p> <p>“22.1. 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 a meeting of the Board of Directors, without delay without any justifiable reason, when one of the following persons proposes in writing the purpose of the meeting and issues to discuss:</p> <p style="padding-left: 40px;">a. General Director or at least five (05) other Managers</p> <p style="padding-left: 40px;">b. At least two (02) executive members of the Board of Directors;</p> <p style="padding-left: 40px;">c. Board of Supervisors or independent membera.”.</p> <p>22.2 The Chairman shall send a letter convening a meeting of the Board of Directors within <u>3 seven (07)</u> working 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>	In accordance with Clause 3 and Clause 4, Article 29 of the current Company’s Charter.

No.	Current provisions of the Regulation	Proposed contents of amendment and supplementation for the Regulation	Legal basis
	within fifteen days after the request.”		
16		<p>Supplement another Chapter after Article 26 on Board of Supervisors and Supervisors as follows:</p> <p>Article 27: Self-nomination and nomination of Supervisors</p> <p>27.1. The self-nomination and nomination of Supervisors shall be carried out in the same manner as stipulated in the Charter of the Company.</p> <p>27.2. In cases where the number of candidates for the Board of 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 Company's Charter and this Rules. The approach the current Board of Supervisors uses for nominating candidates for Board of Supervisors must be expressly disclosed and approved by the General Meeting of Shareholders before implementation.</p> <p>Article 28: Supervisors</p> <p>28.1. Number of Supervisors of the Company is three (03) people. The tenure of the Supervisor shall not exceed five (05) years and may be re-elected for an unlimited number of terms.</p> <p>28.2. Supervisors must satisfy criteria and conditions stipulated in Aarticle 164.1 of the Law on Enterprises, the Company's Charter and are not in the following cases::</p> <ul style="list-style-type: none"> a) Working in the accounting and finance department of the Company; b) Being a member or an employee of an independent auditing firm that audits the Company's financial statements for the past three (03) consecutive years. <p>28.3. Supervisor must be an auditor or an accountant.</p> <p>28.4. Head of Board of Supervisors must be a professional accountant or auditor and must work full time at the Company.</p>	<p>In compliance with Point a, Clause 1, Article 134, Law on Enterprises 2014, Appendix No. 02 of Finance Ministry's Circular No. 95/2017 / TT-BTC on September 22, 2017guiding a number of articles of Decree No. 71/2017/NĐ-CP dated June 06, 2017 by the Government on corporate governance applicable to public companies.</p>

No.	Current provisions of the Regulation	Proposed contents of amendment and supplementation for the Regulation	Legal basis
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Article 29: Method of Supervisor election

29.1. 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 law provisions.

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

Article 30. Dismissal or removal of supervisors

30.1. Supervisors are dismissed in the following cases:

a. They no longer satisfy the criteria and conditions for supervisors under the provisions of the Law on Enterprises;

b. They fail to exercise their rights and obligations for six (6) consecutive months, except for force majeure events;

c. The present approved letter of resignation;

d. Other cases as prescribed by law, the Company's Charter.

30.2. Supervisors are fired in the following cases:

a. They fail to complete assigned tasks;

b. They commit to serious violations or repeatedly violate of obligations of Supervisors stipulated in the Law on Enterprises and the Charter of the company;

c. The General Meeting of Shareholders issues a decision;

d. Other cases as prescribed by law, the Company's Charter.

Article 31. Notice of election, dismissal and removal of supervisors.

The Company makes quick and timely disclosure of information on the

No.	Current provisions of the Regulation	Proposed contents of amendment and supplementation for the Regulation	Legal basis
		<p>Company's official website on changes in the election, dismissal and removal of Supervisors, while complying other disclosure obligations under SSC regulations for listed companies.</p>	
17	<p>“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 provisions of law and the Charter of the Company 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.”</p>	<p>Adjust and supplement Point a) Clause 1 of Article 30 as follows: “35.1. 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 provisions of law and the Charter of the Company 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.”</p>	<p>In compliance with Clause 3, Article 18 of Decree No. 71.</p>
18		<p>Supplement an Article following Article 30 on the Office of the Chairman as follows: “36. Person in charge of corporate governance 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 Law on Enterprise 2014. 2. The person in charge of corporate governance must be a knowledgeable person who can not concurrently work for an independent auditor who is auditing the company's financial statements.. 3. The person in charge of corporate governance has the following rights and obligations:</p>	<p>Provisions of Article 18 of Decree No. 71 on person in charge of corporate governance.</p>

No.	Current provisions of the Regulation	Proposed contents of amendment and supplementation for the Regulation	Legal basis
		<p>a) Advising the Board of Directors on the organization of the General Meeting of Shareholders in accordance with the regulations and related works between the company and shareholders;</p> <p>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;</p> <p>c) Consulting on the procedures of the meeting;</p> <p>d) Attending meetings;</p> <p>đ) Advising the procedures for the resolution of the Board of Directors in accordance with the law;</p> <p>e) Providing financial information, copies of minutes of meetings of the Board of Directors and other information for members of the Board of Directors and Supervisors.;</p> <p>g) Supervising and reporting to the Board of Directors on disclosure of information of the Company;</p> <p>h) Keeping information confidential in accordance with provisions of law and the Charter of the Company;</p> <p>i) Other rights and obligations in accordance with provisions of law and the Charter of the Company.</p> <p>4. The General Meeting of Shareholders authorizes the Board of Directors to consider and issue specific regulations on the standards of persons in charge of corporate governance, the appointment order, the cases of dismissal and removal of persons in charge of corporate governance as well as the disclosure of the appointment and dismissal”.</p>	
19	<p>Supplement an Article following current Article 48 as follows:</p> <p>“Article 55: Information disclosure</p> <p>1. The Company shall report to the State Securities Commission and the Securities</p>	<p>Articles 23 and 33 of Decree No. 71</p>	

No.	Current provisions of the Regulation	Proposed contents of amendment and supplementation for the Regulation	Legal basis
		<p>and Exchange Commission and publish information relating to the organizational structure of the company in accordance with Article 134 of Law on Enterprises 2014. In case of a change in organizational structure, the Company shall report to the State Securities Commission and the Securities and Exchange Commission and publish such information within 24 hours from the time the General Meeting of Shareholders issues its decision to approve the changes.</p> <p>2. The Company shall develop and promulgate regulations on disclosure of information in accordance with the Law on Securities and its guiding documents. The Company shall assign at least one employee to publish information.”</p>	
20	<p>“Article 50: Power to amend and supplement the Rules The Board of Directors is the authority to amend and supplement this Rules on the basis of the proposal of members of the Board of Directors, Board of Supervisors, the General Director or adjustments of the law on the contents related to contents the Rules.”</p>	<p>Adjust and supplement Article 50 as follows: “Article 57: Power to amend and supplement the Rules The General Meeting of Shareholders Board of Directors is the authority to amend and supplement this Rules on the basis of the proposal of members of the Board of Directors, Board of Supervisors, the General Director or adjustments of the law on the contents related to contents the Rules.”</p>	<p>In compliance with Article 7 and Clause 4 of Article 15 of Decree No. 71.</p>
21	<p>Article 51: Enforcement effect 51.1 These Rules take effect from the date 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</p>	<p>Adjust and supplement Article 51 as follows: “Article 58: Enforcement effect 51.1 These Rules take effect from the date 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</p>	<p>In compliance with Article 7 and Clause 4 of Article 15 of Decree No. 71.</p>



No.	Current provisions of the Regulation	Proposed contents of amendment and supplementation for the Regulation	Legal basis
	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.	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. <u>These Rules replace Rules on Management of FPT Corporation (issued under Resolution No. 02.11-2013/NQ-HĐQT-FPT dated November 15, 2013 by the Board of Directors.)</u>	



FPT CORPORATION

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom - Happiness

Draft

Hanoi, April 5th, 2018

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

Pursuant to:

- *Business Law No. 68/2014/QH13 dated 24th 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 Minute of FPT Corporation 2018 Annual General Meeting of Shareholders dated 5th April 2018;*
- *Voting Report of FPT Corporation 2018 Annual General Meeting of Shareholders dated 5th April 2018.*

DECIDED:

Article 1: Approve these following reports:

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

Unit: VND in billions

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%
Total	19,778	21,900	10.7%	2,957	3,484	17.8%



<i>Consolidated adjusted</i>	24,067	0	-100.0%	1,298	0	-100.0%
Total (after Consolidated adjusted)	43,845	21,900	-50.1%	4,255	3,484	-18.1%

4. The Supervisory Board's Report in 2017

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

1. Plan for 2017 profit distribution

Total cash dividend payment of 25% for FY2017VND (2,500 per share), in which:

- ✓ Already paid in 2017: 10%
- ✓ The rest (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 aborted.
- ✓ 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 with the rest of FY2017 cash dividend payment)
- ✓ Authorizing the BOD to implement share dividend payment.

Article 3: Approve Policy for cash dividend payment in 2018

- ✓ Propose 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) from four (4) audit firms (Big 4) to audit the Company's Financial Statements in 2018, including: KPMG, Deloitte, PwC, Ernst & Young and authorize the Board of Directors to select an audit firm corporeally.

Article 5: Approved the Amendments, Supplements and full text of FPT Charter and FPT 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; 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%** 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 bases on the Resolution to implement accordingly.

ON BEHALF OF SECRETARY

CHAIRMAN

LAI THI HUONG HUYEN

TRUONG GIA BINH



BALLOT

VOTER ID: FPT.000xxx

Full name: ...
 Number of shares in own possession: ... shares
 Number of shares authorized by other shareholders: ... shares
Total number of voting shares: ... shares

(Check the corresponding box for your choice in each content)

CONTENT	For	Against	Abstain
Content 01: 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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 02: Approve the plan for 2017 profit distribution and share dividend payment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 03: Approve policy for cash dividend payment in 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 04: Approve the Proposal of List of Auditors for 2018 Financial Statement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 05: Approve the amendment and full text of FPT Charter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 06: Approve the amendment and full text of FPT Corporate Governance Regulations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 07: Approve the 2018 remuneration package for the Board of Directors; the 2018 action plan and remuneration package for the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Guide:

Voter casts the vote by checking **ONLY ONE** of the options: **For, Against or Abstain** for each Proposal.

April 5th 2018

VOTER

(Signature and full name)