

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: 62/FPT-FMC

No.: 62/FPT-FMC

Hà Nội, ngày 11 tháng 04 năm 2024

Hanoi, April 11th 2024

CÔNG BỐ THÔNG TIN ĐỊNH KỲ
PERIODIC INFORMATION DISCLOSURE

Kính gửi: Ủy ban Chứng khoán Nhà nước
Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh
To: The State Securities Commission
Hochiminh Stock Exchange

1. Tên tổ chức/Name of organization: Công ty Cổ phần FPT/ FPT Corporation

- Mã chứng khoán/Mã thành viên/ Stock code/ Broker code: FPT/ FPT

- Địa chỉ/Address: Số 10, phố Phạm Văn Bạch, Phường Dịch Vọng, Quận Cầu Giấy, Thành phố Hà Nội, Việt Nam/ 10 Pham Van Bach Street, Dich Vong Ward, Cau Giay District, Hanoi, Vietnam

- Điện thoại liên hệ/Tel.: 024. 7300 7300

Fax: 024. 3768 7410

- E-mail: ir@fpt.com.vn

website: <https://fpt.com.vn>

2. Nội dung thông tin công bố / Contents of disclosure:

Biên bản và Nghị quyết Đại hội đồng Cổ đông thường niên 2024 / Meeting Minutes and Resolution of FPT's 2024 AGM

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 11/04/2024 tại đường dẫn <https://fpt.com.vn/vi/nha-dau-tu/thong-tin-cong-bo/> This information was published on the company's website on 11/04/2024, as in the link <https://fpt.com.vn/en/ir/information-disclosures>

Chúng tôi xin 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/ We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.



Tài liệu đính kèm/Attached documents: Biên bản và Nghị quyết Đại hội đồng Cổ đông thường niên 2024 / Meeting Minutes and Resolution of FPT's 2024 AGM

**Đại diện tổ chức
Organization representative**

Người được UQ CBTT
Person authorized to disclose information



Mai Thị Lan Anh



Hanoi, April 10th 2024

RESOLUTION
THE 2024 ANNUAL GENERAL SHAREHOLDERS MEETING
FPT CORPORATION

Pursuant to the Law on Enterprise dated June 17th, 2020;
Pursuant to the Law on Securities dated November 26th, 2019;
Pursuant to the Charter of FPT Corporation (“the Company”);
Pursuant to the Proposals of the Board of Directors (“the BOD”) and the Supervisory Board at the 2024 Annual General Meeting of Shareholders (“AGM”);
Pursuant to the Meeting Minutes of the Company’s 2024 AGM dated April 10th, 2024;
Pursuant to the Voting Report of the Company’s AGM dated April 10th, 2024.

DECIDED:

Article 1: Approve the followings:

- 1. Report on governance and performance of the BOD and its members in 2023;**
- 2. Strategic Direction for the period of 2024 – 2026;**
- 3. Business plan for 2024:**

Unit: billion VND

Business Sector	Revenue			Profit Before Tax		
	2023	2024	Change	2023	2024	Change
Technology	31,449	38,150	21.3%	4,162	5,195	24.8%
Telecommunications	15,806	17,600	11.4%	3,042	3,508	15.3%
Education, Investment & Others	5,363	6,100	13.7%	1,999	2,172	8.7%
Total	52,618	61,850	17.5%	9,203	10,875	18.2%

4. Income and remuneration budget of the BOD in 2024:

- Salary for members of the BOD participating in management: **VND 10.76 billion;**
- Bonus for members of the BOD participating in management: not exceeding **0.49%** FPT Corporation’s profit before tax;
- Compensation for members of the BOD not participating in management: **VND 6.32 billion.**

Article 2: Approve Audited Financial Statements for the year 2023. For more details, please visit: <https://fpt.com/en/ir/information-disclosures>

Article 3: Approve the Supervisory Board’s Report in 2023 and the Budget for the Supervisory Board’s activities in 2024 is VND 1,631,000,000.

Article 4: Approve 2023 cash dividend plan; Plan to issue shares to increase share capital from owner's equity; and policy for 2024 dividend payment. Details are as follows:

4.1. 2023 cash dividend plan

- The 2023 cash dividend payment: 20% (2,000 VND/Share)
- Already paid in 2023: 10%
- The rest (10%) will be paid after the AGM's approval.
- Expected time: Quarter 2/2024.

4.2. Plan to issue shares to increase share capital from owner's equity

Name of the share:	Share of FPT Joint Stock Company
Type of the share:	Common share
Par value:	10.000 VNĐ/share
Share issuance ratio	20:3 (15%) (On the date of closing the list of shareholders to exercise their rights, shareholders owning 20 shares will receive 03 new shares).
Number of shares expected to be issued:	Maximum 190,495,331 shares
Total expected issuance value by par value:	Maximum 1,904,953,310,000 VND
Beneficiaries:	All shareholders owning common shares of the Corporation at the date of closing the list of shareholders to exercise their rights.
Plan to handle arising odd shares:	The number of new shares issued to implement the above plan that each shareholder will receive will be rounded to the nearest unit according to the principle of rounding down. The resulting decimal fraction (if any) will be canceled.
Equity source:	From undistributed after-tax profits belonging to owner's equity on the most recent audited financial statement of the parent company.
Expected time to issue shares	After being approved by the general meeting of shareholders, no later than the third quarter of 2024 after receiving the official letter from the State Securities

	Commission on receipt of complete issuance report documents from the issuing organization.
Increase the charter capital	Increase the Corporation's charter capital to correspond to the total par value of the actual number of common shares issued; and undertake procedures to amend business registration after the end of the issuance following the provisions of law.
Register and list additional shares	The additional shares issued to increase share capital from equity sources will be registered and listed immediately after implementation.

4.3. FY2024 cash dividend plan

- Cash dividend plan of 20% (VND 2,000 per share – based on the number of new shares after implementing the plan to issue shares to increase share capital from owner's equity).
- The BOD, based on actual business results, decides the level of advanced dividends at appropriate times of the year as well as other related issues, ensuring no impact on the Company's business activities.
- The actual FY2024 cash dividend will be approved by the 2025 AGM.

Article 5: Approve the proposal of selecting one (1) among four (4) audit firms as below (Big 4) to audit the 2024 financial statements, including: KPMG Company Limited (KPMG), Deloitte Vietnam Company Limited (Deloitte), PwC Vietnam Company Limited (PwC), Ernst & Young Vietnam Company Limited (EY Vietnam) and authorize the BOD to select the audit firm.

Article 6: Approve the assignment and authorization for the BOD to be responsible for organizing and implementing the 2024 AGM Resolution and other previous AGM Resolutions, specifically as follows:

- The execution of share dividend issuance plan; share issuance to increase charter capital from equity sources; ESOP share issuance plan that has been approved according to AGM resolutions: (i) Decide on other detailed contents; Approve records, documents and undertake necessary procedures with the relevant government bodies to implement the contents approved by the AGM; (ii) Adjust charter capital; update business registration, securities registration, and list additional shares corresponding to the number of additional shares issued according to the above content.
- The execution of Article 6 of the 2023 AGM Resolution, including: (i) Approval of the plan to ensure the issuance of shares comply with regulations on foreign ownership limit; (ii) Decide on the detailed content of standards, lists, and principles that will be used to determine the distribution of shares (according to Clause 3, Article 64 of Decree 155/2020/ND-CP); Approve records and documents, and undertake necessary procedures with the relevant government bodies to implement the contents approved by the AGM;

- Implement other resolutions approved by the AGM: Decide on other detailed contents, Approve records, documents and undertake necessary procedures with the relevant government bodies.

The Resolution was approved by the 2024 AGM of FPT Corporation. Based on the Resolution, BOD will implement accordingly.

ON BEHALF OF SECRETARY



Pham Ngoc Anh

CHAIRMAN



Truong Gia Binh





FPT CORPORATION

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom– Happiness

No.: 01.04/2024/BBH-ĐHCĐ/FPT

Hanoi, April 10th, 2024

**MEETING MINUTES
OF THE 2024 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION**

Company name:	FPT Corporation
Address:	No. 10 Pham Van Bach Street, Dich Vong Ward, Cau Giay District, Hanoi, Vietnam
Company code:	Business Registration number 0101248141 issued for the 56 th time by Department of Planning and Investment dated of Hanoi August 7 th , 2023.
Time:	Started at 2:00 pm on April 10 th , 2024 Ended at 4:30 pm on April 10 th , 2024
Venue:	8th Floor Conference Hall, FPT Tower, No. 10, Pham Van Bach Street, Dich Vong Ward, Cau Giay District, Hanoi; and online at address: https://agm.fpt.com/login
Agenda and content:	Following the Agenda of 2024 Annual General Shareholders Meeting (AGM) approved by the AGM (attached to this minutes)
Chairman:	Mr. Truong Gia Binh – Chairman of the Board of Directors (BOD)
The Voting Committee:	Mr. Hoang Huu Chien, Mr. Hoang Ngoc Bich, Mr. Le Van Trung
The Secretariat:	Ms. Pham Ngoc Anh, Ms. Vu Thi Huyen Trang
Number of shareholders:	The number of shareholders attending in person, virtually and e-voting is 1.245 shareholders, representing 884.453.124 shares, accounting for 69,64% of the voting shares of FPT Corporation.

AGM SEQUENCE (in chronological order):

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

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

II. AGM OPENING

1. The AGM started with the flag raising ceremony. The Organization Committee declared to begin the meeting and invited Mr. Truong Gia Binh to lead the 2024 AGM.
2. **The Chairman Board:** Mr. Truong Gia Binh – Chairman of the AGM invited Mr. Bui Quang Ngoc, Vice Charman of the BOD; Mr. Nguyen Van Khoa, CEO; Mr. Nguyen The Phuong, EVP; Mr. Pham Minh Tuan, EVP to the Chair Board to chair the AGM.
3. **The Secretariat and the Voting Committee:** Mr. Truong Gia Binh – Chairman of the AGM nominated The Secretariat and the Voting Committee of the AGM:
 - The Secretariat included: Ms. Pham Ngoc Anh, Ms. Vu Thi Huyen Trang.
 - The Voting Committee: Mr. Hoang Huu Chien, Mr. Hoang Ngoc Bich, Mr. Le Van Trung
 The AGM approved Mr. Truong Gia Binh’s nomination of the Secretariat and the Voting Committee.
4. **The meeting agenda:**

The Chair Board has run the AGM according to the agenda ratified by AGM, including the contents as follow:

No	Contents
I	Reports
	<ol style="list-style-type: none"> 1. Report on governance and performance of the BOD and its members in 2023 2. Strategic Direction for the period of 2024-2026 3. Business Plan for 2024 4. 2023 Audited Financial Statements 5. Report of the Supervisory Board in 2023
II	Proposals
	<ol style="list-style-type: none"> 1. 2024 income and remuneration budget for the BOD 2. 2023 cash dividend plan; Plan to issue shares to increase share capital from owner's equity; and policy for 2024 dividend payment 3. Budget for the Supervisory Board’s activities in 2024 4. Proposal of audit firm list to audit the 2024 financial statements 5. Assignment and authorization for the BOD to be responsible for organizing and implementing the 2024 AGM Resolution and other previous AGM Resolutions

III. REPORTS PRESENTED AT THE AGM

1. **Mr. Bui Quang Ngoc – Vice Chairman of the BOD** presented and proposed to the AGM the following contents:



- Report on governance and performance of the BOD and its members in 2023 including: Assessment of the company's performance in 2023, Assessment on the BOM's performance; Assessment on the BOD's activities in 2023.
- Proposal of 2024 income and remuneration budget for the BOD as follows:
 - ✓ Salary for members of the BOD participating in management: **VND 10.76 billion;**
 - ✓ Bonus for members of the BOD participating in management: not exceeding **0.49%** FPT Corporation's profit before tax;
 - ✓ Compensation for members of the BOD not participating in management: **VND 6.32 billion.**

2. **Mr. Nguyen Van Khoa, CEO** presented the report of the Board of Management (BOM) on 2023 business activities and proposed to the AGM, including:

- Assessment of the company's 2023 performance.
- 2024 Business plan with following details:
 - ✓ Revenue: 61,850 billion VND, growing by 17,5%.
 - ✓ Profit before tax: 10,875 billion VND, growing by 18.2%

3. **Mr. Nguyen The Phuong, Executive Vice President** presented to the AGM for approval the following:

- Audited financial statements of 2023.
- 2023 cash dividend plan; Plan to issue shares to increase share capital from owner's equity.
- Assignment and authorization for the Board of Directors to be responsible for organizing and implementing the 2024 AGM Resolution and other previous AGM Resolutions.

4. **Mr. Pham Minh Tuan, Executive Vice President** presented and proposed to the AGM the policy for 2024 dividend payment.

5. **Mr. Nguyen Viet Thang, Head of the Supervisory Board** presented on behalf of the Supervisory Board and proposed to the AGM:

- The Supervisory Board' 2023 Report and the 2024 Operating Plan.
- The 2024 Budget for the Supervisory Board's activities, with following details:

No.	Item	Unit	Quantity	Price (VND)	Amount (VND)
1	Outsource professional consultants	H	50	2,000,000	100,000,000
2	Remuneration for the Supervisory Board's members	H	1040	1,400,000	1,456,000,000
3	Travelling expenses	Times	5	15,000,000	75,000,000
Total:					1,631,000,000

- Proposal of selection and authorization for the BOD to select one (1) from four (4) audit firms to audit the Company's 2024 financial statements: KPMG, Deloitte, PwC, EY Vietnam.



6. Mr. Truong Gia Binh, Chairman of the BOD presented 2024-2026 Strategic Direction.

In the period 2024-2026, FPT aims to accelerate Digital Transformation, promote Green Transformation and initiate Smart Transformation.

6.1. DC5

FPT remains resolutely committed to implementing the DC5 Strategy outlined in 2023 – the 35th milestone year of its development journey.

With the aim of fostering happiness for every individual, success for every organization, and advancing the nation's prosperity, during the period 2024-2026, DC5 (Digital Conglomerate 5.0) will prioritize the concurrent development of products, services, and solutions in two fundamental directions:

- Creating Smart solutions tailored for organizations and enterprises while offering Convenient services for individuals through AI and Data platforms.
- Enhancing ecosystem expansion and collaboration with partners within and outside the Corporation to deliver comprehensive and optimized digital experiences for individuals, organizations, and businesses. Furthermore, this initiative aims to broaden FPT's customer base and seize new business opportunities:
 - External ecosystems and partners: Online payment systems, Banks, Social networks, Online applications, and Retail store chains and supermarkets;
 - FPT's ecosystem: The extensive integration of FPT ID, FPT Pay, Happy Club, and the Customer Data Platform platform services into all Made-by-FPT services, products, and solutions.

6.2. Principal initiatives by the business sector

6.2.1. The Technology sector experiences rapid expansion across global markets, broadening its range of services and domains

- Strengthening expertise in the Automotive sector: Leveraging the AutoSAR architecture, FPT is committed to investing in the development of intelligent solutions, offering comprehensive automotive services with the objective of achieving a 50% annual growth rate and attaining a revenue milestone of 1 billion USD by 2030. Presently, FPT boasts a workforce of over 4,000 engineers and specialists specializing in automotive software and maintains a robust network comprising more than 150 distinguished clientele, including globally renowned brands such as Honda, Hyundai, Volvo, VinFast, Ford, Yazaki, LG, Panasonic, and NXP.
- Diversifying offerings in the Semiconductor sector: FPT will further expand its portfolio by augmenting the design of chip models and engaging in Outsourced semiconductor assembly and test (OSAT) services while scaling up production capacity. Additionally, FPT sets a target to train 10,000 engineers and specialists in the semiconductor industry by 2030 (including those acquiring short-term conversion certificates from related fields such as Electronics and Telecommunications). FPT has secured orders for nearly 70 million chips until 2025.



- Continuing to invest in AI, Cloud, Cybersecurity services and new technology infrastructure services such as GPU as a Services (Graphic Processing Units - Virtual server service to accelerate machine learning and graphics tasks , AI...).
- Promoting the development of FPT Cloud, FPT AI platforms and Made by FPT products and solutions (SaaS and Cloud on Premise) towards in-depth expertise in industries...
- Expanding System Integration services and Infrastructure Managed Services for East Asia and Southeast Asia.
- Taking the lead in Digital Transformation, Green Transformation, and progressing toward Smart Transformation (DGI - Digital, Green, Intelligence Transformation).
- Maintaining the growth across all global markets. In particular, the East Asian market, including Japan, Korea, and China with cultural similarities and the China + 1 transition trend, is expected to maintain high growth.

6.2.2. The Telecommunications Sector becomes the provider of Internet and Online services with the best experience

To ensure stable quality and provide an exceptional service experience to customers, FPT will prioritize adopting AI technology, automating operational support, and optimizing transmission lines based on service requirements. Additionally, there will be enhancements in terminal devices, along with the integration of telecommunications services with Digital Conglomerate 5.0 - DC5.

Data Center services will undergo continuous upgrades and enhancements to provide comprehensive solution suites covering infrastructure and software for business customers. The ultimate goal is to ensure that "Vietnam's data remains in Vietnam."

Building on the initial successes of the VnExpress Marathon community, which includes multiple activities on social networks, online competitions (VRace), and large-scale tournaments like the VnExpress Marathon with up to 10,000 participants, FPT is committed to expanding this model for other communities. This expansion will be facilitated through the development of Vietnam's premier Social Online-Offline Platform.

6.2.3. The Education sector expands the scale and the quality

The Education sector continues to expand both the scale and the quality by investing in building a network of universities, colleges and inter-level schools in many provinces and cities nationwide, while adding new majors, directly serving learners' needs in fields such as: Semiconductor, Automotive, Game Design.

6.3. Investment in Technology and Human Capital

6.3.1. Promote investment in platform technologies

Artificial intelligence plays a core role in FPT's development strategy (DC5), aiming to serve at least 50% of Vietnamese citizens and 300 million of global citizens. Generative AI solutions (such as AI Mentor, ChatbotGPT...), visual AI (LandingLens) are developed



according to specialized industry orientations, bringing outstanding advantages to the Made by FPT product suite and to FPT's customers in business and production.

The Corporation will also continue to promote cooperation with Landing AI - Top 10 most impressive startups in the US - to catch the wave of computer vision. In 2024, FPT and Landing AI will promote building solutions to apply Large Vision Model (LVM) in order to solve many demanding problems in the fields of Manufacturing, Agriculture, Healthcare, Retail...Especially, LandingLens solutions for detecting errors in production are being tested at many factories with outstanding effectiveness in terms of accuracy, early detection and high productivity in the fields of machinery manufacturing and engineering compared to traditional methods. Large-scale and image-based identification, classification and diagnostic solutions are also being tested for AI cameras, medical diagnostics, logistics and retail management.

In the field of semiconductor chips, the Corporation continues to promote the search for potential partners globally to cooperate in investing and participating in testing services, expanding production scale as well as training high-tech human resources in both the short and long term for the semiconductor industry, meeting great demand of the market.

In the realm of Cloud technology, our focus lies in advancing a super-converged cloud platform, fostering innovation by consistently broadening the product ecosystem and expanding the service portfolio to encompass over 100 services. Additionally, we prioritize the development of platform services (PaaS) and novel solutions, including high-performance computing, AI service development infrastructure, and VDI (Virtual Desktop Infrastructure). Furthermore, we anticipate extending our Cloud service offerings to reach other pivotal markets in the Asia Pacific region.

Simultaneously, the Corporation maintains its focus on advancing internal digital transformation to enhance management efficiency, optimize operational productivity, and maximize efficiency through widespread replication of successful digital transformation initiatives on a global scale. This involves leveraging technology to streamline professional management activities across various vertical functions, including Finance, Human Resources, Technology, Quality, Marketing & Communications.

6.3.2. Scaling up and enhancing the quality of human resources

By 2035, FPT aims to have 1 million digital transformation professionals actively engaged in the Digital Conglomerate that aims to "Building A Happier Future", driving robust digital transformation initiatives domestically and internationally. Concurrently, the Corporation will persist in cultivating a joyful work environment, fostering optimal conditions for employee growth, and drawing technology talent from around the world, thereby bolstering long-term sustainability.

IV. DISCUSSION



1. Mr. Truong Gia Binh – Chairman of the AGM led the discussion on presented reports and statements at the meeting.
2. Discussion session of the 2024 AGM included 10 questions:

Question 1 – KIMC Representative: (1) Regarding the shortage of human resources in the semiconductor sector, is FPT signing any cooperation contracts with American or other partners in the world to provide human resources? (2) In terms of technology/data center, does it cooperate with a big partner like NVIDIA?

Answer:

Mr. Truong Gia Binh replied: Regarding semiconductors, he met a company with 600 software engineers achieving nearly 1 billion USD in revenue, its market price is 7-8 billion USD. That is an outsourcing business. The semiconductor industry still has space to develop software for semiconductors. We are in a position to control the workforce, the future of software is huge, the opportunity is huge for Vietnam and we need to do it quickly.

Regarding point number 2, there will be public information after NVIDIA comes to meet with FPT in the near future.

Question 2 – Online shareholder: How has FPT prepared its semiconductor development strategy and what is FPT doing to prepare human resources for semiconductors?

Answer:

Mr. Truong Gia Binh replied: We have had software experiences and we are opening a new opportunity of semiconductor experience.

On the first day, FPT went to India to talk with NIIT - number 1 corporation in training. APTECH came to Vietnam and proposed that in addition to training, it would provide 100 jobs in the US, the most important thing for FPT that day was output. That is the starting point of Vietnam's software industry.

At the moment, regarding such output, we need to sign agreements with corporations and universities to cooperate in training semiconductor human resources and finding output for it. Respectively, it will attract young Vietnamese human resources. This industry is attractive in terms of jobs, income, and working conditions.

Question 3 – Onsite shareholder: Does FPT plan to increase its dividend payment ratio in the near future?

Answer:

Mr. Nguyen The Phuong replied: FPT will maintain the policy of paying dividends of 2,000 VND/share. However, FPT still pays dividends in shares on a yearly basis; Issue additional shares to existing shareholders from equity capital.

Question 4 – Onsite shareholder: Previously, we had to compete with India, so what advantages is India having over Vietnam now?

Regarding the 5 new critical fields, such as AI, it will take a long time of 5-10 years to have financial profits, can you share the target by which year we can see million-dollar contracts in the areas of AI, chips, green transformation?



Some countries such as Malaysia and Japan offer many attractive policies to attract semiconductor investment. What are Vietnam's difficulties? What does Vietnam need to do to create favorable conditions for businesses like FPT?

Answer:

Mr. Truong Gia Binh replied:

- Regarding competition with India: India is a long time ahead of us, Indian big corporation's head count is on average half a million, superior to ours in terms of human resource. However, regarding working quality, customers are more satisfied with us. When Indians meet up a change in job requirements, they require additional wages. Vietnamese people always want to do the best. FPT's customers were surprised that during the covid period, not a single project missed deadlines and still achieved 100 points of customer satisfaction. Others can learn from Vietnamese people in that virtue of dedication.

- We did sign the AI and chip contract. There were customers who said that no matter how many chips FPT makes, they buy them all. We are doing what we have prepared, not like the first day of software outsourcing.

Question 5 – VinaCapital representative: What parts are included in the total estimated investment capital of 2,000 billion in 2024 for FPT Software? Does that level of investment ensure profitability? Does FPT have the flexibility to adjust that rate if the economic situation remains rough?

Answer:

Mr. Nguyen The Phuong replied: The CAPEX 2024 plan set for the technology sector is VND 2,200 billion, of which nearly 90% is to build offices for programmers. FPT plans to add about 6,000 programmers each year. Between renting an office and building it ourselves, FPT chooses to build campuses, with reasonable land prices, thus helping to optimize costs and achieve high efficiency. This year, we continue to build campuses in Quy Nhon and Hoa Lac and expand in Da Nang and Ho Chi Minh City.

Question 6 – Onsite shareholder: What are the business results of Q1/2024 in the US market and the Japanese market?

Answer:

Mr. Nguyen The Phuong replied: FPT's first quarter business results are expected to continue to maintain growth of over 20% in sales and approximately 20% in profit. Regarding software outsourcing, we maintain a stable growth rate of about 25%, the Japanese market scores very well with the ratio of 40%, the US market grows but at a slower rate than others.

Question 7 – Onsite shareholder: Regarding the global IT segment, what is the growth rate of signed revenue? The revenue of digital transformation? What additional M&A plans is the corporation having this year? How has the chip production plan expanded? Will the business model be changed? How will long-term plans for customers and products be implemented in the future?

The plan to expand database, will FPT benefit from Government projects? What is the plan to build more data centers? What is the contribution of this segment to Telecom revenue growth? How do new services such as AI and Big Data impact the growth of the Telecom segment?



Growth plan for the Education segment, how many growth rate does the Board of Directors expect and are there still many opportunities for development?

Answer:

Mr. Pham Minh Tuan replied: Signed revenue of software in 2024 is expected to grow by 25-30%. FPT has a great advantage in Asia due to cultural similarities. This will be a sustainable growth engine for FPT. There are many big contracts coming from Singapore, ranging from 5 to 10 million USD here. Regarding M&A, we will continue to deploy. FPT's ambition is not only to expand but also to deepen in order to shorten the needed time to add specialized companies for comprehensive contracts for the markets. In addition to M&A in the US market, FPT had an M&A with Japanese company – NAC this year, and after being accepted by the Japanese partner, FPT will have many new deals in this market. In other countries such as Korea, Singapore and Europe, we will continue to cooperate with new companies to quickly expand FPT's business in these markets.

Mr. Truong Gia Binh replied: In addition to M&A, there are also joint ventures and “shinkansen” model of cooperation. The company has big customers, they only do consulting, not implementation, FPT will cooperate with them to deploy big contracts. This method was successful and the largest contract was 150 million USD in the US. Growth comes in the form of “shinkansen” which brings in large contracts. JV ensures sustainability and many big deals, M&A ensures expertise.

Mr. Nguyen Van Khoa replied: Currently, the demand for data centers is increasing globally, especially in Asia. FPT will build data centers according to new standards to meet the needs of renewable energy, clean and green energy. By the end of 2024 or in the early of 2025 at the latest, FPT will open a data center in Thu Duc, District 9 - which will be the most modern one in Vietnam, serving AI computing systems. We are also going through procedures to build another data center in the North, aiming to serve not only Vietnam but also Asia and all over the world. We also continuously invest in undersea fiber optic cable infrastructure to better serve business connections.

Regarding Education segment - which is one of our strategic focuses, we are continuously building a high-quality FPT schools system in the provinces with reasonable tuition fees. FPT University has the largest enrollment in Vietnam. It is expected to expand its system of schools at all levels within 10 years. The remaining space in the education segment is still very significant. At present, the private sector accounts for less than 10%. In addition, the need for vocational training in localities is very high. Localities have different socio-economic development strategies and we focus on the needs of each province so that after 3-5 years, the human resources are qualified for jobs (9+3 program of FPT Polytechnic). When we had a meeting with Ha Tinh authorities, it was shown that there were 6000 students finishing secondary schools and then stopped learning. If they don't go to schools such as FPT Polytechnic, they will choose manual works. Therefore, all the local authorities are in favor of this education type.

Question 8 – Online shareholder: Last year, FPT carried out many M&A deals in France, the US and Japan. What does the Corporation expect from M&A deals and future plans? What potential markets are there for FPT to continue carrying out such deals?

Answer:

Mr. Truong Gia Binh replied: Companies in the automotive field, especially in the automotive design, FPT will deploy M&A. The European market is easier to implement M&A than Japan. Japanese companies do not like to be sold to foreigners. The company that FPT recently acquired in Japan has many technologies that FPT desperately needs - the world's leading technologies. The former owner of that company was determined to find a company where he can confide. He researched everything about FPT, including soccer or art clubs, Hope school activities. FPT has a mindset very similar to his mindset - for the benefit of people. Therefore, we are still trying to create a happy working environment for all employees of the Corporation.

Question 9 – Onsite shareholder: What is the revenue and profit margin of the order of 70 million semiconductor chips expected to bring? Does FPT invest in a manufacturing plant or is it only involved in the design stage? Why is the revenue growth and profit margin of the Technology segment of the domestic market only 1/3 of that of the foreign market? What does the Board of Directors plan to do to improve revenue growth and profit margin in the domestic market?

What is the growth force of the Telecommunications segment in the coming year? In 2024, what is the foundation for the Telecommunications segment to achieve its pre-tax profit plan of 15% increase? In 2023, pre-tax profit will only increase by 8% and complete 94% of the plan?

Why did the Education and investment segment only achieve the plan of 14% increase in the revenue and 9% increase in pre-tax profit while in 2023 revenue increased by 53% and profit increased by 36% in the context of the number of learners up to 45% and the Corporation expanding its school system?

Answer:

Mr. Nguyen The Phuong replied: The order of 70 million chips will be deployed not within just 1 year. FPT does design and then factories in Korea and Taiwan will produce. Profit margin - it is currently in the investment phase.

Domestic and foreign IT segments have different characteristics. The foreign IT segment is purely providing service. Domestic one includes 3 parts: hardwares, softwares and services. In term of hardware, profit margins are low. FPT's strategy will focus on promoting products made by FPT and it is expected that profit margins will improve remarkably in the coming years.

The Telecommunications segment consists of: telecommunications and online business. Last year, online advertising revenue was poor due to companies' cutting marketing budgets. This year can be seen many improvements, focusing more on events to get more advertising sponsorship.

Education, training and investment activities include business results from affiliated companies or FPT companies with capital contributions. Last year, FPT collected dividends from TPBank, which is an unusual income for the Education and Investment Segment. This year, FPT's growth plan of 14% is reasonable. New investments will be put in technology and is expected to run long-term future growth.

Question 10 – Onsite shareholder:



“Black swan” events - a term used to describe events that are unpredictable and have a notable impact on the world. I realize that Technology segment constitutes 45% of FPT profit and 60% of FPT revenue in 2023. How does the Board of Directors assess the possibility that a "black swan" event will disrupt business operation, eroding most of the Technology segment's profit. If the event occurs, what is FPT's solution?

FPT owns 45% of FPT Telecom capital and 46% of FPT Retail capital, appointing senior leaders in both companies. Why is FPT Telecom accounted as a subsidiary and FPT Retail accounted as an affiliated company?

Answer:

Mr. Nguyen The Phuong replied: In any business field, there are always certain risks. As for FPT, we have not seen any risk big enough to erode the profits of the IT business in foreign markets. The perceived risks are negligible.

FPT Telecom is a company established by FPT. In 2005, the Telecommunications Law stated telecommunications business must be state-owned. After the two sides discussed, the state agreed to transfer part of the capital at FPT to FPT Telecom and own 51% of FPT Telecom capital, authorizing FPT to manage FPT Telecom's business. This is in accordance with accounting laws and state regulations. FPT divested capital in 2017 in FPT Retail and Synnex FPT. At that time, FPT Retail was listed and had a Board of Directors who had worked for many years at FPT. That will be the independent Board of Directors leading FPT Retail. FPT has been consistent in accounting from the beginning until now.

V. ELECTING AND VOTING RESULTS

1. Mr. Hoang Huu Chien, Head of the Voting Committee presented the voting issues and monitored the voting process.
2. After the vote check was completed, Mr. Hoang Huu Chien, Head of the Voting Committee announced the voting result as follows:

The number of shareholders attending in person, virtually and e-voting is 1.245 shareholders, representing 884.453.124 shares, accounting for 69,64% of the voting shares of FPT Corporation.

- Total number of collected votes: 681 representing 875.303.481 shares, equal to 98,97% of total voting shares.
- Total number of non-collected shareholders: 564, representing 9.149.643 shares, equal to 1,03% of total voting shares.

No.	Voting issues	Approval		Disapproval		Blank	
		No. of voting shares	Percentage (%)	No. of voting shares	Percentage (%)	No. of voting shares	Percentage (%)
1	Approve the report on governance and performance of the BOD and its members in 2023; Strategic direction for the period of 2024-2026, The business plan for 2024, 2024 income and remuneration budget of the BOD.	875.295.868	100,00%	21	0,00%	7.592	0,00%
2	Approve Audited Financial Statements in 2023	858.561.543	98,09%	16.738.215	1,91%	3.723	0,00%
3	Approve the Supervisory Board's Report in 2023 and the Budget for the Supervisory Board's activities in 2024	875.278.413	100,00%	2.250	0,00%	22.818	0,00%
4	Approve 2023 cash dividend payment plan; Plan to issue shares to increase share capital from owner's equity and policy for 2024 dividend payment	875.284.090	100,00%	16.817	0,00%	2.574	0,00%
5	Approve the proposals to select an audit firm to audit the 2024 Financial Statements.	835.652.083	95,47%	15.276.310	1,75%	24.375.088	2,78%
6	Approve the assignment and authorization for the BOD to be responsible for organizing and implementing the 2024 AGM Resolution and other previous AGM Resolutions	576.847.711	75,20%	13.768.297	1,79%	176.509.382	23,01%

VI. CONTENTS APPROVED

1. Approve the report on governance and performance of the BOD and its members in 2023.
2. Approve the Strategic Direction for the period of 2024-2026 and 2024 Business Plan
 - 2.1. Strategic Direction for the period of 2024-2026
 - 2.2. 2024 Business Plan

Unit: billion VND

Business Segment	Revenue			Profit Before Tax		
	2023	2024	Growth	2023	2024	Growth
Technology	31,449	38,150	21.3%	4,162	5,195	24.8%
Telecommunication	15,806	17,600	11.4%	3,042	3,508	15.3%
Education, Investment & Others	5,363	6,100	13.7%	1,999	2,172	8.7%
Total	52,618	61,850	17.5%	9,203	10,875	18.2%

3. Approve the income and remuneration budget for the Board of Directors in 2024:

- Salary for members of the BOD participating in management: **VND 10.76 billion;**
- Bonus for members of the BOD participating in management: not exceeding **0.49%** FPT Corporation's profit before tax;
- Compensation for members of the BOD not participating in management: **VND 6.32 billion.**

4. Approve the audited financial statements in 2023.

5. Approve the Report of the Supervisory Board in 2023 and 2024 budget for the Supervisory Board's activities: VND 1,631,000,000.

6. Approve 2023 cash dividend payment plan; Plan to issue shares to increase share capital from owner's equity and policy for 2024 dividend payment

6.1. 2023 cash dividend plan

- The 2023 cash dividend payment: 20% (2,000 VND/Share)
- Already paid in 2023: 10%
- The rest (10%) will be paid after the AGM's approval.
- Expected time: Quarter 2/2024.

6.2. Plan to issue shares to increase share capital from owner's equity

Name of the share:	Share of FPT Joint Stock Company
Type of the share:	Common share
Par value:	10.000 VND/share
Share issuance ratio	20:3 (15%) (On the date of closing the list of shareholders to exercise their rights, shareholders owning 20 shares will receive 03 new shares).
Number of shares expected to be issued:	Maximum 190,495,331 shares

Total expected issuance value by par value:	Maximum 1,904,953,310,000 VND
Beneficiaries:	All shareholders owning common shares of the Corporation at the date of closing the list of shareholders to exercise their rights.
Plan to handle arising odd shares:	The number of new shares issued to implement the above plan that each shareholder will receive will be rounded to the nearest unit according to the principle of rounding down. The resulting decimal fraction (if any) will be canceled.
Equity source:	From undistributed after-tax profits belonging to owner's equity on the most recent audited financial statement of the parent company.
Expected time to issue shares	After being approved by the general meeting of shareholders, no later than the third quarter of 2024 after receiving the official letter from the State Securities Commission on receipt of complete issuance report documents from the issuing organization.
Increase the charter capital	Increase the Corporation's charter capital to correspond to the total par value of the actual number of common shares issued; and undertake procedures to amend business registration after the end of the issuance following the provisions of law.
Register and list additional shares	The additional shares issued to increase share capital from equity sources will be registered and listed immediately after implementation.

6.3. FY2024 cash dividend plan

- Cash dividend plan of 20% (VND 2,000 per share – based on the number of new shares after implementing the plan to issue shares to increase share capital from owner's equity).
- The BOD, based on actual business results, decides the level of advanced dividends at appropriate times of the year as well as other related issues, ensuring no impact on the Company's business activities.
- The actual FY2024 cash dividend will be approved by the 2025 AGM.

7. **Approve the proposal of selecting one (1) from four (4) audit firms to audit the Company's Financial Statements in 2024, including: KPMG, Deloitte, PwC, Ernst & Young Vietnam and authorize the Board of Directors to select an audit firm corporeally.**

8. **Approve the assignment and authorization for the Board of Directors to be responsible for organizing and implementing the 2024 AGM Resolution and other previous AGM Resolutions, specifically as follows:**

- The execution of share dividend issuance plan; share issuance to increase charter capital from equity sources; ESOP share issuance plan that has been approved according to AGM resolutions: (i) Decide on other detailed contents; Approve records, documents and undertake necessary procedures with the relevant government bodies to implement the contents approved by the AGM; (ii) Adjust charter capital; update business registration, securities registration, and list additional shares corresponding to the number of additional shares issued according to the above content.
- The execution of Article 6 of the 2023 AGM Resolution, including: (i) Approval of the plan to ensure the issuance of shares comply with regulations on foreign ownership limit; (ii) Decide on the detailed content of standards, lists, and principles that will be used to determine the distribution of shares (according to Clause 3, Article 64 of Decree 155/2020/ND-CP); Approve records and documents, and undertake necessary procedures with the relevant government bodies to implement the contents approved by the AGM;
- Implement other resolutions approved by the AGM: Decide on other detailed contents, Approve records, documents and undertake necessary procedures with the relevant government bodies.

9. AGM CLOSING

1. Mr. Bui Quang Ngoc, Vice Chairman of the BOD read the Resolution submitted to AGM to approve.
2. Ms. Pham Ngoc Anh, the Secretariat read the AGM Minutes submitted to the AGM to approve.
3. The AGM approved the full Resolution and Minutes right at the AGM.
4. Chairman Truong Gia Binh declared the closing of the AGM.

ON BEHALF OF THE SECRETARIAT

Pham Ngoc Anh

CHAIRMAN

Truong Gia Binh



No. 01

Hanoi, March 12th, 2024

PROPOSAL

Ref. approval of the Report of the Board of Directors in 2023, Strategic Direction for the period of 2024-2026, Business plan for 2024 and Remuneration budget for the Board of Directors in 2024

To: The 2024 Annual General Meeting of Shareholders of FPT Corporation

Pursuant to the 2020 Law on Enterprises;

Pursuant to the Charter of FPT Corporation;

Pursuant to the 2023 actual situation of remuneration payment for members of the Board of Directors and Business plan for 2024.

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders to approve the Report of the BOD in 2023, Strategic Direction for the period of 2024-2026, Business plan for 2024 and Remuneration budget for the Board of Directors in 2024 as follows:

1. **The BOD’s 2023 Report** (as attached).
2. **Strategic Direction for the period of 2024 – 2026** (as attached).
3. **Business plan for 2024:**

Unit: billion VND

Business Sector	Revenue			Profit Before Tax		
	2023	2024	Change	2023	2024	Change
Technology	31,449	38,150	21.3%	4,162	5,195	24.8%
Telecommunications	15,806	17,600	11.4%	3,042	3,508	15.3%
Education, Investment & Others	5,363	6,100	13.7%	1,999	2,172	8.7%
Total	52,618	61,850	17.5%	9,203	10,875	18.2%

4. Remuneration budget for the BOD in 2024:

- Salary for members of the BOD participating in management: **VND 10.76 billion;**
- Bonus for members of the BOD participating in management: not exceeding **0.49%** FPT Corporation’s profit before tax;
- Compensation for members of the BOD not participating in management: **VND 6.32 billion.**

Respectfully submitted to the General Meeting of Shareholders for review and approval./.

**ON BEHALF OF THE BOD
CHAIRMAN**

Truong Gia Binh



Hanoi, March 12th, 2024

THE BOARD OF DIRECTORS' REPORT

I. EVALUATION OF THE BOARD OF DIRECTORS ON THE CORPORATION'S PERFORMANCE IN 2023

1. Business performance evaluation

In 2023, demonstrating proactive preparation and adaptability to address market fluctuations and economic challenges, the Corporation sustained growth that surpassed projections. Revenue and profit before tax increased by 19.6% and 20.1% over the same period, achieving 101% of the revenue plan and 102% of the profit plan outlined at the Annual General Meeting of Shareholders.

The Technology Sector remained pivotal, accounting for 60% of the Corporation's revenue and 45% of its profit before tax, amounting to 31,449 billion VND and 4,161 billion VND, reflecting growth rates of 22.1% and 23.6%, respectively.

In the domestic market, the Corporation advanced digital transformation collaborations in over 30 localities, generating revenue of 7,161 billion VND, marking a 4.6% increase. Despite a slight decline of 2.6% in pre-tax profit to 379 billion VND, efforts to foster partnerships with government entities, ministries, branches, foreign businesses, and less affected economic sectors have been instrumental.

The Telecommunications sector achieved 4 million Internet subscribers in 2023, sustaining its growth trajectory.

Furthermore, the FPT Education Organization (FPT Education) continued to attract a substantial number of students, boasting 145,000 learners across the system, marking a 34% increase over the same period.

2. Outcomes of the Strategy Execution

FPT successfully executed pivotal programs and projects aligned with the proposed strategy and direction due to astute business acumen, adaptability, a firm commitment to innovation, and robust management capabilities driven by real-time data. This has resulted in a harmonious balance across all three dimensions: Business, Management, and Technology, yielding the anticipated outcomes.

2.1. Business

In the foreign markets, for the first time, FPT achieved a milestone by reaching 1 billion USD in revenue from IT services for foreign markets. Nearly 50% of this revenue stemmed from digital transformation services, with a focus on cutting-edge technologies like Cloud, AI, and Data Analytics. Moreover, the field of IT services for foreign markets saw significant growth in large-scale projects, generating 29,717 billion VND in revenue, marking a 37.6% increase over the same period. Notably, there were 37 projects with a scale exceeding 5 million USD, indicating a strategic shift toward larger orders and underscoring the effectiveness of FPT's "whale hunting" strategy. Through the implementation of 4 M&A deals and investments in well-known technology companies in the US and France such as Intertec International, Cardinal Peak, AOSIS, LandingAI; opening 5 new offices in some key markets, the Corporation has also expanded its presence in 30 countries and territories globally.



In the domestic market, FPT strategically targeted large corporate clients, emphasizing the expansion and promotion of comprehensive digital transformation services and solutions ranging from consultation to implementation. Specifically, the focus was on innovative technology platforms and solutions, including RPA, Lowcode, AI, and Blockchain, alongside conversion services as well as the management and operation of Cloud computing IT infrastructure.

Besides, FPT continued to enhance and broaden its offerings for small and medium-sized businesses by developing and expanding the Made-by-FPT solutions integrated with Base.vn. This approach aimed to provide an all-in-one business management platform tailored to meet customer needs across various sectors, facilitating operational excellence.

FPT was also dedicated to providing individual customers with new services, products, and an exceptional service experience at every interaction. FPT Education has expanded its footprint to encompass 10 additional provinces and cities nationwide, extending its reach to 20 localities with FPT's training facilities.

In high potential business fields such as Automotive, HealthCare, Banking..., FPT has made many new strides. The Corporation opened the FPT Automotive, specializing in the field of automotive software. In the field of healthcare, FPT also has owned solutions and platforms with millions of users. For example, the Effective Medication Management Platform has been deployed in Australia with more than 3 million users and more than 95% of pharmacies in Australia connected to this network, contributing to profound changes drug management practices, increasing the effectiveness of drug usage according to the doctor's regimen, reducing hospital readmission rates, as well as optimizing drug supply for both individuals and pharmacies...

2.2. Technology

In 2023, FPT made significant strides in advancing technology by investing in emerging technologies and specialized fields with high growth potential. Due to its high applicability, focused approach, and utilization of core technologies, the Made-by-FPT technology ecosystem experienced robust growth of 40.8%, generating revenue of 1,620 billion VND. This ecosystem remained a cornerstone of the Corporation's long-term growth strategy. Furthermore, it served as one of the critical pillars in forming the Digital Conglomerate, providing individuals, organizations, and businesses with the best and most precise experiences, products, and services, all in line with the DC5-135 strategy.

Artificial Intelligence (AI) was at the heart of FPT's development strategy, with the introduction of the GenAI ecosystem - a cutting-edge AI platform. The platform, powered by Generative AI technology, was tailored to enhance products across the FPT.AI ecosystem. With over 20 solutions and services, FPT.AI serves a user base of 20 million individuals spanning 15 countries, boasting an average of 200 million monthly uses. Notably, this ecosystem was recognized as the top-rated AI Virtual Assistant by Software Reviews of Info-Tech Research Group.

FPT officially introduced the Happy Journey ecosystem, featuring the Happy Club - a loyalty program developed in line with the strategic vision of DC5 (Digital Conglomerate 5.0).

The Corporation also encouraged innovation and fostered "an entrepreneurial spirit at the core of its business". In 2023, FPT recorded close to 3,000 employee initiatives. Only 62 initiatives advancing to the final round of the iKhien contest have yielded substantial benefits for FPT, amounting to approximately 1,000 billion VND.



2.3. Management:

Management activities centered around six key programs: Training; Enhancing management capacity and efficiency across vertical functional departments; Pay-for-performance program; Rotation program; Objectives and key Results; and Digital transformation.

Internal training: In 2023, extensive training programs were deployed throughout the Corporation, totaling 5.6 million hours of learning with an impressive learning completion rate of up to 99.8%.

Enhancing management capacity and efficiency across vertical functional departments: The Corporation persisted in improving communication channels, consolidating unified activities, and coordinating synchronously to enhance the quality and efficiency of management activities and business support. This effort has laid the foundation for rapid and sustainable business growth.

The pay-for-performance program: We establish transparency and accuracy in salary and bonus payments based on performance, fostering strong motivation for dedication among each employee.

The rotation program: Leaders and managers at all levels across the Corporation were continuously changing positions, embracing new challenges and experiences to sustain creativity and motivation in contributing to a common goal. The Boards oversaw the planning, evaluation, appointment, rotation, and succession of senior leadership positions within the Corporation and its subsidiaries, including roles such as Chairperson, Chief Executive Officer (CEO), Deputy CEO, and Chief Operating Officer of its member companies.

Objectives and key Results (OKRs) management: Each individual, department, member company, and the Corporation persisted in setting challenging objectives, supported by concrete actions and measures. Monthly and quarterly evaluations of results were conducted to drive proactive decision-making and adaptive responses in organizational operations and task execution.

Digital Transformation: Our focus remained on fostering an environment conducive to digital initiatives, driving the process forward within the Corporation in alignment with the FPT Digital Kaizen methodology. In 2023, we intensified our efforts in accordance with our management strategy, emphasizing in-house digital transformation and leveraging real-time data in our operations. The completion and implementation of the FPT Data Lake project stood out as a pivotal achievement, bolstering our capacity for agile management and enabling swift, informed decision-making to navigate market dynamics and address challenges posed by the global economy.

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

The BOD highly appreciated the 2023 business performance in responding and adapting to the the challenging global economic recession. With the 2023 achievements and strategic premises in the past two years, the BOM has demonstrated its capacity and readiness to bring FPT into a vigorous growth cycle.

1. Supervisory activities

In accordance with the Corporate Charter and the Corporate Governance Regulations, the BOD has supervised the activities of the CEO and members of the BOM in operating business and implementing resolutions of The AGM 2023 and the BOD, including:



- The execution of business strategy and plan.
- The implementation of the BOD resolutions.
- The strict implementation of quarterly/semi-annual/annual financial statements and annual reports.
- The implementation of high-level personnel programs and policies.
- Investment activities.

2. Supervisory results

Firstly, the Board of Management kept up the growth rate and created development momentum that strictly followed the Corporation's strategy and vision, despite the economic instability taking place on a global scale.

Secondly, the resolutions of the BOD were executed on time and ensured by transparent information disclosure as well as the implementation of periodic management reports under relevant regulations.

Thirdly, the BOM strictly conducted quarterly/semi-annual/annual financial statements and the annual report. During the time of the global economic recession, improvising to market difficulties, the BOM has continued tightening the control of business performance and debt situations on a weekly basis, ensuring the annual financial plan and making timely adjustments, if required.

Fourthly, the BOM drastically promulgated the rotation program and coordinated with the human resources department to evaluate and appoint talent, enhancing organizational leadership.

The year 2023 marked the cooperation of FPT with the authorities of localities through signing agreements of digital transformation consultancy and training programs, bringing the total number of FPT's partnerships with localities nationwide to 30.

III. ACTIVITIES OF BOD

1. Activities of subcommittees under the BOD

There are three subcommittees under the BOD:

No	Committee	Member	Position
1	The Personnel and Remuneration Committee	Mr. Do Cao Bao	Head
2	The Development policy Committee	Mr. Truong Gia Binh	Head
3	The Chairman's Office	Ms. Pham Ngoc Anh	Head

1.1. The Personnel and Remuneration Committee

In 2023, the Personnel and Remuneration Committee spearheaded the research and development of numerous pivotal programs and policies for human resource development within the Corporation and its subsidiaries, undertaking several notable initiatives as below:



- **Directing the BOM to conduct research and formulate the FPT human resources strategy for the 2024 – 2026 period**, aligning with growth objectives and advancing toward the DC5-135 strategy.
- **Directing the implementation of programs on planning and rotating senior leaders:** The Committee conducted programs on planning, evaluation, appointment, rotation, and enhancement of the senior leadership at the Corporation and several subsidiaries. For instance, it collaborated with SCIC to appoint new Chairperson and CEO for FPT Telecom, and facilitated rotations and appointments for key positions such as Chairman of FPT IS, Vice Chairman of FPT University Council, two Deputy CEOs of FPT Software, CEO of Base.vn, and COO of FPT IS. Additionally, the Committee directed the BOM to compile a report summarizing the implementation of FPT's staff rotation regulations after three years of enactment.
- **Guiding and overseeing the issuance and execution of numerous critical HR programs and policies across the Corporation and its subsidiaries:**
 - ✓ Developing and implementing specific remuneration policies in subsidiaries in order to retain talent and control the turnover rate: The procedure to support house/car loans; The policy to increase earnings for groups of employees in some specific departments;
 - ✓ Formulating and deploying new recognition and incentive frameworks, with a focus on empowering managers at every tier to promptly acknowledge accomplishments and inspire staff, thus enhancing labor productivity and business performance at FPT. Noteworthy examples include the Merit Celebration Policy and Commendation Policy;
 - ✓ Formulating and enforcing protocols for assessing the performance of functional leaders at subsidiaries with the objective of enhancing management proficiency across the Corporation.

1.2. The Development Policy Committee

1.2.1. Internal Management Policy

- **The utilization of OKRs** (Objectives and Key Results) as a management methodology remained extensively applied to all employees worldwide. This marks the fourth consecutive year of implementing this tool within the Corporation. The Chairman and CEO of all subsidiaries were required to convene quarterly meetings to report on OKRs with the BOM, setting a precedent for employees. OKRs have progressively evolved into a guiding framework for FPT and its subsidiaries, resulting in a 100% completion rate of OKR goals within the designated timeframes.
- **The policy of senior officials rotation** remained steadfastly implemented, aiming to train and groom the next cohort of leaders while fostering motivation for development across the organization. In 2023, approximately 120 senior leaders and 350 middle-level leaders throughout the Corporation underwent rotations. This initiative is anticipated to bolster the labor productivity of subsidiaries and provide individuals with leadership potential the opportunity to showcase their capabilities.
- **The Program for Enhancing Functional Management Capacity** was designed to bolster the swift advancement of the entire Corporation. This program placed emphasis on reinforcing the role of Commanders (Heads of functional department at FPT Corporation)



by means of management and policy formulation to foster the function's operations, particularly in technology, aimed at optimizing resources for product research and development. Furthermore, the Policy Development Committee provided counsel to the BOM on pivotal strategies, including the establishment of two functional systems: Procurement and Legal.

- **The Discipline Enhancement Program** was paramount for ensuring the growth and sustainable development of the Corporation, particularly during periods of economic fluctuation. At the behest of the Policy Development Committee, the BOM was urged to persist in refining discipline throughout plan implementation, with leaders serving as exemplars in executing business plans aligned with established objectives. Enhancing discipline remains a foremost priority for FPT in 2024.

1.2.2. Business Development Policy

- **Policy for Developing and Retaining Customers in the Domestic Market:** Recognizing the Corporation's internal capabilities, the Policy Development Committee proposed the implementation of the Local Representative Program to leverage internal strengths and foster solidarity among member companies in market management and expansion. Additionally, the Committee advised the BOM on promoting cross-selling of products among member companies. Furthermore, the Committee put forth new directions related to the development of product suites, including leveraging existing FPT products or exploring new ones to cater to the needs of corporate customers (e.g., the Made-by-FPT Ecosystem, ERP solutions), public sector clients (e.g., Project 06 solutions), and individual customers.
- **Investment in Expanding Operations and Capacity in Foreign Markets:** In 2023, FPT expanded its operations by establishing five new offices in various markets, including Japan, Korea, China, and Mexico. Concurrently, the Corporation executed 4 M&A deals and strategic investments in renowned global technology companies while inaugurating a company specializing in automotive software. These strategic endeavors played a pivotal role in generating a remarkable revenue of 1 billion USD from foreign markets, positioning FPT among the league of billion-dollar IT service enterprises worldwide.
- **Strategic projects:** Strategic initiatives like Eat – Learn – Work – Health and DC5 remained focal points for investment and received direct advisory support from the Committee. Notably, the DC5 Strategy project advanced significantly, marked by the introduction of the Happy Club Ecosystem and the signing of a collaboration agreement with Visa during the 2023 FPT Techday.
- **Emerging Strategic Directions:** The Corporation prioritized investments to establish a solid foundation for future sustainability, particularly in automotive software, semiconductor (IC) manufacturing, and AI technology. Initial successes stemming from these new development initiatives included the establishment of FPT Automotive in the US, the formation of FPT Semiconductor, and the acquisition of a stake in Landing AI, positioning the company as a strategic partner.

1.3. The Chairman's Office

Along with fulfilling the role of supporting the BOD in professional activities, the Chairman's Office also actively maintained and promoted external relationships with key partners to ensure business continuity. Concurrently, the Office provided timely and accurate information



disclosure of corporate governance resolutions and reports. Besides, the Chairman's Office coordinated with other departments to organize the 2023 AGM in April 2023.

2. Transactions, remuneration, and other benefits of BOD

The remuneration of the BOD, the Supervisory Board, and BOM was publicly announced in the Annual Report/Financial Statements of the Corporation. The payment of compensation of the BOD and the Supervisory Board complied with the Resolution of the AGM 2023 and Resolution 01.03-2023/NQ-HĐQT/FPT dated 15/03/2023. The remuneration of members of the BOD participating in management¹ was 10.76 billion VND, and the bonus must not exceed 0.49% of the Corporation's total profit before tax, the compensation for members of the BOD not participating in management was 6.2 billion VND. Accordingly, the actual payment of the BOD in 2023 was 16.858 billion VND, and that of the Supervisory Board was 1.456 billion VND. FPT also published the income information of the BOM in the annual financial statements, in accordance with the provisions of Article 31 of Decree 71/2017/ND-CP.

Remuneration of BOD members in 2023

Unit: VND

BOD member	Position	Remuneration
Mr. Truong Gia Binh	Chairman	0
Mr. Bui Quang Ngoc	Vice Chairman	0
Mr. Do Cao Bao	Board member	0
Mr. Jean-Charles Belliol	Board member	960,000,000
Mr. Hiroshi Yokotsuka	Board member	2,389,250,000
Mr. Hampapur Rangadore Binod	Board member	2,389,250,000
Ms. Tran Thi Hong Linh	Board member	360,000,000

3. The BOD's members and structure

FPT's BOD consists of 07 members with professional qualifications and long-term experience in IT, finance, international business, and corporate governance. With 03 independent BOD members, FPT's BOD member structure ensures compliance with relevant legal regulations.

Since 2013, FPT has separated the roles of Chairman and CEO. Effectively it enhanced the independence and division in the BOD and the BOM activities, concurrently ensuring the decentralization in decision-making.

Members of BOD

¹ Being a member of the Board of Directors working full-time, assigned specific jobs, directly related to the company's operations



No	Member	Position	Percentage of voting shares	Concurrent positions on the BOM of other companies (As of December 31, 2023)
1	Mr. Truong Gia Binh	Chairman 35 years in the IT sector Re-elected on April 07, 2022	6.99%	- Board member of FPT Telecom; - Chairman of the Members' Council of FPT Education; - Board member of FPT University; - Board member of Joint Stock Commercial Bank for Foreign Trade of Vietnam (as of April 2023)
2	Mr. Bui Quang Ngoc	Vice Chairman 35 years in the IT sector Re-elected on April 07, 2022	1.64%	- Board member of FPT University
3	Mr. Do Cao Bao	Board member 35 years in the IT sector Re-elected on April 07, 2022	0.95%	- Board member of FPT City Danang JSC,
4	Mr. Jean-Charles Belliol	Independent board member 40 years in business and finance Re-elected on April 07, 2022	0%	
5	Mr. Hiroshi Yokotsuka	Independent board member 29 years in the IT sector Elected on April 07, 2022	0%	
6	Mr. Hampapur Rangadore Binod	Independent board member	0%	

		Nearly 50 years in the IT sector Elected on April 07, 2022		
7	Ms. Tran Thi Hong Linh	Board member Over 10 years in the field of investment and corporate governance Elected on April 07, 2022	0%	- Board member of Vietnam Hydro-Meteorological and Environment Equipment JSC., (as of June 2023); - Board member of FPT Telecom (from April 25 th , 2023)

4. Activities of the BOD

In 2023, the BOD conducted 06 meetings to ensure compliance with regulations on the number of 01 meeting quarterly. The BOD also issued 09 resolutions.

4.1. The number of meetings

No	Members	Position	Commencement date	Number of meetings attended	Percentage of attendance
1	Mr. Truong Gia Binh	Chairman	Being re-elected on April 07, 2022	06 out of 06	100%
2	Mr. Bui Quang Ngoc	Vice Chairman	Being re-elected on April 07, 2022	06 out of 06	100%
3	Mr. Do Cao Bao	Board member	Being re-elected on April 07, 2022	06 out of 06	100%
4	Mr. Jean-Charles Belliol	Independent board member	Being re-elected on April 07, 2022	06 out of 06	100%
5	Mr. Hiroshi Yokotsuka	Independent board member	April 07, 2022	06 out of 06	100%
6	Mr. Hampapur Rangadore Binod	Independent board member	April 07, 2022	06 out of 06	100%
7	Ms. Tran Thi Hong Linh	Board member	April 07, 2022	06 out of 06	100%



4.2. Content of the meetings & resolutions of the BOD

Session	Participation	Content and Resolutions
Session 01 January 17, 2023	BOD: 07/07 members Observers: • Supervisory Board: 03/03 members • BOM: 01/03 members Resolution No.01.01-2023/NQ-HĐQTFPT dated January 17, 2023	Approving the 2022 business results; Approving the 2023 business plan and submitting it to the AGM for approval; Approving the strategic orientation of 2023-2025 and submitting it to the AGM for approval; Approving the increase in chartered capital of FPT Software Co. Ltd., FPT Education Co. Ltd., and FPT Smart Cloud Co. Ltd.; Approving the time to close the list of shareholders and the date of the AGM.
Session 02 March 15, 2023	BOD: 07/07 members Observers: • Supervisory Board: 03/03 members • BOM: 02/03 members Resolution No. 01.03-2023/NQ-HĐQTFPT and Resolution No. 02.03-2023/NQ-HĐQTFPT dated March 15, 2023	Approving the Agenda of the 2023 AGM and submitting it to the AGM for approval; Approving the Regulations on organizing the 2023 AGM; Approving the 2022 Reports of the BOD, the 2023 strategic orientations and business plans, and submitting them to the AGM for approval; Approving the remuneration budget of the BOD in 2023 and submitting it to the AGM for approval; Approving the 2022 audited financial statements and submitting them to the AGM for approval; Approving the 2022 profit distribution plan and the 2023 dividend payment policy, submitting them to the AGM for approval; Approving the proposal of designating one out of four auditing firms (Big4) to audit the 2023 financial statements, submitting it to the AGM for approval; Approving the proposed plan to issue shares to employees in the period 2023 – 2025, submitted to the AGM for approval; Approve the proposal to amend the Corporate Charter and Internal Regulations on Corporate Governance, submit to the AGM for approval; Approving the plan of issuing shares to employees with remarkable contributions under the Employee Stock Ownership Plan (ESOP) in 2022;

Session	Participation	Content and Resolutions
		<ul style="list-style-type: none"> - Approving the Regulation on the issuance of shares under the ESOP to employees with remarkable contributions in 2022; - Approving the list of employees eligible to participate in the ESOP who had exceptional contributions in 2022; - Approving the plan of issuing shares under the ESOP to senior executives in 2023; - Approving the Regulation on the issuance of shares under the ESOP to senior executives in 2023; - Approving the list of senior executives eligible to participate in the ESOP in 2023.
Session 03 May 8 – May 10, 2023	Solicitation of written opinions: - Resolution No. 01.05-2023/NQ-HĐQT FPT and Resolution No. 02.05-2023/NQ-HĐQT FPT dated May 10, 2023 - Resolution No. 03.05-2023/NQ-HĐQT FPT dated May 12, 2023	<ul style="list-style-type: none"> - Increasing the chartered capital for FPT JSC.; - Assigning the legal representative of the Corporation to amend the contents of the business registration certificate and information on the newly increased chartered capital of the Corporation; - Approving the list of employees with exceptional contributions in 2022 who participated in the ESOP; - Approving the list of senior executives who participated in the ESOP in 2023; - Approving the plan of paying the 2022 remaining cash dividends; - Approving the plan of issuing shares to pay dividends from retained earnings to existing shareholders after increasing chartered capital; - Authorizing the Chairman of the BOD to implement the plan of paying the 2022 remaining dividend and issuing shares to pay the dividend.
Session 04 May 18 – May 23, 2023	Solicitation of written opinions Resolution No. 04.05-2023/NQ-HĐQT FPT dated May 23, 2023	<ul style="list-style-type: none"> - Approving the selection of PwC Vietnam Co. Ltd. to be the auditing firm for the 2023 financial statements for the Corporation.
Session 05 July 20, 2023	BOD: 07/07 members Observers: • Supervisory Board: 03/03 members	<ul style="list-style-type: none"> - Increasing the chartered capital for FPT JSC.; - Assigning the legal representative of the Corporation to amend the contents of the business registration certificate and



Session	Participation	Content and Resolutions
	<ul style="list-style-type: none"> BOM: 03/03 members Resolution No. 01.07-2023/NQ-HĐQTFPT and Resolution No. 02.07-2023/NQ-HĐQTFPT dated July 21, 2023	information on the newly increased chartered capital of the Corporation; Approving the plan to advance the first phase of cash dividends in 2023.
Session 06 November 1, 2023	BOD: 07/07 members Observers: <ul style="list-style-type: none"> Supervisory Board: 03/03 members BOM: 02/03 members No resolution was to be issued	Reporting on the third quarter's results and projecting the results of implementing the 2023 business plan

4.3. Activities of independent members of the BOD

By December 31st, 2023, FPT's BOD have had 03 independent members, namely Mr. Jean Charles Belliol, Mr. Hiroshi Yokotsuka, and Mr. Hampapur Rangadore Binod. Throughout 2023, these independent members actively participated in all board meetings of the Corporation and contributed significant recommendations to the corporate development and operation strategy. In addition, they proactively discussed business targets, development orientations, suggestions, and appropriate solutions in each business sector. Independent members with their diverse of knowledge and experience have also played essential roles in FPT's governance activities.

Mr. Jean-Charles Belliol: With extensive experience in the financial sector, during the FPT BOD's meetings, he provided comprehensive perspectives on financial operations, investments, as well as certain business targets and strategic directions for the year 2023 and the 2023-2025 period of FPT and its subsidiaries. In 2023, he diligently made contributions to the talent development policies to foster the next generations of FPT leaders.

Mr. Hampapur Rangadore Binod: In 2023, with a wealth of experience in developing high-quality human resources, training senior managers and leading IT experts, he continued to contribute numerous ideas to the important human resource policies of the Corporation. Additionally, he played a crucial role in providing advisory support for the leadership development program of the Corporation and various other programs aimed at enhancing the experience and capabilities of the employees.

Mr. Hiroshi Yokotsuka: His advice regarding the economic situation and business directions in Japan has greatly contributed to the business strategy and strong growth of FPT Japan. He has also provided valuable insights into investment activities and opportunities for the Corporation in the Japanese market.



4.4. Assessment on activities of the BOD

Based on the general regulations for the BOD's activities and the Corporate Charter, the BOD promptly directed, closely supervised, and consulted the BOM in a timely manner to realize strategic objectives in 2023.

Strategic planning continued to be consolidated throughout the Corporation. Hence, critical targets and action plans were implemented responsively, clearly, and consistently.

FPT's BOD, particularly its independent members, are distinguished leaders with sterling reputations in the regional IT sector. They boast extensive management experience and a wide-reaching network of connections. The BOD sustained transparent management practices in 2023 by leveraging exceptional strengths and building upon past achievements. This commitment facilitated FPT in maintaining its impressive growth trajectory, solidifying its position as a premier technology corporation in both Vietnamese and global markets.

4.5. Assessment of the BOD's independent members on the operations of the Corporation

Mr. Hampapur Rangadore Binod: "2023 has been a stellar year for FPT. During the year FPT crossed many significant milestones and kept adding more golden feathers to its cap. With most of the growth being organic, there has been continuous pressure on Talent acquisition and Talent Management. It is very heartening to see the enthusiasm of the FPT employees at all levels to take the company to greater heights. As we move forward, it is very important for everyone in FPT to stay focused on Client requirements and ensure that we exceed their expectations. The slowing down of the economy in the western world will automatically increase competitive pressures and hence high-quality deliverables should be our only differentiator."

Mr. Jean-Charles Belliol: "Throughout 2023, the BOD carried out the resolutions approved by the AGM with high performance, making significant contributions to the Corporation's development and bringing benefits to shareholders and other parties, despite challenges, notably the geo-political situation and economical environment. The BOD, the BOM, and the functional directors had transparent and effective debates covering a wide range of topics: business and technology trends, as well as strategies, implementation methods, finance, human resources and M&A. For the latter, we had significant successes in the USA and Europe in 2023. Furthermore, the BOD and BOM were ready to acknowledge the recommendations of independent BOD members on financial and investment activities as well as business targets for 2024 and the medium term strategy of the Corporation and its subsidiaries."

Mr. Hiroshi Yokotsuka: "In 2023, the world economy was in a state of stagnation. However, FPT achieved impressive growth that exceeded expectations. Board members discussed global developments and technology trends and contributed to FPT's growth. I would like to continue contributing so that FPT's activities go beyond the development of FPT and have a major impact on society on a global level."



IV. ORIENTATIONS AND ACTION PLAN OF THE BOD IN 2024

1. With strategic directions and achievements in 2023, the BOD announces the 2024 business plan as follows:

1.1. Main targets

Unit: billion VND

Business Sector	Revenue			Profit Before Tax		
	2023	2024	Change	2023	2024	Change
Technology	31,449	38,150	21.3%	4,162	5,195	24.8%
Telecommunications	15,806	17,600	11.4%	3,042	3,508	15.3%
Education, Investment & Others	5,363	6,100	13.7%	1,999	2,172	8.7%
Total	52,618	61,850	17.5%	9,203	10,875	18.2%

1.2. Expected investment plan

Unit: billion VND

Sector	Investment Budget	Notes
Technology	2,200	Investing in expanding office complexes in major cities such as Hanoi, Da Nang, Ho Chi Minh City, Quy Nhon, etc., along with enhancing technology infrastructure to support business operations.
Telecommunications	2,300	Investments will be made in main cable shafts and marine cables, as well as upgrading the quality of domestic telecommunications infrastructure and Data Center systems.
Education, Investment, and Others	2,000	Focusing on expanding university campuses in major locations like Hanoi, Ho Chi Minh City, and Da Nang, alongside establishing new training facilities in various provinces and cities nationwide.
Total	6,500	



2. Development Strategy 2024 – 2026

In the 2024-2026 period, FPT aims to accelerate its Digital Transformation efforts, promote Green Transformation, and initiate Smart Transformation.

2.1. DC5 initiatives

FPT remains resolutely committed to implementing the DC5 Strategy outlined in 2023 – the 35th milestone year of its development journey.

With the aim of fostering happiness for every individual, success for every organization, and advancing the nation's prosperity, during the period 2024-2026, DC5 (Digital Conglomerate 5.0) will prioritize the concurrent development of products, services, and solutions in two fundamental directions:

- Creating Smart solutions tailored for organizations and enterprises while offering Convenient services for individuals through AI and Data platforms.
- Enhancing ecosystem expansion and collaboration with partners within and outside the Corporation to deliver comprehensive and optimized digital experiences for individuals, organizations, and businesses. Furthermore, this initiative aims to broaden FPT's customer base and seize new business opportunities:
 - External ecosystems and partners: Online payment systems, Banks, Social networks, Online applications, and Retail store chains and supermarkets;
 - FPT's ecosystem: The extensive integration of FPT ID, FPT Pay, Happy Club, and the Customer Data Platform platform services into all Made-by-FPT services, products, and solutions.

2.2. Principal initiatives by the business sector

2.2.1. *The Technology sector experiences rapid expansion across global markets, broadening its range of services and domains*

- Strengthening expertise in the Automotive sector: Leveraging the AutoSAR architecture, FPT is committed to investing in the development of intelligent solutions, offering comprehensive automotive services with the objective of achieving a 50% annual growth rate and attaining a revenue milestone of 1 billion USD by 2030. Presently, FPT boasts a workforce of over 4,000 engineers and specialists specializing in automotive software and maintains a robust network comprising more than 150 distinguished clientele, including globally renowned brands such as Honda, Hyundai, Volvo, VinFast, Ford, Yazaki, LG, Panasonic, and NXP.
- Diversifying offerings in the Semiconductor sector: FPT will further expand its portfolio by augmenting the design of chip models and engaging in Outsourced semiconductor assembly and test (OSAT) services while scaling up production capacity. Additionally, FPT sets a target to train 10,000 engineers and specialists in the semiconductor industry by 2030 (including those acquiring short-term conversion certificates from related fields such as Electronics and Telecommunications). FPT has secured orders for nearly 70 million chips until 2025.



- Continuing to invest in AI, Cloud, Cybersecurity services and new technology infrastructure services such as GPU as a Services (Graphic Processing Units - Virtual server service to accelerate machine learning and graphics tasks , AI...).
- Promoting the development of FPT Cloud, FPT AI platforms and Made by FPT products and solutions (SaaS and Cloud on Premise) towards in-depth expertise in industries...
- Expanding System Integration services and Infrastructure Managed Services for East Asia and Southeast Asia.
- Taking the lead in Digital Transformation, Green Transformation, and progressing toward Smart Transformation (DGI - Digital, Green, Intelligence Transformation).
- Maintaining the growth across all global markets. In particular, the East Asian market, including Japan, Korea, and China with cultural similarities and the China + 1 transition trend, is expected to maintain high growth.

2.2.2. The Telecommunications Sector becomes the provider of Internet and Online services with the best experience

To ensure stable quality and provide an exceptional service experience to customers, FPT will prioritize adopting AI technology, automating operational support, and optimizing transmission lines based on service requirements. Additionally, there will be enhancements in terminal devices, along with the integration of telecommunications services with Digital Conglomerate 5.0 - DC5.

Data Center services will undergo continuous upgrades and enhancements to provide comprehensive solution suites covering infrastructure and software for business customers. The ultimate goal is to ensure that "Vietnam's data remains in Vietnam."

Building on the initial successes of the VnExpress Marathon community, which includes multiple activities on social networks, online competitions (VRace), and large-scale tournaments like the VnExpress Marathon with up to 10,000 participants, FPT is committed to expanding this model for other communities. This expansion will be facilitated through the development of Vietnam's premier Social Online-Offline Platform.

2.2.3. The Education sector expands the scale and the quality

The Education sector continues to expand both the scale and the quality by investing in building a network of universities, colleges and inter-level schools in many provinces and cities nationwide, while adding new majors, directly serving learners' needs in fields such as: Semiconductor, Automotive, Game Design.

2.3. Investment in Technology and Human Capital

2.3.1. Promote investment in platform technologies

Artificial intelligence plays a core role in FPT's development strategy (DC5), aiming to serve at least 50% of Vietnamese citizens and 300 million of global citizens. Generative AI solutions (such as AI Mentor, ChatbotGPT...), visual AI (LandingLens) are developed according to specialized industry orientations, bringing outstanding advantages to the Made by FPT product suite and to FPT's customers in business and production.



The Corporation will also continue to promote cooperation with Landing AI - Top 10 most impressive startups in the US - to catch the wave of computer vision. In 2024, FPT and Landing AI will promote building solutions to apply Large Vision Model (LVM) in order to solve many demanding problems in the fields of Manufacturing, Agriculture, Healthcare, Retail...Especially, LandingLens solutions for detecting errors in production are being tested at many factories with outstanding effectiveness in terms of accuracy, early detection and high productivity in the fields of machinery manufacturing and engineering compared to traditional methods. Large-scale and image-based identification, classification and diagnostic solutions are also being tested for AI cameras, medical diagnostics, logistics and retail management.

In the field of semiconductor chips, the Corporation continues to promote the search for potential partners globally to cooperate in investing and participating in testing services, expanding production scale as well as training high-tech human resources in both the short and long term for the semiconductor industry, meeting great demand of the market.

In the realm of Cloud technology, our focus lies in advancing a super-converged cloud platform, fostering innovation by consistently broadening the product ecosystem and expanding the service portfolio to encompass over 100 services. Additionally, we prioritize the development of platform services (PaaS) and novel solutions, including high-performance computing, AI service development infrastructure, and VDI (Virtual Desktop Infrastructure). Furthermore, we anticipate extending our Cloud service offerings to reach other pivotal markets in the Asia Pacific region.

Simultaneously, the Corporation maintains its focus on advancing internal digital transformation to enhance management efficiency, optimize operational productivity, and maximize efficiency through widespread replication of successful digital transformation initiatives on a global scale. This involves leveraging technology to streamline professional management activities across various vertical functions, including Finance, Human Resources, Technology, Quality, Marketing & Communications.

2.3.2. Scaling up and enhancing the quality of human resources

By 2035, FPT aims to have 1 million digital transformation professionals actively engaged in the Digital Conglomerate that aims to "Building A Happier Future", driving robust digital transformation initiatives domestically and internationally. Concurrently, the Corporation will persist in cultivating a joyful work environment, fostering optimal conditions for employee growth, and drawing technology talent from around the world, thereby bolstering long-term sustainability.

ON BEHALF OF THE BOD
CHAIRMAN


Truong Gia Binh



No. 02

Hanoi, March 12th, 2024

PROPOSAL
Ref. approval of Y2023 audited financial statements


To: The 2024 Annual General Meeting of Shareholders of FPT Corporation

The BOD kindly submits to the General Meeting of Shareholders to approve the audited financial statements for the year 2023. Key indicators were summarized as follows. For more details, please visit: <https://fpt.com/en/ir/information-disclosures>

No.	Indicators	Y2022 (VND in billions)
1	Revenue	52,617.90
2	Profit before tax	9,203.00
3	Profit after tax	7,788.05
4	Profit after tax attributable to parent company's shareholders	6,465.19
5	Bonus and welfare fund	557.31
	<i>5.1 Bonus and welfare fund of parent company</i>	0.00
	<i>5.2 Bonus and welfare fund at subsidiaries (up to 10%)</i>	557.31
6	Profit after tax attributed to parent company's shareholders	5,907.88
7	EPS (VND)	4,661

Respectfully submitted to the General Meeting of Shareholders for review and approval./.

**ON BEHALF OF THE BOD
CHAIRMAN**



Truong Gia Binh

PROPOSAL**Ref. approval of the Supervisory Board's 2023 Report, budget for
Supervisory Board's activities in 2024**

*Pursuant to the 2020 Law on Enterprises;
Pursuant to the Charter of FPT Corporation.*

The Supervisory Board respectfully submits to the General Meeting of Shareholders to approve the Supervisory Board's Report in 2023 and Budget for Supervisory Board's activities in 2024 as follows:

- 1. The Supervisory Board's 2023 report** (as attached);
- 2. Budget for the Supervisory Board's activities in 2024:**

No.	Expense item	Unit	Quantity	Price (VND)	Total (VND)
1	Outside consultant	H	50	2,000,000	100,000,000
2	Remuneration for activities of the Supervisory Board members	H	1,040	1,400,000	1,456,000,000
3	Travel, business expenses	Time	5	15,000,000	75,000,000
Total:					1,631,000,000

Respectfully submitted to the General Meeting of Shareholders for review & approval./.

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



Nguyen Viet Thang



REPORT ON ACTIVITIES IN 2023 AND PLAN IN 2024

THE SUPERVISORY – FPT CORPORATION

I. ACTIVITY HIGHLIGHTS OF THE SUPERVISORY BOARD IN 2023

According to related regulations, the main responsibilities of the Supervisory Board are to supervise:

- The implementation of the Corporate Charter;
- The performance of the approved resolutions of the 2023 AGM to protect shareholders' benefits;
- The transparency of the Corporation's financial activities with the support of independent auditors;
- The implementation of functions, duties, and transparency of members of the BOD and the BOM regarding relevant legislation.

1. The Supervisory Board members

No.	Member	Position	The Commencement/End date of being a member of the Supervisory Board	Number of meetings attended	Meeting attendance rate	Reasons for absence
1	Mr. Nguyen Viet Thang	Head of the Supervisory Board	Commencement date: April 12, 2012; Being re-elected as a member of the Supervisory Board (for the term of 2022-2027) by the 2022 AGM on April 7, 2022; Being re-elected as the Head of the Supervisory Board on April 8, 2022.	05 out of 05	100%	
2	Mr. Nguyen Khai Hoan	Member of the Supervisory Board	Commencement date: April 12, 2012; Being re-elected as a member of the Supervisory Board (for the term of 2022-2027) by the 2022 AGM on April 7, 2022.	05 out of 05	100%	
3	Ms.	Member of	Being elected as a	05 out of	100%	

No.	Member	Position	The Commencement/End date of being a member of the Supervisory Board	Number of meetings attended	Meeting attendance rate	Reasons for absence
	Duong Thuy Duong	the Supervisory Board	member of the Supervisory Board (for the term of 2022-2027) by the 2022 AGM on April 7, 2022.	05		

The Supervisory Board held 05 meetings in 2023 with the following details:

Meeting session	Attendance	Content
Session 01 Date January 13, 2023	03 out of 03	<ul style="list-style-type: none"> - Discussing the financial results of the fourth quarter of 2022 and the 2022 consolidated financial statements prepared by the BOM for the BOD meeting on January 17th, 2023; - Reviewing the BOM's proposal to increase chartered capital for 03 subsidiaries, including: <ul style="list-style-type: none"> - FPT Software raised by 1,000B VND from 4,000B to 5,000B. - FPT Education raised by 1,000B VND from 2,000B to 3,000B - FPT Smart Cloud raised by 100B VND from 100B to 200B - Reviewing the 2023 plan submitted by the BOM to the BOD; - Discussing and developing the operation plan of the Supervisory Board in 2023.
Session 02 Date March 11, 2023	03 out of 03	<ul style="list-style-type: none"> - Evaluating the preliminary financial statements of the first quarter of 2023; - Evaluating the 2022 audited financial statements presented by BOM in the Quarter 1 BOD meeting on March 15th 2023; - Evaluating the reasonableness of the profit distribution plan proposed by BOM; - Reviewing and evaluating the preparation of documents for the Annual General Meeting of Shareholders in

Meeting session	Attendance	Content
		<p>2023, as prepared by BOM. Evaluate the BOD reports intended to be presented during the AGM in 2023.</p> <ul style="list-style-type: none"> - Discussing and evaluating the supervision of the compliance with regulations of the board members, the BOM members, and other management positions in 2022 to prepare for the Report to be submitted to the AGM; - Discussing contents of the Supervisory Board report to be submitted to the 2023 AGM;
<p>Session 03 Date April 07, 2023</p>	<p>03 out of 03</p>	<ul style="list-style-type: none"> - Reviewing and evaluating the results of the 2023 Annual General Meeting of Shareholders taking place on April 6, 2023. Considering the opinions of shareholders who spoke and shared during the meeting. - Assigning work to members of the Supervisory Board with the contents in the 2023 Supervisory Board Operation Plan approved at the 2023 Annual General Meeting of Shareholders.
<p>Session 04 July 14, 2023</p>	<p>03 out of 03</p>	<ul style="list-style-type: none"> - Reviewing and discussing financial data for the second quarter of 2023 prepared by BOM for BOD meeting on July 20, 2023; - Reviewing reports on completion of business targets for the first 6 months of 2023 of FPT. - Reviewing plans to increase charter capital due to stock dividends. - Reviewing and evaluating some impacts of the financial market on company operations in 2023.
<p>Session 05 October 17, 2023</p>	<p>03 out of 03</p>	<ul style="list-style-type: none"> - Reviewing financial data for the third quarter of 2023 sent by the Board of Management to serve the content of the Board of Directors meeting on November 1, 2023; - Reviewing the Report on completion of business targets for the first 9 months of 2023 of the Group. Assess the level of completion of the whole year 2023 plan; - Checking the Report on results of charter capital increase due to stock dividends (change date is July 17, 2023); - Planning to control overdue debt and overdue inventory in 2023.



2. Monitoring the implementation of the resolutions of the AGM

The Corporation's business results in 2023 had a stable growth, especially in the context that the world and Vietnamese economies have not yet recovered. Revenue reached 52,618 billion VND, an increase of +19.6% compared to 2022 revenue and reached 101% of the year plan, Profit before tax reached 9,203 billion VND, an increase of +20.1% compared to 2022 and reached 102% of the plan year.

In 2023, the world economy continued to face many uncertainties, the crisis of the Russia – Ukraine war, and the fight in the Middle East in the last months of the year made the world economy even more unpredictable. The Board of Supervisors highly appreciates the Board of Directors' efforts to complete business goals, as well as the Board of Directors' close and sharp guidance in the current uncertain business context.

In 2023, the group will pay dividends in cash and shares as approved by the 2023 Annual General Meeting of Shareholders.

3. Supervision activities for the BOD, the BOM, and shareholders

The Supervisory Board attended all in-person meetings of the BOD during the year (05 sessions), carefully reviewing proposals and resolutions approved by the BOD in the discussions.

The Supervisory Board exercised its rights in the following activities:

- The ESOP for employees with remarkable contributions in 2022: Supervising the program to be in accordance with the resolution approved by the 2023 AGM as well as ensuring transparency and equality.
- Advance payment of remuneration of the BOD and the Supervisory Board in 2023: The Corporation has made the advance payment of remuneration for members of the BOD and Supervisory Board in accordance with regulations and budgets approved by the 2022 AGM.

Regarding issues of conflict of interest and complaints against members of the BOD and the BOM:

- In 2023, the Supervisory Board did not receive any complaints about violations of the BOD, the BOM, and the Supervisory Board members.

4. The cooperation between the Supervisory Board, the BOD, the BOM, and the management team

The Supervisory Board records information about operational strategies; The plan and implementation of the company's business plan are regularly updated before the Board of Directors meetings take place (in 4 quarters of 2023).

In 2023, the Supervisory Board will coordinate closely with BOD and BOM in implementing professional activities. The Supervisory Board proactively and regularly discusses with BOM when problems arise, especially when the content of the independent audit report on financial activities is published.

5. Compliance monitoring

In 2023, the Supervisory Board has not recorded any unusual signs affecting or violating the regulations of the State as well as the Company in the work and operating activities of members of BOD, members of BOM, and other managerial employees affecting the company's shareholder interests as well as potential risks that may occur.

The coordination between the Supervisory Board and the Corp's Internal Control Department in 2023 has improved many times compared to previous years. The Supervisory Board recognizes and continues to promote the development of a specific and detailed coordinated action plan, bringing greater efficiency in financial safety control in 2024 and the following years.

6. Remuneration and operating expenses of the Supervisory Board

Advance payment of remuneration and operating expenses of the Supervisory Board in 2023:

- The advance payment of **VND 1,456,000,000** was made, which was included in the total operating expenses of the Supervisory Board members approved by the 2022 AGM.
- Details as follows:

Type of operating expenses	Approved budget (VND)	Advance payment (VND)
1 Outsourcing consultant services	100,000,000	
2 Remuneration	1,456,000,000	1,456,000,000
3 Travel expenses and per diem	75,000,000	
Total	1,631,000,000	1,456,000,000

7. Report on supervising transactions between the Corporation and related parties

Pursuant to Article 290, Clause 04 of Decree 155/2020/ND-CP stipulating the supervision of transaction reports between the company and related parties, in 2023, no transactions violated relevant legislation have been detected between the Corporation and other entities that were operated by any individual related to any member of the BOD, the Supervisory Board, or the CEO in the roles of a board member/director/general director.

The Supervisory Board also did not record any other transactions that might bring material or immaterial benefits to members of the BOD, BOM, or the CEO in 2023.

II. THE 2024 ACTION PLAN OF THE SUPERVISORY BOARD

1. Performing critical tasks prescribed by laws:

- Monitoring compliance with the approved Resolutions of the 2024 AGM. The Supervisory Board considers it one of its essential duties to ensure the best interests of shareholders;
- Following up with the independent auditing firm to review the reports and oversee the implementation of matters mentioned in their notes and the audit opinion letter (if any);



- Strengthening supervision over issuing BOD's and BOM's financial regulations, operational rules, and policy regulations. Ensuring compliance with related legislations; evaluating the impact of the implementation of legal rules on the interests of shareholders;
- Promoting coordination with the Internal Control Department (under the BOD) to promptly evaluate and handle arising incidents as well as supervise the handling during and after inspection.

2. Budget plan for operating expenses of the Supervisory Board in 2024

The Supervisory Board submits to the 2024 Annual General Meeting of Shareholders for approval the operating budget in 2024 as follows:

No.	Expense item	Unit	Quantity	Price (VND)	Total (VND)
1	Outside consultant	H	50	2,000,000	100,000,000
2	Remuneration for activities of the Supervisory Board members	H	1,040	1,400,000	1,456,000,000
3	Travel, business expenses	Time	5	15,000,000	75,000,000
Total:					1,631,000,000

(One billion six hundred and thirty-one million dong./.)

HEAD OF SUPERVISORY BOARD



Nguyễn Việt Thang



PROPOSAL

Ref. 2023 cash dividend plan; Plan to issue shares to increase share capital from owner's equity; and policy for 2024 dividend payment

*Pursuant to the 2020 Law on Enterprises;
Pursuant to the Charter of FPT Corporation.*

The BOD kindly submits to the General Meeting of Shareholders to 2023 cash dividend plan; Plan to issue shares to increase share capital from owner's equity; and policy for 2024 dividend payment as follows:

1. 2023 cash dividend plan

- With regards to:
 - o FY2023 cash dividend plan of 20% as approved by the Annual General Meeting (AGM).
 - o Actual result of FY2023 and the company’s current financial position.
- The Board of Management (BOM) kindly requests to the Board of Directors (BOD) to approve and propose to the AGM the total cash dividend of 20% for FY2023 (VND 2,000 per share). Of which:
 - Already paid in 2023: 10%
 - The rest (10%) will be paid following the AGM’s approval.
 - Schedule: Quarter 2/2024.

2. Share issuance plan to increase charter capital from owner’s equity

- With regards to:
 - o The purpose of improving the company stock’s liquidity, enhancing shareholders’ value.
- The Board of Management kindly requests to the Board of Directors to approve and propose to the AGM the share issuance plan to increase charter capital from owner’s equity with below details:

Name of the share:	Share of FPT Joint Stock Company
Type of the share:	Common share
Par value:	10.000 VNĐ/share
Share issuance ratio	20:3 (15%) (On the date of closing the list of shareholders to exercise their rights, shareholders owning 20 shares will receive 03 new shares).



Number of shares expected to be issued:	Maximum 190,495,331 shares
Total expected issuance value by par value:	Maximum 1,904,953,310,000 VND
Beneficiaries:	All shareholders owning common shares of the Corporation at the date of closing the list of shareholders to exercise their rights.
Plan to handle arising odd shares:	The number of new shares issued to implement the above plan that each shareholder will receive will be rounded to the nearest unit according to the principle of rounding down. The resulting decimal fraction (if any) will be canceled.
Equity source:	From undistributed after-tax profits belonging to owner's equity on the most recent audited financial statement of the parent company.
Expected time to issue shares	After being approved by the general meeting of shareholders, no later than the third quarter of 2024 after receiving the official letter from the State Securities Commission on receipt of complete issuance report documents from the issuing organization.
Increase the charter capital	Increase the Corporation's charter capital to correspond to the total par value of the actual number of common shares issued; and undertake procedures to amend business registration after the end of the issuance following the provisions of law.
Register and list additional shares	The additional shares issued to increase share capital from equity sources will be registered and listed immediately after implementation.

3. FY2024 cash dividend plan

- With regards to:
 - FY2024 Business plan and Capex plan as approved by the Board of Directors.
- The BOM kindly requests the BOD to approve and propose to the AGM the cash dividend plan for FY2024 as follows:



- Cash dividend plan of 20% (VND 2,000 per share) – on new outstanding shares after implementing the share issuance plan to increase charter capital from the owner's equity.
- 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 FY2024 cash dividend will be approved by the 2025 AGM.

Respectfully submitted to the General Meeting of Shareholders for review and approval./.

ON BEHALF OF THE BOD
CHAIRMAN



Truong Gia Binh



No. 05

Hanoi, March 12th, 2024

PROPOSAL

Ref. proposal of selecting the audit companies to audit 2024 financial statements

To: The 2024 Annual General Shareholders Meeting of FPT Corporation

Pursuant to the Charter of FPT Corporation;
Pursuant to the need to choose the audit firm of the Company.

The Supervisory Board respectfully submits to the General Meeting of Shareholders to approve the proposal of selecting an independent audit firm to audit 2024 Financial Statements as follows:

- Select one (1) from four (4) following audit firms (Big 4) to audit the 2024 Financial Statements:
 1. KPMG
 2. Deloitte
 3. PwC
 4. Ernst & Young
- Authorize the Board of Directors to select an audit firm.

This proposal is respectfully submitted to the General Shareholders Meeting for review & approval.

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


Nguyen Viet Thang



No. 06

Hanoi, April 2nd, 2024

PROPOSAL

**Ref assigning and authorizing the Board of Directors to implement the upcoming
AGM Resolution and the previous AGM Resolutions**

To: The 2024 Annual General Meeting of Shareholders of FPT Corporation

Pursuant to the 2020 Law on Enterprise

Pursuant to the Charter of FPT Corporation;

*Pursuant to the Petition to amend the content of the 2024 General Meeting of
Shareholders of major shareholder Truong Gia Binh on March 31, 2024;*

*Pursuant to the BoD's Resolution No. 01.04-2024/NQ-HDQTFPT dated April 2nd,
2024.*

The BOD kindly submits to the General Meeting of Shareholders for approval of the assignment and authorization for the Board of Directors to be responsible for organizing and implementing the upcoming AGM Resolution and other previous AGM Resolutions, specifically as follows:

- The execution of share dividend issuance plan; share issuance to increase charter capital from equity sources; ESOP share issuance plan that have been approved according to AGM resolutions, such as: (i) Decide on detailed plans and documentation, undertake necessary procedures with the relevant government bodies; (ii) Increase charter capital; amend the information regarding charter capital in Appendix 01 of the Company Charter; update business registration, register and list newly issued shares.
- The execution of Article 6 of the 2023 AGM Resolution, including: (i) Approval of the plan to ensure the issuance of shares comply with regulations on foreign ownership limit; (ii) Decide on detailed plans and documentation mentioned in Clause 3, Article 64 of Decree No. 155/2020/ND-CP; undertake necessary procedures with the relevant government bodies to implement the contents approved by the General Meeting of Shareholders;





- Implement other resolutions approved by the General Meeting of Shareholders: Decide on detailed plans and documentation, undertake necessary procedures with the relevant government bodies.

Respectfully submitted to the General Meeting of Shareholders for review and approval./.

**ON BEHALF OF THE BOD
CHAIRMAN**



Truong Gia Binh

