

FPT CORPORATION

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Hanoi, July 1st 2009

**THE PROPOSAL OF THE BOARD OF DIRECTORS SUBMITTED TO
THE SHAREHOLDERS' EXTRAORDINARY MEETING – JULY 4, 2009**

(Regarding the Approval for the amendment of Charter)

- Pursuant to Enterprise Law;
- Pursuant to the Charter of the Corporation for Financing and Promoting Technology dated March 30th, 2008;
- Pursuant to the minutes of the Board of Directors dated July 1st, 2009.

Respectfully submits to the General Meeting of Shareholders,

Based on the Company Charter dated March 30th, 2008, the Board of Directors drafted the new Company Charter in order to suit actual operation and requirements of FPT Corporation. Details are described in the proposed amendments to the Charter of FPT Corporation in 2009 as attached herewith.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval.

Yours respectfully,

**FPT CORPORATION
ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**



Truong Gia Binh

THE PROPOSED AMENDMENTS TO THE CHARTER OF FPT CORPORATION IN 2009

The proposed amendments to the Charter of FPT Corporation 2009 are based on the Charter of The Corporation for Financing and Promoting Technology dated March 30th 2008. The order of the terms in the proposed amendments to the Charter of FPT Corporation keeps unchanged. These proposed amendments below aim to suit specific circumstances and requirements of FPT Corporation.

No.	The Charter of The Corporation for Financing and Promoting Technology dated March 30 th 2008	Proposed amendments to the Charter of FPT Corporation 2009	Reason of amendment
1	<p><u>Introduction</u> The Charter of The Corporation for Financing and Promoting Technology (hereinafter referred to as "Company").</p>	<p><u>Introduction</u> The Charter of <u>FPT Corporation</u> (hereinafter referred to as "Company").</p>	Under Circular Resolution No 01-09-2008/NQ-FPT.DHDCD on September 25 th 2008 (through collecting shareholders' opinions in documents), Company name has changed to "Cong ty Co phan FPT".
2	<p><u>Article 2. Name, form, office, branches, representative offices and the duration of the operation of the Company</u> <u>Article 2.1</u> Name of the company in Vietnamese is Công ty Cổ phần Phát triển Đầu tư Công nghệ FPT. Registered name of the Company in English is The Corporation for Financing and Promoting Technology. Abbreviated name: FPT Corp. <u>Article 2.3</u> Registered office of the Company shall be as follows: o Address: 89 Lang Ha, Lang Ha Ward, Dong Da District, Hanoi City</p>	<p><u>Article 2. Name, form, office, branches, representative offices and the duration of the operation of the Company</u> <u>Article 2.1</u> Name of the company in Vietnamese is <u>Công ty Cổ phần FPT</u>. Registered name of the Company in English is <u>FPT Corporation</u>. Abbreviated name: FPT Corp. <u>Article 2.3</u> Registered office of the Company shall be as follows: o Address: 89 Lang Ha, Lang Ha Ward, Dong Da</p>	Amendment in accordance with actual requirements and development of the corporation.

	<ul style="list-style-type: none"> o Phone: (84-4) 7301515 o Fax: (84-4) 7689067 o Website: http://www.fpt.com.vn 	District, Hanoi City o Phone: (84-4) <u>7300 7300</u> o Fax: (84-4) <u>3764 7410</u> o Email: webmaster@fpt.com.vn o Website: http://fpt.com.vn o <u>If there is any change, the above information is automatically updated in this Charter.</u>	
3	<p><u>Article 5. Capital, shares, shareholders</u> <u>Article 5.2</u> The Company can increase its charter capital subject to the approval of the General Meeting of Shareholder and in accordance with the provisions of laws.</p> <p><u>Article 5.3: Preference shares for employees</u> ... Class 1: preference shares for employees and shares arising from this type of preference shares for</p>	<p><u>Article 5. Capital, shares, shareholders</u> <u>Article 5.2</u> The Company can increase its charter capital subject to the approval of the General Meeting of Shareholder and in accordance with the provisions of laws. <u>In case the General Meeting of Shareholders approves an issue plan of bonds which can be convertible into shares and/or bonds with warrants of which holders have the right to subscribe to shares of the Company, at the time when such holders exercise the right of conversion and/or subscribe to shares under the regulations of the approved issue plan, the charter capital of the Company shall increase accordingly by an amount of the shares which are converted from bonds and/or subscribed under warrant terms and conditions, and the Company shall issue respective shares to such bond holders who perform the right above.</u></p> <p><u>Article 5.3: Preference shares for employees</u> ... Class 1: preference shares for employees and shares arising from this type of preference shares for</p>	Edit and add for new charter of FPT Corp. 2009 version in accordance with actual requirements and development of the Company.

	<p>employees shall be converted into common shares and listed on the Stock Exchange after 01 year from the issuance date.</p> <p>....</p>	<p>employees shall be converted into common shares and listed on the Stock Exchange after 01 year from the issuance date <u>of first shares</u>.</p> <p>....</p> <p>(Preference shares Class 2 and Class 3 have the same amendments as Preference shares Class 1)</p>	
4	<p><u>Article 8. Transfer of shares</u> <u>Article 8.3</u> From the date of issuing shares, preference shares for employees (class 1, class 2 and class 3) and the shares arising from the type of preference shares for employees to increase capital is under locked-up period of 1 year, 2 years and 3 years respectively <u>(unless the Company redeem preference shares in case employees leave the Company before these types of preference shares converted into common shares).</u></p>	<p><u>Article 8. Transfer of shares</u> <u>Article 8.3</u> From the date of issuing shares, preference shares for employees (class 1, class 2 and class 3) and the shares arising from the type of preference shares for employees to increase capital is under locked-up period of 01 year, 02 years and 03 years respectively.</p>	<p>Amendment in accordance with 3 classes of FPT's preference shares for employees</p>
5	<p><u>Article 11. Rights of Shareholders</u> <u>Article 11.3.c</u> If a shareholder no longer works for the Company, such shareholder shall re-sell all of preference shares owned by such shareholder which do not come to the time point that convert into common shares calculating up the labour contract termination and shares arising from itself by the increase of capital of the Company according to the issue price. If such shareholder does not transfer the preference shares to the Company, the Company shall carry out the</p>	<p><u>Article 11. Rights of Shareholders</u> <u>Article 11.3.c</u> If a shareholder no longer works for the Company, <u>the Company shall have the right to redeem</u> all of preference shares owned by such shareholder with the price equal to the issue price at the time of labour contract termination. In case <u>the Company performs the right of redemption</u>, if such shareholder does not transfer the preference shares to the Company, the Company shall carry out the transfer procedures itself then inform such shareholder of the transfer. When</p>	<p>Amendment in accordance with actual requirements and development of the corporation.</p>

	transfer procedures itself then inform such shareholder of the transfer. When the Company performs the redemption, such preference shares for employees shall be kept as treasury shares and the Board of Directors has the right to re-distribute these shares to employees of the Company with the same purpose, or sell in the market, in accordance with conditions and methods which the Board of Directors deems appropriate.	the Company performs the redemption, such preference shares for employees shall be kept as treasury shares and the Board of Directors has the right to re-distribute these shares to employees of the Company with the same purpose, or sell in the market, in accordance with conditions and methods which the Board of Directors deems appropriate.	
6	<p><u>Article 14. Rights and duties of the General Meeting of Shareholders</u></p> <p><u>Article 14.2.e</u></p> <p>To elect, remove or discharge members of the Board of Directors and Supervisory Board <u>and to approve Board of Directors' appointment of General Director;</u></p>	<p><u>Article 14. Rights and duties of the General Meeting of Shareholders</u></p> <p><u>Article 14.2.e</u></p> <p>To elect, remove or discharge members of the Board of Directors and Supervisory Board;</p>	Amendment in accordance with actual requirements and development of the corporation.
7	<u>Appendix 01</u>	<p><u>Appendix 01.</u></p> <p>No. 11</p> <p>In June 2008, Charter capital (VND): 941,606,160,000 (capital increase through issuing common shares to reward employees who had excellent performance in 2007 and preference shares for employees)</p> <p>No. 12</p> <p>In November 2008, Charter capital (VND): 1,411,620,740,000 (capital increase from the surplus fund through issuing bonus shares to existing shareholders)</p>	Addition