

Hanoi, June 25th 2009

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

(Regarding the Approval for the issuance of Bond with Warrants in 2009)

Respectfully submits to the General Meeting of Shareholders:

- Pursuant to the Charter of FPT Corporation;
- Pursuant to the minutes of the Board of Directors dated June 24th 2009;
- Pursuant to the preliminary consultation with issuance lead manager candidates and in consideration of the existing market conditions and funding need of FPT Corporation.

The Board of Directors hereby submits to the Shareholders' Extraordinary Meeting for the approval of this issuance of Bond with warrants in 2009 according to the following terms and conditions:

Issuer	FPT Corporation
Instrument Type	Bond with detachable warrants
Issue method	Private placement
Total amount at par value	No more than VND 1,800 billion
Currency	Vietnam Dong ("VND")
Par value	100,000 VND/bond
No. of bonds	No more than 18 million bonds
Price	at par value
Bond maturity	3 years
Expected issue date	In 3rd Quarter, 2009
Expected maturity date	3 years from the issue date
Minimum placement quantity	1 million bonds
Coupon	5%-7% p.a
Settlement method	+ Accrued Interest: payable annually in arrears
	+ Redemption: payable at face value at maturity. If the settlement day falls on a holiday, the settlement shall be effected on the next working day
Warrant	One million bonds are attached with no more than 150,000 Warrants, subject to the detailed issue plan (number of warrants is rounded down to the last unit figure). During the maturity of warrants, each warrant has the right to buy 10 FPT shares at the warrant's strike price.
Maturity of Warrant	From the 2 nd anniversary of the Issue Date to the 4 th anniversary of the Issue Date.
Warrant's strike price	At least 105% of the average of the closing prices of 7 consecutive trading days before the issue date. The

Dilution Limit	warrant' strike price will be adjusted downward by the same rate as FPT share dilution calculated from the issue date to the time of exercising the warrant. No more than 15% of FPT's charter capital as of the issue date
Transferability of Bond and/or Warrant	Bond and warrant are detachable and transferable separately
Other terms and conditions	To be set forth in the detailed issue plan.

The Board of Directors hereby seeks the approval of the Shareholders' Extraordinary Meeting for the following two issues:

- (i) The issue plan as stated above; and
- (ii) Authorising the Board of Directors to implement the details of the issue based on the approved plan.

Yours respectfully./.

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



Truong Gia Binh