



Hanoi, 05th April 2011

PROPOSAL FPT GENERAL SHAREHOLDERS MEETING 2011

About: Corporate Restructure and Increase of Charter Capital

Kindly submit to Annual General Shareholders Meeting,

Pursuant to:

- Enterprise Law dated 29th November 2005
- Securities Law dated 29th June 2006
- Charter of FPT Corporation;
- Resolution No. 01.04-2011/NQ-FPT-HĐQT, 05th April 2011, by the Board of Directors of FPT Corporation.

The Board of Directors would like to propose to the Meeting the Plan for Corporate Restructure and Increase of Charter Capital as follows:

The Corporation's OneFPT strategy focuses on investment in Information Technology and Telecommunication to gain significant growth rate in coming years; therefore, restructuring ownership of subsidiaries of core businesses plays vital role. It promises to bring huge benefit for FPT's shareholders for following reasons:

First, it is the foundation to execute the OneFPT strategy to develop FPT more quickly and sustainably.

Second, synergy activities in corporate operation create more values for shareholders. They include:

- Synergy in closely related businesses such as: software-system integration, software-manufacture of technology products among others to leverage business expansion and implement new business models such as Public-Private Partnership (PPP)
- Synergy in financial activities
- Synergy in other fields: R&D, marketing....

In a hope to lead the Corporation to ongoing development and create more values for shareholders, the Board of Directors would like to propose following plans for corporate restructure and stock issuance:

A. CORPORATE RESTRUCTURE

Recently, the ownership proportion of FPT Corporation in charter capital of three member companies are:

- FPT Information System Corporation –92,26%



- FPT Software Joint Stock Company –66,07%
- FPT Trading Group–91,79%

FPT is buying share from other shareholders of these companies to be their sole owner. The transfer of ownership is executed through FPT's issuance of more stock in exchange for the shares from other shareholders of above-mentioned companies according to exchange rates determined by pricing FPT stock value against theirs (the rate is presenting in next section). In details:

1. After completing the ownership transfer, the three companies shall be One Member Limited Company soly owned by FPT. Their business domains remain unchanged.
2. Transferring rights and responsibilities of joint stock company to limited company. All the assest and capital of joint stock company shall be fully possessed by limited company. Transformed company shall be terminated as soon as transforming company is granted business license. Transforming company shall benefit from all rights and advantages and be responsible for all unpaid debt, labour contract and duties to the state agencies and other asset-related reponsibilities of transformed company.

3. Labor force allocation

All employees of joint stock companies continue their work in limited companies after the transformation. The limited companies shall inherit all labour resources and derivative rights and responsibilities from joint stock companies.

Newly transformed limited companies and employees shall complete all neccessary procedure for registering new employer's information in Labour Contract and other procedures required by laws.

B. PLAN FOR INCREASING CHARTER CAPITAL

1. Purpose of stock issuance

The company is issuing more stock in exchange for shares held by stakeholders of FPT Information System Corporation, FPT Software Joint Stock Company and FPT Trading Group as part of the restructure plan.

2. Issuing option

- Type of stock: Common stock
- Par value: 10,000 VND/share.
- Quantity of shares: 19,830,986 (*Nineteen million eight hundred thirty thousand nine hundred eighty six*)

Where:

- ✓ The total number of shares in exchange for 3,485,551 shares of FPT



Information System Corporation is: **4,252,372**

✓ The total number of shares in exchange for 12,794,014 shares of FPT Software Joint Stock Company is: **12,794,014**

✓ The total number of shares in exchange for 3,060,000 shares of FPT Trading Group is: **2,784,600**

- Total issuance par value: 198,309,860,000 dongs (*One hundred ninety eight billion three hundred and nine million eighty hunderd and sixty thousand dongs*)
- Expected charter capital: 2,133,115,030,000 dongs (*Two thousand one hundred thirty three billion one hundred fifteen million and thirty thousand dongs*)
- Issuance beneficiary: shareholders of the three companies at the time of stock transfer (except FPT):
 - + FPT Information System Corporation
 - + FPT Software Joint Stock Company
 - + FPT Trading Group
- Exchange rate:
 - + FPT v.s FPT Information System Corporation (FPT IS): 1.22
E.g.: Shareholder A possesses 109 FPT IS shares, which are equal to $109 \times 1.22 = 132.98$ FPT shares. He will receive 132 FPT shares as the sum is rounded to unit level.
 - + FPT v.s FPT Software Joint Stock Company (FSOFT): 1.00
E.g.: Shareholder B possesses 109 FSOFT shares, which are equal to $109 \times 1.00 = 109$ FPT shares. He will receive 109 FPT shares.
 - + FPT v.s FPT Trading Group (FPT TRADING): 0.91
E.g.: Shareholder C possesses 109 FPT TRADING shares, which are equal to $109 \times 0.91 = 99.19$ FPT shares. He will receive 99 FPT shares as the sum is rounded to unit level.
- The number of transformed shares received by shareholders of the three companies is rounded o unit level. Odd shares (if any) shall be terminated.
- The issuance is expected to happen within 90 days commencing the registration validation date by the State Securities Committee.
- Transfer restriction: regulations on restriction of stock transfer applied on restricted shareholders continue their validity after the restructure.

C. ADDITIONAL REGISTRATION AT VIETNAM SECURITIES DEPOSITORY AND LISTING OF ADDITIONAL SHARES AT HO CHI MINH CITY SECURITIES EXCHANGE.



All the additionally issued stocks shall be registered at the Vietnam Securities Depository and listed at Ho Chi Minh City Securities Exchange.

D. THE GENERAL SHAREHOLDERS MEETING GRANTS BOARD OF DIRECTORS AUTHORIZATION

to carry out following works for the corporate restructure and issuance of additional shares:

- Composing organizational and operational charter of One member limited company.
- Approving the transfer contract between FPT and shareholders of FPT Information System Corporation, FPT Software Joint Stock Company and FPT Trading Group.
- Approving the modification of charter of joint stock company on charter capital based on the actual result of the issuance.
- Taking necessary actions to conduct stock issuance for corporate restructure under the Law and company regulation;

and implement all necessary procedures to register and list additionally issued stocks under the Law and Company Charter;

Kindly submit to General Shareholders Meeting to approve.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

(signed)

TRUONG GIA BINH