



FPT CORPORATION

DOCUMENTS

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2015



April 2015



LIST OF DOCUMENTS

No.	Document	Page
1.	Agenda (tentative)	3
2.	Voting issues	4
3.	Report of the Board of Directors in 2014, direction and 2015 plan	5
4.	Remuneration budget for the Board of Directors in 2015	23
5.	Report of the Supervisory Board in 2014, Plan and Budget for the Supervisory Board in 2015	24
6.	Proposal of 2014 profit distribution plan, share dividend payment and policy of cash dividend payment in 2015	28
7.	Proposal to select an audit firm	30
8.	Proposal to ratify the appointment of Board of Directors members for the period 2012-2017	31
9.	Draft Resolution of the AGM 2015	36



TENTATIVE AGENDA
2015 ANNUAL GENERAL SHAREHOLDERS MEETING

Time: 13:00, Friday, April 3rd 2015

Venue: Grand Ballroom, Ground Floor, Daewoo Hotel, 360 Kim Ma Street, Ba Dinh District, Hanoi

Details:

No.	Time	Description (Proposed)	In charge
1.	13:00 – 14:00	Registration	Organization Committee
2.	14:00 – 14:05	Opening ceremony	Organization Committee
3.	14:05 – 14:10	Report on the validity of AGM	Supervisory Board
4.	14:10 – 14:20	Nomination of the secretary, election of the voting committee and approval of the meeting agenda	Chairman
5.	14:20 – 14:35	Presentation of 2014 Director Board's Report, the direction and 2015 plan. Budget and remuneration for Director Board in 2015	BOD
6.	14:35 – 14:45	Presentation of Management Board's Report about business activities and audited financial statements in 2014	BOM
7.	14:45 – 14:50	Presentation of 2014 Supervisory Board's Report. Budget and remuneration for Supervisory Board in 2015 Propose list of independent audit companies to audit financial report 2015	Supervisory Board
8.	14:50 – 14:55	Presentation of 2014 Profit Distribution Plan Proposal of cash dividend payment 2015	BOM
9.	14:55 – 15:05	Introduction of the 02 BOD members for 2012 – 2017 term, submit to General Shareholder Meeting to approve.	BOD
10.	15:05 – 15:25	Presentation of Growth Strategy	BOD
11.	15:25 – 15:45	Discussion of voting issues	Chairman
12.	15:45 – 15:55	Voting	Voting Committee
13.	15:55 – 16:20	Discussion of other issues	Chairman
14.	16:20 – 16:40	<i>Tea break</i>	
15.	16:40 – 16:45	Declaration of voting results	Voting Committee
16.	16:45 – 16:50	Approval of Resolution of 2015 Annual General Meeting of Shareholders	BOD
17.	16:50 – 16:55	Approval of Minutes of 2015 Annual General Meeting of Shareholders	Secretary
18.	16:55 – 17:00	Closing	Chairman



VOTING ISSUES

- Content 1:** Ratify the 2014 Audited Financial Report, Board of Directors' Report, 2014 Supervisory Board's Report.
- Content 2:** Ratify the plan for 2014 profit distribution and share dividend payment
- Content 3:** Ratify policy for cash dividend payment in 2015.
- Content 4:** Ratify the appointment of Mr. Tomokazu Hamaguchi and Mr. Dan E Khoo as members of the Board of Directors for the period 2012 – 2017.
- Content 5:** Ratify the proposal to select an independent audit firm to implement audition for financial statement in 2015.
- Content 6:** Ratify the 2015 remuneration package for the Board of Directors; the 2015 action plan and remuneration package for the Supervisory Board.



REPORT OF THE BOARD OF DIRECTORS

I. BOARD OF DIRECTORS (BOD) REVIEW OF COMPANY ACTIVITIES

1. Board of directors review on company operation

1.1. Business performance review

FPT recorded good business results in 2014, with growth in revenue across the whole corporation, reaching VND35,130 billion, marking a 23% increase compared to 2013. Most areas such as software development, telecommunications, distribution, retail and education achieved their targets and recorded good growth in 2014. Only system integration and games have struggled and recorded declines, contributing to the corporation's failure to secure the overall profit target. Pre-tax profits decreased slightly by 2% compared to 2013, reaching VND2,459 billion. However, post-tax profits attributed to company's shareholders increased by 2% year-on-year, reaching VND1,632 billion. Earnings per share (EPS) has reached VND 4,746 per share.

Last year was also marked by FPT's robust expansion in its scale of operations. It is now present in all 63 cities and provinces in Vietnam in terms of the retail sector, and in 59 of the country's 63 cities and provinces in terms of telecommunications.

These business results were achieved in the context of the economy's slow recovery.

1.2. Implementation of strategic directions

- Globalisation:

FPT achieved significant success in overseas operations in 2014. Revenue from overseas markets strongly grew. Total revenue increased by 37% and profits from foreign markets grew 11% respectively. In particular, software outsourcing continued to play its key role, with on-year growth of 36% and at least double-digit growth rates in all markets. The strategic direction of selling software solutions in specialist fields to developing markets received a positive response and included winning multimillion US dollar contracts, raising contract sales to US\$24.9 million, a 194% growth compared to 2013.

Many major action programs on restructuring and the completion of senior personnel appointments have been conducted, aiming at enhancing capacity and available resources for increased overseas activities and greater embracing of globalisation.

- Investment in new technologies:



Research and development activities on products, services and solutions based on new technologies have been promoted and widely implemented throughout the corporation with revenue growth of 120%, valued at VND628 billion. This is an important prerequisite which would help FPT become involved in more advanced stages in the global IT services supply chain, and generating better growth in current businesses.

- **Mergers and acquisitions**

Mergers and acquisitions (M&A) have been identified as a strategic direction to bolster capacity at FPT, especially when penetrating foreign markets. FPT struck two M&A deals at home and abroad. The acquisition of RWE IT Slovakia has not only helped the company enhance its competitiveness in the European market but also opened up opportunities to approach potential customers in public utilities, creating motivation for growth in our software outsourcing.

Domestically, the successful acquisition of 123mua.vn from Vinagame has contributed to transform Sendo.vn into the most popular e-commerce site in terms of the number of transactions through providing outstanding services via a secure transaction platform.

- **Investment activities:**

✓ **Infrastructure:**

To meet the growing demand for human resources, FPT put into use two campuses in Hoa Lac Hi-Tech Park (Hanoi), and Saigon Hi-Tech Park (District 9, Ho Chi Minh City) last year. In order to ensure sufficient workplaces for the planned level of recruitment expected in 2015 and the next phase, the company has started construction of an additional two new campuses in Hoa Lac Hi-Tech Park (Hanoi) and Danang, and is currently searching for a suitable location to build an office complex in Hanoi.

✓ **Telecommunications:**

With the desire to bring the best quality services to customers and the sustainable development of the telecommunications business, the company has continuously invested in network infrastructure. In 2014, besides investing in expanding the network to 59 of the country's 63 cities and provinces, the company has accelerated the process of upgrading from copper to fiber optic cable, attaining the rate of more than 50%.

1.3. Personnel and organisation

In 2014, the BOD directed the thorough restructuring of two member companies including FPT IS and FPT Education. This was aimed at making FPT IS the pioneer in the field of providing smart solutions and globalisation. For the education sector, the purpose of restructuring is to



maximise the autonomy of the corporation's various segments, which was defined in the GSM (Global-Smart-Mega) strategy deployment process.

Regarding personnel organization, the BOD approved the resolution on appointing Mr. Duong Dung Trieu (Former CEO of FPT IS) as Vice General Director of Global Expansion and Mr. Nguyen Khac Thanh as Vice General Director of Global Human Resources last year. This appointment is to enhance the implementation of the corporation's globalisation strategy.

The FPT's senior leadership rotation program as launched to foster and create human resources for senior leadership positions in the corporation, supporting FPT's expansion and growth.

2. Executive Officer and the Board of Management performance review

The BOD highly appreciates the performance of the Board of Management (BOM) last year, acknowledging the efforts made to complete the assigned targets and its strict compliance with governance and administrative regulations, and business operation processes.

With two supplementary members since April 2014, the BOM has been closely working with and monitoring the activities of all member companies, in order to ensure the successful implementation of the corporation's targets.

Business KPIs has been monitored through balanced score card (BSC), which helps detect and provide suitable solutions to identified weaknesses and shortcomings. By appointing the COO positions at member companies, the BOM has helped supplement additional resources and created a tight vertical link among member companies to enhance discipline in the pursuit of corporate goals, reflecting great efforts and determination made by the BOM to achieve the corporation's targets.

The BOM has strictly implemented all resolutions, decisions and announcements of the BOD, as well providing detailed business results and reports on the operational status to the BOD on a monthly and quarterly basis.

The competitiveness enhancement program has been broadly deployed across the corporation, bringing many positive improvements which have helped bolster operational efficiency at all stages.

However, the slow transformation of some ineffective divisions at FPT IS and FPT Online (the online game division in particular) has negatively influenced the business results of the whole corporation.

II. Activities of the Board of Directors

1. Members and structure of the Board of Directors



✓ *List of BOD members*

No.	Member	Position	Percentage of share ownership with voting right
1	Mr. Truong Gia Binh	Chairman	7.14%
2.	Mr. Bui Quang Ngoc	Vice chairman	3.72%
3	Mr. Do Cao Bao	Member	1.18%
4	Mr. Truong Dinh Anh (from January 01, 2014 to June 30, 2014)	Member	0%
5	Mr. Le Song Lai	Non-executive member	0%
6	Ms. Le Nu Thuy Duong (from January 01, 2014 to June 30, 2014)	Non-executive member	0%
7	Mr. Jean-Charles Belliol	Non-executive member	0%
8	Mr. Hamaguchi Tomokazu (from October 01, 2014)	Independent member	0%
9	Mr. Dan E Khoo (from November 01, 2014)	Independent member	0%

(Time of closing February 26, 2015)

✓ *Information of some members asking for withdrawal from the BOD:*

The BOD approved the application to resign from the position of member of BOD of Mr. Truong Dinh Anh and Ms. Le Nu Thuy Duong, member of the BOD term 2012 – 2017 of FPT JSC, from June 30, 2014.

✓ *Information about the appointment of new members:*

- The BOD approved the appointment of Mr. Hamaguchi Tomokazu, former general director of NTT Data Company (Japan), current Chairman of JISA, to a member of FPT Board of Directors term 2012 – 2017 from October 1, 2014.
- The BOD approved the appointment of Mr. Dan E Khoo, former chairman of World Information Technology and Services Alliance (WITSA) to a member of FPT Board of Directors term 2012-2017 from October 31, 2014.

✓ *Information about BOD members holding concurrent posts in other companies:*

No.	Member	Position	Concurrent post in other companies' BOD
1	Mr. Truong Gia Binh	BOD Chairman	Member of BOD of FPT Telecom Jsc. and member of FPT University
2	Mr. Bui Quang Ngoc	Vice Chairman of BOD	Member of BOD of FPT Telecom Jsc. and member of BOD of FPT University
3	Mr. Do Cao Bao	Member of BOD	None

4	Mr. Le Song Lai	Member of BOD (Non-executive member)	Member of BOD of Vinamilk; member of BOD of Bao Minh Insurance Corporation; member of BOD of Vietnam National Reinsurance Corporation
5	Mr. Jean-Charles Belliol	Member of BOD (Non-executive member)	Member of BOD of Everpia Vietnam Jsc and member of BOD of Tri Tin International Jsc
6	Mr. Hamaguchi Tomokazu (from October 1, 2014)	Member of BOD (Independent member)	Member of BOD of IHI Corporation (Japan) and member of BOD JR East Railway Company
7	Mr. Dan E Khoo (from October 31, 2014)	Member of BOD (Independent member)	None

2. Activities of BOD

- *Number of BOD meetings*

No.	BOD	Title	Participation	Rate	Reasons for absence
1	Mr. Truong Gia Binh	Chairman	5	5/5	
2	Mr. Bui Quang Ngoc	Vice Chairman	5	5/5	
3	Mr. Do Cao Bao	Member	5	5/5	
4	Mr. Truong Dinh Anh	Member	3	3/5	Resigned from the Board member from June 30, 2014.
5	Mr. Le Song Lai	Member	3	3/5	Business trip
6	Ms. Le Nu Thuy Duong	Member	1	1/5	Resigned from the Board member from June 30, 2014.
7	Mr. Jean-Charles Belliol	Member	5	5/5	
8	Mr. Hamaguchi Tomokazu	Member	1	1/5	Assigned the Board member from October, 2014
9	Mr. Dan E Khoo	Member	0	0/5	Assigned the Board member from October, 2014

- *Contents and results of the Board meetings*

Session	Participants	Main content
Session 1 January 14, 2014	BOD: 7/7 members Observers: - Supervisory board: 1/3	- Approval of FPT's 2014 – 2016 strategy report. - Approval of 2013 business result

Session	Participants	Main content
	- BOM: 3/3	- Approval of 2014 business plan
Session 2 February 10 – 12, 2014	Gathering written opinions	- Approval of the record date for shareholders attending AGM and the AGM date.
Session 3 March 10, 2014	BOD: 5/7 members Observers: - Supervisory board: 1/3 - BOM: 3/3	<ul style="list-style-type: none"> - Approval of the 2014 AGM plans and proposals - Approval of the 2013 BOD's report to for approval at AGM - Approval of the compensation budget for BOD in 2014 for approval at the 2014 AGM. - BOM's report on business activities; 2013 audited Financial Statement - The Supervisory board's report on operating budget and its salary in 2013 - Approval of 2013 profit usage plan for approval at the AGM 2014 AGM. - Approval of dividend payment by cash in 2014 for approval at the 2014 AGM. - Approval of ESOP program in period 2014-2016 for approval at the 2014 AGM - Update on seeking for BOD independent member candidates - Buying more stakes of FPT Telecom
Session 4 April 1 – 5, 2014	Gathering written opinions	<ul style="list-style-type: none"> - Approval of 2013's remaining dividend payment by cash - Approval of dividend payment by shares from retained earnings
Session 5 April 21 – 25, 2014	Gathering written opinions	<ul style="list-style-type: none"> - Approval of appointment proposal Mr. Duong Dung Trieu to Deputy CEO in charge of Globalization and Mr. Nguyen Khac Thanh to Deputy CEO in charge of Globalization Resources under FPT Corporation - Approval of disbanding proposal for Strategic Division under BOD and establishment the Strategy and Plan Management

Session	Participants	Main content
		Division of the corporation and its member companies
Session 6 May 28, 2014	BOD: 6/7 members Observers: - Supervisory board: 1/3 - BOM: 5/5	<ul style="list-style-type: none"> - Report on the business result for the first 4 months and the outlook for the first six month of 2014 - Approval of the proposal to increase charter capital for some member companies - Presenting globalization plan - Presenting the action plan for globalization resources - Report on seeking for independent BOD member - Approval the plan to buy/build FPT Office Building in Hanoi.
Session 7 June 28 – 30, 2014	Gathering written opinions	<ul style="list-style-type: none"> - Adoption of resignation letters of Mr. Truong Dinh Anh and Ms. Le Nu Thuy Duong, FPT's BOD members in term of 2012-2017 from June 30, 2014.
Session 8 July 2 – 8, 2014	Gathering written opinions	<ul style="list-style-type: none"> - Approval of proposal to participate in a new urban area project in the eastern Cai Be island, Ha Long city, Quang Ninh province
Session 9 July 30, 2014	BOD: 4/5 members Observers : - Supervisory board: 1/3 - BOM: 4/5	<ul style="list-style-type: none"> - Report on the first six month business result and plan for the last half of 2014. - Approval of proposal to buy FPT Telecom stakes - Approval of dividend payment in advance in the first six months of the year - Report on Competitiveness Enhancement Project - Approval of restructuring plan for FPT's member companies in Singapore. - Approval of the proposal to appoint Mr. Hamaguchi Tomokazu, former CEO of NTT Data Corporation, cum JISA chairman, to FPT's BOD member in term of 2012-2017
Session10	Gathering written opinions	<ul style="list-style-type: none"> - Approval of the investment plan

Session	Participants	Main content
August 26 – September 25, 2014		in FPT Office building
Session 11 October 31, 2014	BOD: 6/6 members Observers: - Supervisory board: 1/3 - BOM: 3/4	<ul style="list-style-type: none"> - Business result report in the first 9 months - Approval of the proposal to appoint Mr. Dan E Khoo, Chairman Emeritus of the World Information Technology and Services Alliance (WITSA) to FPT's BOD member in term of 2012-2017 - Approval of the report on FPT City in Da Nang - Update on real estate project in Quang Ninh province - Report on strategy directions in period of 2015-2017.

- *After these meetings, the BOD passed the following resolutions:*

No.	Resolution	Date	Description
1	01.01-2014/NQ-HĐQT-FPT	January 20, 2014	<ul style="list-style-type: none"> - Approval of 2014-2016 FPT Strategy - Approval of (estimated) 2013 business result - Approval of 2014 business plan
2	02.01-2014/NQ-HĐQT-FPT	February 12, 2014	- Approval of the record date for shareholders attending AGM (February 27, 2014) and the AGM date (March 29, 2014).
3	01.03-2014/NQ-HĐQT-FPT	March 11, 2014	<ul style="list-style-type: none"> - Approval of the 2014 AGM plans as attached appendix for approval at the 2014 AGM. - Approval of 2013 BOD's report, approval of the compensation budget for BOD in 2014 for approval at the 2014 AGM - Approval of 2013 profit usage plan for approval at the AGM 2014 AGM. - Approval of dividend payment by cash in 2014 for approval at the 2014 AGM. - Approval of ESOP program in period 2014-2016 for approval at the 2014 AGM
4	01.04-2014/NQ-HĐQT-FPT	April 04, 2014	<ul style="list-style-type: none"> - Approval of 2013's remaining dividend payment by cash - Approval of dividend payment by shares from retained earnings
5	02.04-2014/NQ-HĐQT-FPT	April 28, 2014	<ul style="list-style-type: none"> - Approval of appointment proposal Mr. Duong Dung Trieu to Deputy CEO in charge of Globalization under FPT Corporation - Approval of appointment proposal Mr. Nguyen Khac Thanh to Deputy CEO in charge of Globalization Resources under FPT Corporation

No.	Resolution	Date	Description
6	03.04-2014/NQ-HĐQT-FPT	April 28, 2014	- Approval of disbanding proposal for Strategy Division under BOD and establishment the Strategy and Plan Management Division of the corporation and its member companies
7	01.05-2014/NQ-HĐQT-FPT	May 29, 2014	- Approval of the proposal to increase charter capital for some member companies - Approval the plan to buy/build FPT Office Building in Hanoi, authorizing FPT BOM to conduct and propose the detailed plan to the AGM for approval
8	01.07-2014/NQ-HĐQT-FPT	June 30, 2014	- Adoption of resignation letters of Mr. Truong Dinh Anh and Ms. Le Nu Thuy Duong, FPT's BOD members in term of 2012-2017 from June 30, 2014. - FPT BOD, the Personnel and Remuneration Committee are responsible to seek for suitable replacement candidates at the earliest and election to supplement as regulated by law.
9	01.08-2014/NQ-HĐQT-FPT	August 04, 2014	- Approval of buying more FPT Telecom stakes from minority shareholders - Approval dividend advance for the first half of 2014. - Approval of restructuring plan for FPT's member companies in Singapore. - Approval of the proposal to appoint Mr. Hamaguchi Tomokazu, former CEO of NTT Data Corporation, cum JISA chairman, to FPT's BOD member in term of 2012-2017. The BOD will propose to the AGM for approval Mr. Hamaguchi Tomokazu to officially FPT's BOD member at the earliest AGM
10	01.09-2014/NQ-HĐQT-FPT	September 26, 2014	- Approval of the investment plan in FPT Office building - Authorizing CEO to conduct the detailed plan
11	01.10-2014/NQ-HĐQT-FPT	October 31, 2014	- Approval of the proposal to appoint Mr. Dan E Khoo, Chairman Emeritus of the World Information Technology and Services Alliance (WITSA) to FPT's BOD member in term of 2012-2017. The BOD will propose to the AGM for approval Mr. Hamaguchi Tomokazu to officially FPT's BOD member at the earliest AGM - Approval of the report on FPT City in Da Nang

Performance of the non-executive members of BOD:

- **Mr. Jean Charles Belliol:** He actively participated in all regular meetings such as the weekly briefing of the Group, Strategy Meeting. He usually contributes ideas and



recommendations for the operation of the affiliates and the Group as a whole. Mr. Jean Charles Belliol is particularly serious in monitoring implementation of the plans.

- **Mr. Hamaguchi Tomokazu:** Right after being temporarily appointed in October 2014, Mr. Hamaguchi paid some work visits to the affiliates such as FPT Telecom, FPT IS, FPT Software to learn their activities and give advice based on his profound experience that he has accumulated after many years working in similar sector in Japan. As an experienced leader of NTT Data Japan during its globalization process, he has given several recommendations and proposals to FPT's leaders to implement their globalization plan.

BOD members owning certificates on corporate governance: Mr. Le Song Lai

3. Activities of BOD's working committees
Committees under the Board of Directors

Member	Human Resources and Remuneration Committee	Committee for Development Policy	Advisory Board	Chairman Office
Chairperson	Do Cao Bao	Truong Gia Binh	Truong Gia Binh	Lai Thi Huong Huyen

The Personnel and Remunerations Committee:

- Directing the building and implementing the project of building specialized consultants, leading technological experts and core staff.
- Directing the building and implementing the project of improving the whole human resources of FPT to meet global standards.
- Implementing the program to organize and develop the leadership team
- Implementing the restructuring work and improving the competitiveness
- Working out policies for the group:
 - Completing FPT's remuneration policy to ensure transparency of income of each individual
 - Issuing FPT's remuneration Policy on the whole system. Enforced from 2014
 - Issuing new policies/regulations and amending policies/regulations: Promotion and dismissal regulations; regulations on local travelling expense; regulations on foreign travelling expense; regulations on operation of 02 globalized companies; basic salary scale system; remuneration policy for technicians.
- Building human resource strategy



- Directing the building of personnel at different levels for the Groups under the Balance Score Card – BSC model to each member units with detail action plans and indicators for each period of each unit.
- Directing the building of action plans in 2015 in according to the human resources strategy
- Directing the building of work description (MyFPT project) to implement at remaining affiliates and globalization-related positions.

The Advisory Board:

The Advisory Board holds quarterly meetings; performs its functions of giving advices and recommendations to the BOD and Chairman of the BOD on the strategies, long-term development and other critical issues of the Group. In 2014, the Advisory Board held meetings on May 17 and August 13.

The Chairman's Office:

The Chairman's Office assists the Chairman and the BOD to hold 10 regular meetings, collect opinion in paper, draft and deliver papers, documents of the BOD in according to the Regulations, Business Laws and other legal regulations.

The Chairman's Office is responsible for holding and coordinating to hold the General Board of Shareholders meeting 2014 in March 2013, Strategy Workshop in March 2014, the Advisory Board's meetings during the year.

4. Overall evaluation of the BOD's performance

FPT's BOD continues to strictly supervise the operation of the Executive Board to ensure the strategic goals and plans are implemented.

Building strategy continues to be strongly promoted in a way that the whole system is mobilized in order to achieve the common goals. The strategy building model is implemented at group level to define strategic goals, strategic actions and actions plans that are needed to be implemented immediately. The BOD's Chairman directs and supervises the dissemination and implementation of strategy building model at every affiliate to ensure consistency in direction and performances at all levels.

Continue to improve transparency in corporate governance. After 2 members of BOD resigned at the end of June 2014, the BOD actively sought candidates to replace them. The new independent members are foreigners who have been leaders for years and have high reputation in the regional information technology sector. They also have profound experience and extensive networks of



contacts so that they can contribute much to FPT's global strategy in terms of direction and development of new markets.

Transactions, remuneration and benefit for the BOD

The Annual General Meeting of Shareholders (AGM) 2014 approved the compensation budget for the BOD in 2014 as follow:

- Salary for the executive members: VND10.76 billion.
- Bonus for non-executive members does not exceed 0.49% of total after-tax profit of the company.
- Compensation for non-executive members: VND1.1 billion.

Income of executive members (including BOD members cum CEO) in 2014 as follow:

Item	Actual payment in 2014 (VND)
Salary	9,964,800,000
Bonus (% after-tax profit)	0.46%

Compensation for non-executive members in 2014 as follow:

Item	Actual payment in 2014 (VND)
Compensation	760,000,000

Detailed salary, bonus and compensation for all BOD members as follow:

Name	Position	Salary	Reward	Remuneration	Sum
Truong Gia Binh	Chairman	50%	50%	0%	100%
Bui Quang Ngoc	Vice chairman cum CEO	46%	54%	0%	100%
Do Cao Bao	Member	67%	33%	0%	100%
Truong Dinh Anh	Member	0%	0%	100%	100%
Le Nu Thuy Duong	Non-executive member	0%	0%	100%	100%
Le Song Lai	Non-executive member	0%	0%	100%	100%
Jean-Charles Beliol	Non-executive member	0%	0%	100%	100%
Hamaguchi Tomokazu	Independent member				0

Name	Position	Salary	Reward	Remuneration	Sum
Dan E Khoo	Independent member				0

III. Strategic directions and 2015 guidance

1. View on macro-economic conditions

The Government set GDP growth target of 6.2% in 2015. Financial institutions also forecast GDP to grow by around 6% in 2015, which is higher than GDP growth in 2014. PMI movements in 2014 showed that manufacturing sector has signals of re-expansion. Such above indicators, together with credit growth is expected to range from 13% to 15% in 2015 showed that the economic growth will be more positive in 2015.

2. Industry landscape and opportunities for FPT

2.1. The global market opens up huge opportunities

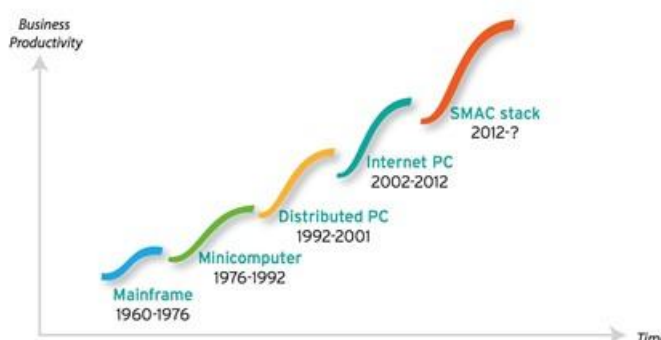
2.1.1. The global offshore trend and Vietnam's competitive edge

According to a survey being considered the world's largest today of its kind, which was conducted by Gartner with the participation of 2,399 CIO across 77 countries in the world, 70% of the surveyed CIO said that they may change the technology and the outsourcing service provider in the next 2-3 years due to a number of factors, in which "price and price structure" was the most-chosen factor with 55% chosen.

According to A.T.Kearney's Global Services Location Index, Vietnam was ranked among the highest in terms of financial attractiveness (based on a number of criteria, including compensation costs, infrastructure costs (rental costs, commercial electricity rates, international telecom costs, travel to major customer destinations) and other costs including tax and regulatory costs.

2.1.2. The S.M.A.C opens up big opportunities

Gartner and IDC agrees at one point: the new IT platform, mixing 4 nexus of forces namely Social, Mobility, Big data analytics and Cloud



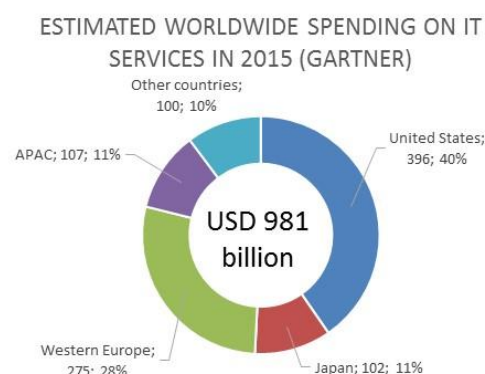
computing started in 2012 has been changing the way people do business in



the next 5 – 10 years. The emergence of new technology trends such as SMAC is viewed to, once again, bring technology companies to the same starting line, and create opportunities for late-comers in IT outsourcing.

2.1.3. Relatively unlimited market size for FPT's growth potential

According to the report named “Forecast: IT services, Worldwide, 2012 – 2018” by Gartner, total estimated IT spending of researched countries is USD 980 billion in



2015, in which spending on IT outsourcing is USD 299 billion.

The U.S. market, as usual, is the largest market in terms of IT spending with an estimation of USD 396 billion. Japan is the second largest IT market with spending of USD 102 billion. Western European countries are estimated to spend USD 275 billion, and Asia Pacific (APAC) countries to spend USD 107 billion in IT services in 2015.

2.2 The domestic IT-Telecom market

[The system integration and software solution market – Looking forward to the new model](#)

The domestic IT market is expected to have more positive movement in 2015 as compared to recent years. The economy showed signs of picking up, enterprises started to resume spending. Outlook from the public sector looks more positive when on 30 December 2014; the Prime Minister has signed to release Decision No. 80/2014/QĐ-TTg governing the IT leasing activities at government offices. The decision will be effective on February 15, 2015. IT leasing is a new engagement model in the IT sector in Vietnam. Accordingly, such roles as making investment in, building and operating IT projects will be conducted by IT service providers. Government offices will lease the system instead of making a complete investment in the whole project. The model is expected to help reduce annual spending on IT, yet helping government offices to boost the rate of IT application in improving productivity.

[The fixed line telecom market – High growth from FTTH](#)



The percentage of household using fixed line internet in Vietnam is estimated to be around 25-30%, lower than the developing countries' average of 31%, the APAC countries' average of 36%, European countries of 78% and the US's average of 57%, and only higher than the Africa's average, which signaled great growth potential. According to statistics from Vietnam National Telecommunications Authority (VNTA), Ministry of Information and Communications (MIC), until end of December 2014, there are more than 5.7 million fixed line internet subscribers¹, up 16% as compared to the prior year period, in which FTTH led the growth with 189% yoy. The consumer trend of transitioning into using fiber-optic-based services is becoming clear due to increased bandwidth demand which caused by the appearance of bandwidth killers such as movies (especially HD-quality movies), photos, storage services, etc and fiber optics implementation costs has become lower than before.

The mobile handset and IT markets – Smartphones expected to sustain the healthy growth

According to IDC, in 2015, only mobile personal devices (tablets, phablets) are expected to grow with growth rates of 21% in terms of volume and 11% in terms of value. This forecast is in line with trends that have been happening in recent years and this showed that the smartphone transition trend will continue to be a driver for IT market, according to analysts. However, desktops are not expected to grow in terms of volume, and to down 5% in value, in which highest drop expected to come from individual and SME segments. Laptops are expected to decrease by 4% in volume and 10% in value where major customer segments including individual, government offices and enterprises are all expected to decrease in spending.

3. Strategic directions for the 2015-2017 period

Given the economic backdrop and state of the industry in terms of FPT's operating segments as above, the Board of Directors has issued the following directions for the 2015-2017 period:

3.1. Becoming A GLOBAL CORPORATION

FPT wants to generate higher revenue from the global market than the domestic market, employ a significant number of non-Vietnamese managers and staff, and to be present in all continents. Specific targets include:

- Revenue from global market to grow by 40% p.a.

¹ Including xDSL, CATV and FTTH subscribers, not included the 256kb/s equivalent subscribers converted from total leased line bandwidth



- To have at least 10% of the corporation's staff to be non-Vietnamese nationals by 2017.
- Mergers and acquisitions will play an important role in the global expansion strategy, with the aim to complete deals acquiring in-house IT companies owned by global firms, with a preference for utilities, telecoms, banking, retail or manufacturing industries.
- To train 2,000 Bridge Software Engineers (BrSE) between 2015-2017.

3.2. Becoming THE NO.1 COMPANY FOR SMAC

FPT wants to be a pioneer in the SMART revolution by applying SMAC in its operations and business activities and by providing related services to clients. Specific targets include:

- Revenue growth from the application of SMAC technology in business activities to reach an average of 70% per annum during 2015-2017
- Revenue growth from SMART services provided to customers to average 100% per annum;
- Move FPT's entire internal IT system to the SMAC platform.

3.3. Signing HIGHER VALUE CONTRACTS

FPT wants to see a significant increase in the scale of business via larger and longer-term contracts, providing solutions and full-package services which provide significant sources of revenue. Specific targets include:

- Signing at least two US\$20 million contracts annually;
- Enhancing or developing one new solution and service capable of sourcing contracts worth of US\$10 million a year;
- Obtaining two new outsourcing clients with contracts valued at over US\$5 million per annum.

IV. Business outlook and guidance for 2015

The Technology sector is expected to maintain high growth in Software outsourcing, and expected a recovery of the domestic IT project-based business segments (including Software solutions, Systems integration and IT services) thanks to a considerably higher value of contracts signed in 2014, and backlog as of 31 December 2014 as compared to recent 3 year-average.

In Telecom sector, the Telecom services segment will implement the remaining work in 2015 which will cause profit before tax to have flat growth as expenses are booked during the year. The Digital content segment is expected to have lower revenue yet a higher profit as the gaming



and online payment business is scaled down. The Online advertising segment will increase spending in R&D to better exploit the big data resource.

The Distribution and Retailing sector is expected to sustain growth of 21% in revenue and 19% in profit before tax, in which profit growth will mainly come from the Retailing business where PBT is expected to triple, from VND 41 billion to VND 122 billion in 2015. The Distribution segment is expected to have a single digit growth due to concern of the continued decline of the IT market and recovery signals are not yet strong in 2014, despite the fact that the smartphone and tablet transition trends are expected to sustain their strong growth.

Based on such factors, the Board of Directors has met and agreed the guidance for 2015 as follow:

<i>Unit: VND in billion</i>	Revenue		PBT	
	2015	% change	2015	% change
Technology	8,310	18%	998	35%
Telecom	5,134	9%	1,005	7%
Distribution & Retailing	25,510	12%	698	18%
Education & Others	646	2%	149	-23%
Total	39,600	13%	2,850	16%

Note: The guidance for 2015 was calculated based on the assumption of organic growth. Growth in the telecom sector was calculated on the basis of excluding revenue and pre-tax profits from gaming and others for like-for-like comparison.

V. Capital expenditure guidance

Segments that require most of the investments include Telecom services, Software outsourcing and Education.

In the Telecom services, beside the infrastructure expansion to meet the demand of growing customer base and the fiber optics swap project as in 2014, in 2015, FPT will increase spending relating to undersea cable and build new data centers to increase capacity, and to invest in pay TV.

Segments including Software outsourcing and Education, thanks to the nature of a skilled labor intensive business, and a business that has a large number of students, infrastructure projects are on building campuses for software engineers and students in a number of cities.

Capital expenditure guidance for 2015 is as follow:

Segment	Project	Guidance
----------------	----------------	-----------------



Segment	Project	Guidance
Telecom services	Investment for customer acquisition and upgrading current infrastructure	600
	Investments for new services	800
	Total investment in Telecom services segment	1,400
Software outsourcing	Investment for office buildings in Hanoi, Hochiminh city and Da Nang	400
	Total investment in Software outsourcing segment	400
Education	FPT University in Hanoi and HCMC	150
	Other investments	81
	Total investment of Education segment	231
	Total FPT	2,031

Hanoi, March 18, 2015

On behalf of the Board of Directors,

(Signed)

Truong Gia Binh

Chairman



Hanoi, March 18th 2015

THE STATEMENT TO THE 2015 ANNUAL GENERAL SHAREHOLDERS MEETING OF FPT CORPORATION

Ref: ratification of 2015 remuneration budget for Board of Directors

- According to the Charter of FPT Corporation;
- According to the Board of Directors Resolution No. 01.03-2015/NQ-FPT-HĐQT dated 19/03/2015;

Board of Directors kindly submits to the Annual General Shareholders Meeting to ratify the 2015 remuneration package for the Board of Directors. Details as follows:

- Salary for Executive members: **10.76 billion VND**
- Bonus for Executive members: within and not exceeding **0.49%** Total **profit before tax** of the FPT Corporation in 2015.
- Remuneration for non- executive members: **4.92 billion VND**

Kindly submitted to the General Shareholders Meeting for approval.

ON BEHALF OF BOARD OF DIRECTORS

CHAIRMAN

(Signed)

TRUONG GIA BINH



REPORT OF THE SUPERVISORY BOARD IN 2014 AND PLAN FOR 2015

I. ACTIVITIES OF SUPERVISORY BOARD

FPT Supervisory Board consists of 03 members elected by the shareholders' general meeting to perform monitoring activities as regulated in laws and regulations of the company.

In 2014, the Supervisory board has completed:

- Supervising the implementation of the charter and resolutions of the 2013 Annual Shareholders' General Meeting
- Strengthening measures to monitor and ensure financial activities of the company clear and transparent
- Monitoring activities of the Board of Directors and Executive Committee and recommend necessary changes in the administration of company operations.

1. Meetings of Supervisory Board

The Supervisory Board has conducted quarterly meetings to assess performance of members of the Supervisory Board as well as review and evaluate quarterly financial report data of the Executive Board.

In 2014, the Supervisory Board has performed 04 meetings with 100% participation of members. In addition, the Supervisory Board has also regularly communicated via telephone and email ... to clarify related working issues and timely provided resolutions for potential problems.

Details and main contents of the Supervisory Board meetings in 2014:

Session	Main contents
Session 1: April 08 th , 2014	<ul style="list-style-type: none">- Assigning detail tasks for each member of the Supervisory Board.- Approving action plan of the Supervisory Board in 2014.- Approving working mechanism among members of the Supervisory Board and the focal points to work among the Supervisory Board, BOD and the BOM.
Session 2: July 25 th , 2014	<ul style="list-style-type: none">- Reviewing the company's second quarter financial statement and the implementation of plan in the first 6 months.- Discussing opinions of the Supervisory Board to contribute for the BOD's meeting on July 30th, 2014.- Reviewing conclusions of the Compliance Supervisory Board for the supervision implemented and concluded in the first half of 2014.- Making plan to coordinate internal supervisory team and the compliance supervisory board in the last 6 half.
Session 3: October 24 th , 2014	<ul style="list-style-type: none">-Reviewing and discussing the third quarter financial statement and the implementation of the 9 month plan in 2014.



Session	Main contents
	-Evaluating the safety of bad debts (over 12 months since September 30th, 2014) of the company and member units.
Session 4: January 23 rd , 2015	-Discussing and evaluating the 2014 consolidated financial statement, assessing the completion of the company's annual business plan submitted by the BOM. -Reviewing, evaluating and monitoring regulations 'compliance of members of the BOD, BOM and the management positions of the company in 2014. -Discussing, assigning preparations for reports on 2014's activities and 2015's plan of the Supervisory Board

2. Working results of the Supervisory Board

✓ *Monitoring the implementation of the resolutions of the 2014 Annual Shareholders' General Meeting:* In 2014, despite of overall economic difficulties, FPT with its efforts has completed almost fully the goals adopted in the resolution of the 2014 annual Shareholder's General Meeting as follows:

- Profits using plan and dividends payment policy:
 - In May 2014, the company has completed forming funds as regulated and paid dividends for shareholders in accordance with Resolution of the 2014 annual Shareholder's General Meeting with 15% of the 2013 dividend payment in cash and 25% by shares.
 - In September 2014, the company has completed the first payment of advanced dividends (10%) in cash.
- Business results 2014: Revenue has reached VND35,130 billion, exceeding 10% target set in 2014, and increasing 23% compared with the number in 2013.
- Remuneration for the BOD, the Supervisory Board: The Company has fully paid for members of the BOD and Supervisory Board in accordance with regulations and norms approved by the 2014 annual Shareholder's General Meeting.

✓ *Supervising of the company's operations and finances*

- In 2014, the Supervisory Board has conducted a review of the entire quarterly financial statements of the company, also collaborated with independent auditors to evaluate activities and measures to prevent risks of the company's finance activities.
- Supervisory Board has conducted a risk assessment of the company's overdue debts and make relevant recommendations to reduce financial risks emerged from the overdue liabilities as well as make recommendations to process bad debts to make the company's financial picture better.



- Evaluate and monitor the 2013 dividend payment in cash in 2014 as reported above.
- In the 2014 the Supervisory Board has coordinated well with the Compliance Monitoring Board and the BOD for internal control of activities of the unit members on a regular basis and monitoring subjects to be carried out in accordance with the plan.
- ✓ *Monitoring members of Board of Directors, Executive Board and management staff*
 - In 2014, the Board of Directors has been changed significantly with 02 board members resigned (Mr. Truong Dinh Anh and Ms. Le Nu Thuy Duong). Then the BOD has approved the election of 02 new foreigner members - Mr. Tomokazu Hamaguchi and Mr. Dan E Khoo to increase the globalization not only in business strategy but also in the work of Executive Board at the highest levels. The Supervisory Board has acknowledged the BOD in 2014 for their high responsibilities and closely following up of the company's activities and development strategy in the context of changing members of the Board of Directors.
 - Monitoring compliance: Supervisory Board didn't see any unusual matters which affected or violated regulations of the government and the company in the activities of members of the BOD, BOM as well as company managers.
- ✓ *Selecting independent auditor for 2014*

The Supervisory Board has actively collaborated with the BOM for evaluation and selection of a 2014 independent auditor which was Deloitte Vietnam Company Limited.

3. Compensation for the Supervisory Board

In 2014, members of the Supervisory Board have paid great efforts to perform assigned tasks. The Supervisory Board has received an advance of VND **417,300,000 out of a total of VND 499,400,000 approved** by 2014 Shareholders' meeting. Details as below:

Description	Amount paid in 2014 (VND)
Hire Professional Consultants	0
Remuneration for Supervisory Board members	417,300,000
Travelling expense	0
Total	417,300,000

II. PLAN OF THE SUPERVISORY BOARD

- ✓ Monitoring compliance with the resolutions of 2015 Annual Shareholders' Meeting.



- ✓ Reviewing evaluation report of the Independent Auditor and monitoring the implementation of issues raised by the audit.
- ✓ Reviewing and evaluating the seriousness, fairness and transparency of payments and issuing preferred shares to employees.
- ✓ Reviewing and supervising annual financial regulations, rules, operational regulations and policies issued by the Board of Directors and Executive Board. At the same time, ensure legal compliance and assess impacts on interests of shareholders when implementing these regulations.
- ✓ Continuing to strengthen cooperation between the Supervisory Board and Compliance Monitoring Board to assess and timely handle emerging issues.
- ✓ Supervising the process after checking/inspection. In 2015, the Supervisory Board expects to cooperate from 03 to 04 delegations with Compliance Monitoring Board in periodical or thematic monitoring plan in the year.

Budget for Supervisory Board's activities in 2015:

The Supervisory Board will continue to hire consultants to implement jobs out of members' technical knowledge, especially jobs relating to law to ensure the legality.

For 2015, the Supervisory Board proposes budget as follows:

No.	Description	Unit	Quantity	Unit Price (VND)	Amount (VND)
1	Hire Professional Consultants	H	50	1,500,000	75,000,000
2	Remuneration for Supervisory Board members	H	450	1,300,000	585,000,000
3	Travelling expense (Da nang/HCMC)	Times	5	10,000,000	50,000,000
	Total				710,000,000

Hanoi, March 18th 2015
On behalf of the Supervisory board
Head of the Supervisory board

(Signed)

Nguyen Viet Thang



Hanoi, March 19th, 2015

**THE STATEMENT
TO THE 2015 ANNUAL GENERAL SHAREHOLDERS MEETING OF FPT
CORPORATION**

Ref: Ratification of 2014 Audited Financial Report; the plan for 2014 profit distribution; share dividend payment; the plan for cash dividend payment in 2015

Board of Directors (BOD) of FPT Corporation kindly submits to the 2015 Annual General Shareholders Meeting (AGM) to ratify 2014 Audited Financial Statement, the plan for 2014 profit distribution; share dividend payment and the plan for cash dividend payment in 2015. Details are as follows:

1. 2014 Audited Financial Statement

- BOD submits to AGM to ratify 2014 Audited Financial Statement (attached in AGM documents). Some of common financial targets and shareholders' revenue in 2014 are audited as below:

No.	Items	Year 2014 (Billion VND)
1	Revenue (*)	35.130,5
2	Profit before tax	2.459,2
3	Profit after tax	2.079,1
4	Profit after tax for parent company's shareholders	1.632,1
5	Deduction	
	5.1. Bonus welfare funds deducted parent company	0
	5.2. Bonus welfare funds deducted at subsidiaries (10%)	158,9
6	Shareholders' profit	1.473,2

(*): Business Revenue

2. Plan for 2014 profit distribution

- Pursuant to:
 - o Policy for cash dividend payment in 2014 at the rate of 20% (VND 2,000 per share) has been approved by the AGM in 2014;
 - o Audited Financial Statement in 2014.
- BOD submits to AGM to ratify the plan for cash dividend payment in 2014 at the rate of 20% (VND 2,000 per share). Therein:
 - o Dividend Paid in advance in Quarter 3 in 2014: 10% (VND 1,000 per share);



- Remaining dividend will be paid after AGM's approval 10% (VND 1,000 per share);
- Execution time: Quarter 2/2015;
- Authorizing the BOD to implement dividend payment.

3. Plan for share dividend payment in 2015

- Pursuant to:
 - Audited Financial Statement in 2014
- BOD submits to AGM to ratify the plan for share dividend payment from retained earnings for eligible shareholders, details as below:
 - Ratio of share dividend is 15% (20 available shares gain 03 additional shares)
 - Source: from retained earnings
 - Plan to handle arisen odd shares: the number of additional shares issued under share dividend payment policy for each shareholder will be rounded down. Fractional unit after the decimal point will be null.
 - Listed: Number of shares issued to implement share dividend payment will be listed right after implementation.
 - Execution time: Quarter 2/2015. Timing to finalize shareholders list of share dividend payment implementation will be set at the same time as that of cash dividend payment above mentioned.
 - Authorizing the BOD to implement share dividend payment.

4. Policy for cash dividend payment in 2015

- Pursuant to: Business plan of 2015 and Investment plan of 2015 ratified by BOD
- BOD submits to AGM to ratify Policy for cash dividend Payment in 2015: 20% (VND 2000 per share – based on the quantity of new shares after paying share dividend of 15%)
- BOD will base on actual business performance to decide the interim dividend at the appropriate time of the year as well as other related issues, to ensure the Company's operation will not be negatively affected.
- The ratio of cash dividend payment in 2015 will be decided by Annual General Shareholders Meeting 2016.

Kindly submit to the Annual General Shareholders Meeting for approval.

**ON THE BEHALF OF BOARD
OF DIRECTORS**

CHAIRMAN

TRUONG GIA BINH



Hanoi, March 19th, 2015

STATEMENT
SUBMIT TO THE ANNUAL GENERAL SHAREHOLDERS MEETING OF FPT
CORPORATION

About: selecting an audit firm

Kindly submit to the General Shareholders Meeting,

Pursuant to:

- Charter of FPT Corporation;
- Proposal of the Supervisory Board.

The Board of Directors kindly submits to General Shareholders Meeting to ratify the proposal of selecting one (1) audit firm in four (4) audit firms as below (Big Four) to audit the Company's Financial Statement in 2015, including:

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

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

Kindly submit to the Annual General Shareholders Meeting to ratify.

**ON THE BEHALF OF BOARD
OF DIRECTORS**

CHAIRMAN

(Signed)

TRUONG GIA BINH



Hanoi, March 19th, 2015

THE STATEMENT TO THE 2015 ANNUAL GENERAL SHAREHOLDERS MEETING OF FPT CORPORATION

Ref: Ratification of appointment of BOD members in term 2012 – 2017

Pursuant to:

- Clause 5, Article 24 of the Charter of FPT Corporation;
- BOD Resolution No. 01.07 - 2014/NQ-HĐQTFPT issued on 30/06/2014 approving the resignation of Mr. Truong Dinh Anh and Ms. Le Nu Thuy Duong and plan to seek additional candidate for the election of the vacancy;
- The need for additional independent BOD candidates in accordance with the provision of Circular 121/2012/TT-BTC which regulated on corporate governance of public companies;
- The recommendation of major shareholders on the addition of foreign BOD members who hold such qualifications as prestige and due capability to contribute to globalization Strategy of FPT Corporation
- BOD Resolution No 01.08-2014/NQ-HĐQTFPT issued on 04/08/2014 and BOD Resolution No 01.10-2014/NQ-HĐQTFPT issued on 31/10/2014 appointing Mr.Tomokazu Hamaguchi and Mr. Dan E Khoo as temporary members of BOD.

Board of Directors (BOD) of FPT Corporation kindly submits to the 2015 Annual General Shareholders Meeting (AGM) to ratify the appointment of BOD members in term 2012 – 2017, details as follows:

- 1. Mr. Hamaguchi Tomokazu**, Former Chief Executive officer of NTT Data (Japan), currently known as Chairman of Japan Information Technology Services Industry Association (JISA) (profile attached).

Mr.Tomokazu Hamaguchi would perform the rights and duties as BOD member according to the regulations of Company's Charter and Corporate Governance. In addition, Mr. Tomokazu Hamaguchi would be in charge of these tasks:

- Guiding and managing global strategy of FPT Corporation,
- Consulting for the strategy and operation of FPT in developed countries.



2. **Mr. Dan E Khoo**, former Chairman of World Information and Technology Service Alliance (WITSA), currently known as Vice President of Strategy of Multimedia Development Corporation Sdn Bhd (Mdec – the agency of Malaysian Government which is in charge of supporting on multimedia development strategy for enterprises) (profile attached).

Mr Dan E Khoo would perform the rights and duties as BOD member according to the regulations in Company's Charter and Corporate Governance. In addition, Mr Dan E Khoo would be in charge of these tasks:

- Guiding and managing global strategy of FPT Corporation,
- Consulting for the strategy and operation of FPT in developing countries.

Kindly submit to the Annual General Shareholders Meeting for ratification

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

(Signed)

TRUONG GIA BINH



RESUME OF BOARD OF DIRECTORS MEMBER IN TERM 2012 – 2017

I. MR. TOMOKAZU HAMAGUCHI

Mr. Tomokazu Hamaguchi is an expert in the information technology in Japan with more than 40 years' experience.

He formerly served as the President cum Chief Executive Officer of NTT Data, the 6th largest global IT services company, under NTT Corporation which ranked 32nd on the Fortune Global 500 in 2013. NTT Data currently employs 75,000 staff in 40 countries around the world with annual revenue of approximately US\$13 bil. Mr. Hamaguchi is now a senior corporate advisor of this company.

Mr. Tomokazu Hamaguchi is also the Chairman of Japan Information Technology Services Industry Association (JISA), the biggest non-profit organization in Japan's information technology sector.

His resume:

1. Full name: TOMOKAZU HAMAGUCHI
2. Gender: Male
3. Date of birth: 1944
4. Nationality: Japanese
5. ID card No./ Passport No.: TH4941763 Date of issue: 15/01/2008
Place of issue: Japan
6. Native place: Tokushima, Japan
7. Qualifications:
B.S. in Electrical. Engineering, Kyoto University
8. Work experience:
 - 1967: Joined NTT.
 - 1982: Manager of Shikoku DATA Telecommunication
 - 1984: Researcher at Administration Division, Data Communication Department.
 - 1988: Head of purchasing Department
 - 1990: Head of Industrial System Division.
 - 1996: Head of Planning Department
 - 1997: Head of sale Public system business Department.



- 2001: Deputy Director of NTT Data.
 - 2003: Director of NTT Data.
 - 2007 to now: Chairman of Japan Information Technology Services Industry Association (JISA)
 - 2007: Senior Corporate Advisor of NTT Data
 - 2008 to now: Independent Director of IHI Corporation
 - 2009: Corporate Advisor of NTT Data
 - 2010 to now: Independent Director of JR Higashi Nihon
 - 2011 to now: Chairman of JDMC
 - 2013 to now: Senior Corporate Advisor of NTT Data
9. Current position: Chairman of JISA
10. Positions in other organizations:
- Independent Director of IHI Corporation
 - Independent Director of East Japan Railway Company.
 - Senior Corporate Advisor of NTT Data.
11. Acts of breaking the law: No
12. Conflict with Company: No
13. Debts to Company: No
14. The number of shares held: No
15. Involved people and the number of shares held: No

II. MR. DAN E KHOO

Mr. Dan E Khoo is the Chairman Emeritus of the World Information Technology and Services Alliance (WITSA), a consortium of Information Technology (IT) industry associations from 84 economies around the world.

Mr. Khoo is well-known in the IT industry with more than 25 years of experience, during which he was in key leadership positions in many global and regional IT organizations, including as President of the Southeast Asia Information Technology Organisation (SITO), Director of the Asian-Oceania Computing Industry Organization (ASOCIO) and Chairman of WITSA for two terms from 2008 to 2012.

Mr. Khoo has a good relationship with large IT centers in the world and has cooperated with global organizations such as the United Nations, OECD, World Bank and the World Economic Forum.

His resume:



1. Full name: KHOO SIN AIK (Pen name: Dan E Khoo)
2. Gender: Male
3. Date of birth: 1962
4. Nationality: Malaysian
5. Native place:
6. Contact number: (84-4) 7300 7300
7. Work experience:
 - 1995–1997: Chairman of the Association of the Computer Industry Malaysia (PIKOM)
Director of the Asian-Oceanian Computing Industry Organization (ASOCIO)
 - 1996–1998: President of the Southeast Asia Information Technology Organisation (SITO)
 - 2006-2008: Chief Executive Officer of WCIT 2008
 - 2008-2012: Chairman of the World Information Technology and Services Alliance (WITSA)
 - Current: Chairman Emeritus of WITSA
8. Current position: Chairman Emeritus of WITSA
9. Positions in other organizations: No
10. Acts of breaking the law: No
11. Conflict with Company: No
12. Debts to Company: No
13. The number of shares held: No
14. Involved people and the number of shares held: No



FPT CORPORATION

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom - Happiness

DRAFT

Hanoi, April^{3rd}, 2015

RESOLUTION

THE 2014 ANNUAL GENERAL SHAREHOLDERS MEETING

FPT CORPORATION

Pursuant to:

- *Business Law No. 60/2005/QH11 dated 29/11/2005;*
- *Charter of FPT Corporation;*
- *Meeting Minute of FPT Corporation 2015 Annual General Shareholders Meeting dated 03rd April 2015;*
- *Voting Report of FPT Corporation 2015 Annual General Shareholders Meeting dated 03rd April 2015.*

The 2015 Annual General Shareholders Meeting (AGM) of FPT Corporation was held at Hanoi Daewoo Hotel on 03rd April 2015 with Shareholders and assignees to attend, representing shares equivalent to% of total voting - right shares, who discussed and ratified the following issues

- 1. Ratify 2014 Audited Financial Statement, Board of Directors' Report, and 2014 Supervisory Board's Report.**
- 2. Ratify the plan for 2014 profit distribution and plan for share dividend payment, as following:**
 - ***Plan for 2014 profit distribution***

Proposed total cash dividend payment for the year 2014 at 20% (VND 2,000 per share).

Therein:

- Advance dividend payment in Quarter 3/2013: 10% (VND 1,000 per share);
- Remaining dividend will be paid after AGM' approval 10% (VND 1.000 per share);
- Time for payment: Quarter 2/2015;
- Authorize Board of Directors (BOD) to implement dividend payment.
- ***Plan for share dividend payment***

Proposed to pay share dividend from retained earnings for available shareholders, as following:

- Ration of share dividend is 15% (20 available shares gain 03 additional new shares)



- Source: From Retained Earnings
- Plan to handle arisen odd shares: the number of additional shares issued under share dividend payment policy for each shareholder will be rounded down Fractional unit after the decimal point will be null.
- Listed: Number of shares issued to implement share dividend payment will be listed right after implementation.
- Execution time: Quarter 2/2015. Timing to finalize shareholders list of share dividend payment implementation will be set at the same time as that of cash dividend payment above mentioned.
- Authorizing the BOD to implement share dividend payment.

3. Ratify Policy for cash dividend payment in 2015

- The ratio of cash dividend payment in 2015 is 20% (VND 2,000 per share – based on the quantity of new shares after paying share dividend of 15%)
- The BOD will base on actual business performance to decide the interim dividend at the appropriate time of the year as well as other related issues to ensure the company's operations will not be negatively affected.
- The ratio of cash dividend payment in 2015 will be decided by 2016 AGM.

4. Ratify the appointment of Mr. Tomokazu Hamaguchi and Mr. Dan E Khoo as members of the Board of Directors for the period 2012 – 2017.

5. Ratify the proposal to select an independent audit firm to audit the financial statement in 2015 (as attached proposal).

6. Ratify the 2015 remuneration package for the Board of Directors; the 2015 action plan and remuneration package for the Supervisory Board.

The Resolution was ratified by the 2015 Annual General Shareholders Meeting of FPT Corporation. Board of Directors bases on the Resolution to implement accordingly.

ON BEHALF OF SECRETARY

CHAIRMAN

LAI THI HUONG HUYEN

TRUONG GIA BINH