

Số/No.: 85 /FPT-FCC

Hà Nội, ngày 24 tháng 03 năm 2020
Hanoi, March 24th, 2020

**CÔNG BỐ THÔNG TIN
TRÊN CÔNG THÔNG TIN ĐIỆN TỬ
CỦA ỦY BAN CHỨNG KHOÁN NHÀ
NƯỚC VÀ SGDC TP.HCM**

**DISCLOSURE OF INFORMATION ON
THE STATE SECURITIES COMMISSION'S
PORTAL AND HOCHIMINH STOCK
EXCHANGE'S PORTAL**

Kính gửi/ To: - Ủy ban Chứng khoán Nhà nước/ *The State Securities
Commission*
- Sở Giao dịch chứng khoán TP.HCM/ *Hochiminh Stock
Exchange*

- Tên tổ chức / *Organization name*: Công ty Cổ phần FPT/ *FPT Corporation*
- Mã chứng khoán/ *Security Symbol*: FPT/ *FPT*
- Địa chỉ trụ sở chính/ *Address*: Số 17 Duy Tân, Phường Dịch Vọng Hậu, Quận Cầu Giấy, Hà Nội/ *17 Duy Tan Street, Dich Vong Hau Ward, Cau Giay Distric, Hanoi*
- Điện thoại/ *Telephone*: 04. 7300 7300
- Fax: 04. 3768 7410
- Người thực hiện công bố thông tin/ *Submitted by*: Bà Bùi Nguyễn Phương Châu/ *Ms. Bui Nguyen Phuong Chau*
Chức vụ/ *Position*: Giám đốc Truyền thông FPT/FPT's *Chief Corporate Communications Officer*

Loại thông tin công bố: định kỳ bất thường 24h theo yêu cầu
Information disclosure type: Periodic Irregular 24 hours On demand

Nội dung thông tin công bố (*):

1. Thông tin họp Đại hội đồng Cổ đông thường niên năm 2020

- **Thay đổi địa điểm họp:**

Địa điểm cũ	Địa điểm mới
Khách sạn Deawoo, 360 Kim Mã, Ba Đình, Hà Nội	F-Ville 2, Khu Công nghệ cao Hòa Lạc, km 29 Đại lộ Thăng Long, Thạch Thất, HN.

Lý do: Để chủ động triển khai các giải pháp phòng chống dịch COVID-19, đảm bảo an toàn cho cổ đông tham dự sự kiện.

- **Hình thức họp:** Để việc tổ chức Đại hội được chu đáo, an toàn trước diễn biến phức tạp của dịch COVID-19, Công ty sẽ tổ chức:
 - ✓ **Theo dõi trực tuyến:** Nhằm tạo điều kiện cho các Quý Cổ đông không đến dự Đại hội trực tiếp, Công ty sẽ tổ chức hình thức **Theo dõi trực tuyến** để Cổ đông có thể theo dõi Đại hội từ xa. Cổ đông vui lòng thực hiện việc đăng ký theo dõi trực tuyến từ ngày 24/03/2020 đến trước 12h00 ngày 03/04/2020 tại trang web: <https://agm.fpt.com.vn>.



- ✓ **Bỏ phiếu từ xa:** Cổ đông vui lòng thực hiện các thủ tục đăng ký bỏ phiếu từ xa từ ngày 24/03/2020 đến trước 12h00 ngày 03/04/2020 tại trang web: <https://agm.fpt.com.vn> hoặc gọi điện thoại trực tiếp đến số +84 24 73007300 /số máy lẻ 46496 để được hướng dẫn.

2. Tài liệu trình Đại hội đồng Cổ đông phê duyệt. Thông tin chi tiết được công ty công bố tại đường link: <https://fpt.com.vn/vi/nhadautu/cong-bo-thong-tin>.

Content of Information disclosure (*):

1. Information of FPT's 2020 AGM:

- **Change venue:**

Old Venue	New venue
Deawoo Hotel, 360 Kim Ma, Ba Đình, Hanoi	F-Ville 2, Hoa Lac Hi-tech Park, km 29 Thang Long highway, Thach That, Hanoi.

Reason: To proactively control and prevent the spread of COVID-19, ensuring safety for Shareholders attending the FPT's 2020 AGM.

- **Registration:** In order for thoughtful and safe AGM due to the COVID-19 outbreak, Shareholders are encouraged to register to:

- ✓ **Attend in advance via the website:** In order to facilitate Shareholders inability to attend Meeting directly, the Company will organize a live webinar so that Shareholders can follow the Meeting remotely. Shareholders please register to attend from March 24th, 2020 until 12:00pm on April 03rd, 2020 at <https://agm.fpt.com.vn>

- ✓ **Remote Voting:** Shareholders carry out the procedure to register for remote voting from March 24th, 2020 until 12:00 pm on April 03rd, 2020 via the website <https://agm.fpt.com.vn> or contact directly telephone number (84 24 7300 7300/ ext. 46496) for instruction.

2. The document are submitted to the FPT's 2020 AGM approval. Details information were published at: <https://fpt.com.vn/en/ir/information-disclosure>.

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 24/03/2020 tại đường dẫn: <https://fpt.com.vn/vi/nhadautu/cong-bo-thong-tin>.

This information was disclosed on Company's Portal on date March 24rd, 2020. Available at: <https://fpt.com.vn/en/ir/information-disclosure>.

Tôi 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/ I declare that all information provided in this paper is true and accurate; I shall be legally responsible for any misrepresentation.

Đại diện tổ chức

Organization representative

Người CBTT/Party to disclose information



Bùi Nguyễn Phương Châu

Nơi nhận/Recipient:

- Như trên/As above:
- Lưu/Archived by: VT, FCC/Admin, FCC

**FPT CORPORATION**

Address: No 17, Duy Tan Street, Cau Giay District, Ha Noi, Vietnam.

Tel: (84-24) 7300 7300; Fax: (84-24) 3768 7410

Company Code No. 0101248141, 46th version issued by Hanoi Department of Planning and Investment on June 11st, 2019Hanoi, March 18th, 2020

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**INVITATION TO
THE 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS****To: Shareholders**

The Board of Directors (BOD) respectfully invites shareholders of FPT to attend the 2020 Annual General Meeting of Shareholders (AGM). Details are as follows:

1. **Time:** 1:00 pm Wednesday, April 08th, 2020.
2. **Venue:** F-Ville 2, Hoa Lac Hi-tech Park, km 29 Thang Long highway, Thach That, Hanoi.
3. **Registration:** To facilitate Shareholders execution of all rights and obligations at the AGM, Shareholders may register to attend the Meeting through 01 of the 03 forms as following:
 - a. **Attending directly:** In order for thoughtful and safe AGM due to the COVID-19 outbreak, Shareholders are encouraged to register to attend in advance via the website: <https://agm.fpt.com.vn> from March 24th, 2020.
 - b. **Authorization to attend the AGM:** Shareholders authorize in writing for another person or one of the BOD members of FPT Corporation (the attached power of attorney form or download from: <https://agm.fpt.com.vn>). Shareholders send the power of attorney by post with the envelope of FPT Corporation enclosed with this Invitation or fax to: 84 24 3768 7410 before April 7th, 2020.
 - c. **Remote Voting:** Shareholders carry out the procedure to register for remote voting from March 24th, 2020 until 12:00 pm on April 03rd, 2020 via the website <https://agm.fpt.com.vn> or contact directly telephone number (84 24 7300 7300/ ext. 46496) for instruction.

In order to facilitate Shareholders inability to attend Meeting directly, the Company will organize a live webinar so that Shareholders can follow the Meeting remotely. Shareholders please register to attend from March 24th, 2020 until 12:00pm on April 03rd, 2020 at <https://agm.fpt.com.vn>

As recommended by the Vietnam's Ministry of Health, people with symptoms of fever, cough, shortness of breath should not go to crowded places. In case the Shareholders have those symptoms, please do not attend directly but authorize in writing for another person, or register for remote voting and join live webinar.

4. **AGM documents:** Documents for the AGM will be available on FPT website on March 24th, 2020 at <https://agm.fpt.com.vn>. In case that Shareholders would like to receive hard copies, please contact the Investor Relations Department - FPT Corporation, tel: 84 24 7300 7300/ext. 46496.
5. **Shareholders Authentication:** Shareholders or assignees attending the AGM, please bring all the following documents: AGM Invitation, ID Card /Citizen Identification/Passport, Power of attorney (if authorized to attend the AGM).

It is our great honor to receive you at the 2020 Annual General Meeting of Shareholders of FPT Corporation.

Yours respectfully,

**ON BEHALF OF THE BOD
CHAIRMAN**

Trương Gia Bình

Note: All expenses related to the attendance at FPT Annual General Meeting, which include accommodation, travelling and other personal expenses will be borne by shareholders.

SOCIALIST REPUBLIC OF VIET NAM
Independence – Freedom - Happiness

.....,, 2020

POWER OF ATTORNEY

(Ref: The attendance at FPT’s 2020 Annual General Meeting of Shareholders (“AGM”)
Dated April 08th, 2020)

1. The Assignor:

Name of individual/organization:
ID/Business Registration No.:dated.....issued by
Address:
Telephone:
Number of owned/representative shares:.....
(In words:.....)

2. The Assignee:

2.1. Name of individual/organization:
ID/Business Registration No.:dated.....issued by
Address:
Telephone:
Number of owned/representative shares:.....
(In words:.....)

2.2. In case the Shareholders do not have an authorized representative to attend the AGM, shareholders may authorize to one of the members of the Board of Directors (“BOD”) of FPT as follows: *(Please mark X in one of the following boxes)*

- Mr. Truong Gia Binh – Chairman of BOD
- Mr. Bui Quang Ngoc – Vice Chairman of BOD
- Mr. Do Cao Bao – Member of BOD
- Mr. Le Song Lai – Member of BOD
- Mr. Jean Charles Belliol – Member of BOD

3. Scope of Authorization:

The Assignee shall represent the assignor in attending FPT’s 2020 Annual General Meeting of Shareholders held on April 08th, 2020 and executing all rights and obligations in relation to the authorized shares in such meeting, at the same time is not allowed to delegate any authority under this document to any third party.

I/We commit to take all responsibilities under this authorization and fully comply with all applicable laws as well as regulations stipulated in the FPT ‘s Company Charter.

Assignee
(Full name and signature)

Assignor
(Full name, position and signature)

Notes: For the assignor, being an organization or a company, the signature of the assignor’s legal representative and its seal are required.



2020 AGM DOCUMENTS

FPT CORPORATION



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**TENTATIVE AGENDA
2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Time: 13:00, Wednesday, April 08th, 2020

Venue: F-Ville 2, Hoa Lac Hi-tech Park, km 29 Thang Long Highway, Thach That, Hanoi

No.	Time	Content (draft)	Person in Charge
1.	13:00 – 14:00	Registration for the Annual General Meeting of Shareholders (AGM)	Organizing Committee
2.	14:00 – 14:05	Opening ceremony	Organizing Committee
3.	14:05 – 14:10	Report on the validity of the AGM	Supervisory Board
4.	14:10 – 14:20	Nomination of the AGM secretary, election of the voting committee, and approval of the meeting agenda	Chairman
5.	14:20 – 14:30	Report of the Board of Directors' (BOD) for 2019, the direction and business plan in 2020 Budget and remuneration for BOD in 2020	BOD
6.	14:30 – 14:40	Report of the Board of Management (BOM) about business activities and audited financial statements in 2019	BOM
7.	14:40 – 14:45	Report of the Supervisory Board for 2019, Budget and remuneration for the Supervisory Board in 2020	Supervisory Board
8.	14:45 – 14:50	2019 Profit Distribution Plan Proposal of cash dividend payment in 2020 Proposal of the list of independent audit companies to audit 2020 financial statements	BOM
9.	14:50 – 15:00	Employee Stock Ownership Plan for the period of 2020-2022; Share issuance plan for top executives for the period of 2020-2025	BOD
10.	15:00 – 15:20	2020 - 2022 Strategic Direction	BOD
11.	15:20 – 15:50	Discussion on Voting Issues	Chairman
12.	15:50 – 16:00	Voting	Voting Committee
13.	16:00 – 16:25	Discussion on other issues	Chairman
14.	16:25 – 16:40	<i>Break</i>	
15.	16:40 – 16:45	Announcement on Voting results	Voting Committee
16.	16:45 – 16:50	Approval on 2020 AGM Resolutions	BOD and Supervisory Board
17.	16:50 – 17:00	Approval on 2020 AGM Minutes	Secretary
18.	17:00	AGM Closing	Chairman



Hanoi, March 11th, 2020

VOTING ISSUES

- Content 1:** Approve 2019 Audited Financial Statements; Report of the Board of Directors for 2019; Strategic Direction for the period of 2020 – 2022; 2020 Business Plan; Report of the Supervisory Board for 2019.
- Content 2:** Approve 2019 profit distribution plan and 2020 cash dividend payment plan.
- Content 3:** Approve the Employee Stock Ownership Plan for the period of 2020-2022.
- Content 4:** Approve the share issuance plan for top executives for the period of 2020-2025.
- Content 5:** Approve 2020 remuneration budget for the Board of Directors; 2020 budget for the Supervisory Board's activities.
- Content 6:** Approve the Proposal of selecting an independent audit firm to audit 2020 Financial Statements.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN




Trương Gia Bình



Hanoi, March 11th, 2020

No. 01

**THE PROPOSAL
TO THE 2020 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION**

*Ref: Approval of 2019 Audited Financial Statements, Report of the Board of Directors for 2019,
Strategic Direction for the period of 2020 – 2022, and 2020 Business Plan.*

- In accordance with Law on Enterprises released in 2014;
- In accordance with Company Charter of FPT Corporation,

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders the proposal to approve 2019 Audited Financial Statements, Report of the Board of Directors for 2019, Strategic Direction for the period of 2020 – 2022, and 2020 Business Plan as follows:

1. **2019 Audited Financial Statements**, details are available in the 2019 Annual Report and at this link: <https://fpt.com.vn/en/ir/information-disclosure>.

Key indicators are summarized as follows:

No.	Indicators	2019
		(billion VND)
1	Revenue	27,717
2	Profit before tax	4,665
3	Profit after tax	3,912
4	Profit after tax attributable to parent company's shareholders	3,135
5	Bonus and welfare funds	276
	5.1 Bonus and welfare fund of parent company	0
	5.2 Bonus and welfare fund at subsidiaries (maximum 10%)	276
6	Profit after tax attributed to parent company's shareholders	2,859

2. **The Report of the Board of Directors for 2019** (as attached).
3. **Strategic Direction for the period of 2020 – 2022** (as attached).



4. The business plan for 2020

Unit: VND in billion

Business sectors	Revenue			Profit before tax		
	2019	2020	YoY change	2019	2020	YoY change
Technology	15,783	18,800	19.1%	1,973	2,510	27.2%
Telecommunication	10,398	11,810	13.6%	1,808	2,022	11.8%
Education & Investment	1,535	1,840	19.9%	883	978	10.8%
Total	27,717	32,450	17.1%	4,665	5,510	18.1%

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

Thanks & Best Regards.

ON BEHALF OF THE BOD

CHAIRMAN



Trương Gia Bình



Hanoi, March 11th 2019

THE BOARD OF DIRECTORS' REPORT 2019

I. ASSESSMENT OF THE BOARD OF DIRECTORS (BOD) ON THE COMPANY'S PERFORMANCE IN 2019

1. Assessment on business performance

In 2019, with a young and dynamic leadership team, the Board of Management (BOM) kept going strong, as revenue and profit before tax exceeded the target by 4% and 5% respectively, growing by 19.4% and 20.9% respectively; profit before tax ratio continued to be improved up to 16.8%. In addition, all business sectors including Technology, Telecommunications and Education made great efforts and achieved good results beyond the plan.

The company also implemented strategic directions in 2019. Globalization continues to be an important driving force in FPT's growth, in which the overseas market recorded positive results with VND 11,452 billion of revenue, accounting for 41.3% of the corporation's total revenue, growing by 25.7% and VND 1,894 billion of profit before tax, accounting for 40.7% of the corporation's total profit before tax, growing by 27.1% in comparison with the previous year. In addition, the revenue from "Digital transformation" Services continues to grow by 35.4%, accounting for 20% of IT service revenue.

2. Results of the implementation of strategic directions

In 2019, FPT has successfully completed the targets planned in the development strategy for the period of 2019 – 2021. Details are as follows:

Technology: Proactively pioneering in researching and developing the most important core technologies of digital transformation and digital technology services such as AI, Blockchain, Cloud, RPA.

Comprehensive digital transformation solution service: Establishing an ecosystem of 60 platforms, conversion solutions to help customers improve operational efficiency, enhance customer experience and seek new business opportunities.

Human resources: With the orientation to focus on digital transformation and increase in products and solutions Made by FPT, in 2019, the number of technology staff implementing digital transformation projects reached 2,510 people, increasing by 132% compared to 2018.

Transforming FPT into a digital enterprise: 30% of the corporation's business activities are automated, helping to improve productivity and reduce errors in governance.

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

1. Monitoring method

- The BOD monitored the BOM's activities by:
- Monitoring the completion of important indicators committed to by the CEO and the BOM;
- Requesting the CEO and the BOM report business performance at quarterly meetings of the BOD;
- Coordinating with the Supervisory Board to closely monitor the company's operations in order to raise practical recommendations for the CEO and the BOM to fulfill the tasks assigned by the AGM and the BOD;
- Active participation by BOD's members in weekly meetings and other periodic meetings of the BOM in order to follow the company's business operations.



2. General Assessment

In 2019, the CEO and the BOM and subsidiaries made great efforts in implementing the corporation's business goals in accordance with the strategic directions approved by the AGM. The corporation's revenue and profit continued to get high growth, revenue from Digital Transformation Services, the focus of the corporation in the period of 2019 - 2021, grew as expected by 35.4%.

During operation, the BOM complied with the provisions of the Law, the Company's Charter, the Resolutions of the AGM, the Resolutions of the BOD and the Decisions of the BOD Chairman.

III. BOARD OF DIRECTORS

1. Activities of committees under the BOD

There are three committees under the BOD. The details of activities are as below:

No.	Committee	Member	Position
1	The Personnel and remuneration Committee	Mr. Do Cao Bao	The Chairman
2	The Development policy Committee	Mr. Truong Gia Binh	The Chairman
3	The Chairman's Office	Mrs. Lai Huong Huyen	The Chief

1.1. The Personnel and remuneration Committee

In 2019, the Personnel and remuneration Committee developed and implemented the personnel strategy, leadership planning program, and remuneration policies that significantly contributed to the realization of the Development Strategy of the corporation and Subsidiaries. Some key activities and results in 2019 are as follows:

- Building the human resources strategy from the corporate to subsidiary level based on OKR management tool with detailed work plans and evaluation results for each period, while promoting digitalization of personnel activities to improve productivity with People Soft 9.2 and Self-service system throughout the corporation.
- Promoting training activities through training program and professional/ managerial development each group or separately, in accordance with the corporation's orientation and development. In 2019, there were 313,281 turns of employees trained with an average of 77 training hours/ person. In addition, the Committee also directed the implementation of the Master - Disciple training program throughout FPT, aiming to bring the training by experience transfer to all leaders/ managers. This program has been implemented for 06 consecutive years and has been highly effective, with more than 100 leaders becoming teachers for more than 1,100 disciples who are managers at all levels each year.
- Implementing the program of planning, developing and rotating leaders to train and foster leadership team for the corporation and subsidiaries.
- Developing and issuing remuneration policies which are applied throughout the corporation to encourage and improve employees' productivity, initiative and innovation.



1.2. The Development Policy Committee

The Development Policy Committee performed leadership role in supervising issues related to the development strategy of the corporation and subsidiaries in 2019. In addition, the Committee also supported the BOD and senior leaders to participate in major economic & technology events domestically and internationally that timely update economic information and technology development trends.

In 2019, a number of FPT BOD members and senior leaders attended major events in Vietnam and abroad such as: World Economic Forum, Vietnam Private Sector Economic Forum, Vietnam ICT Summit, Industry 4.0 Summit,...The Development Policy Committee also participated in organizing many conferences and talks on digital transformation to update and exchange information on FPT's strategic directions, activities as well as the trends and general development of the world and Vietnam.

1.3. The Chairman's Office

The Chairman's Office assisted the Chairman and the BOD to hold periodic meetings, collect opinions in writing; drafting and releasing documents of the BOD in accordance with regulations specified in Corporate Governance Framework, the Company Charter, the Law on Enterprise and other legislative regulations. In 2019, the Chairman's Office coordinated to hold the AGM in March 2019.

2. Transactions, remuneration and other benefits of BOD

The remuneration payment of the BOD complies with the provisions of the Resolution of the AGM in 2019 and the Resolution No. 01.03-2019/NQ-HDQTFPT dated March 8th, 2019 of the BOD, in which the salary and remuneration for BOD members is VND 16.33 billion and the bonus level does not exceed 0.49% of the total profit before tax of the corporation. In 2019, the actual salary and remuneration paid to members of the BOD is VND 16.28 billion.

Details of income structure of the BOD members in 2019

BOD members	Position	Salary	Bonus	Compensation	Total
Mr. Truong Gia Binh	Chairman	24%	76%	0%	100%
Mr. Bui Quang Ngoc	Vice Chairman	42%	58%	0%	100%
Mr. Do Cao Bao	Member	39%	61%	0%	100%
Mr. Le Song Lai	Member	0%	0%	100%	100%
Mr. Jean-Charles Belliol	Member	0%	0%	100%	100%
Mr. Tomokazu Hamaguchi	Member	0%	0%	100%	100%



Mr. Dan E Khoo	Member	0%	0%	100%	100%
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3. Information about the members of the BOD

FPT's BOD consists of seven people who have professional qualifications and substantial experience in IT, finance, international business and corporate governance. With 03 independent members of the BOD, the structure of FPT's BOD ensures compliance with the relevant laws.

Since 2013, FPT has separated the roles of Chairman of the BOD and CEO to express the independence and clear division of responsibilities between the BOD and BOM, ensuring the decentralisation of decision-making and improving the independence of the BOD.

The list of BOD members:

No.	Member	Vice Chairman	Percentage of voting rights / share ownership	Current title in the BOD of other companies (as of December 31st, 2019)
1	Mr. Truong Gia Binh	Chairman	7,08%	<ul style="list-style-type: none"> - Member of the BOD of FPT Telecom Joint Stock Company. - Chairman of FPT Education Company Limited. - Member of the BOD of FPT University. - Member of the Board of Members of FPT Information System Company Limited. - BOD member of Vietnam Joint Stock Commercial Bank for Foreign Trade.
2	Mr. Bui Quang Ngoc	Vice Chairman	2,75%	<ul style="list-style-type: none"> - Member of the BOD of FPT Telecom Joint Stock Company. - Member of the BOD of FPT University. - Member of the Board of Members of FPT Information System Company Limited.
3	Mr. Do Cao Bao	Member	1,1%	<ul style="list-style-type: none"> - Member of the BOD of FPT City Joint Stock Company, Da Nang.



				- Member of the Board of Members of FPT Information System Company Limited.
4	Mr. Le Song Lai	Member	0%	- Chairman of the BOD of Bao Minh Insurance Corporation. - Member of the BOD of Vietnam National Reinsurance Corporation. - Chairman of the Board of Members of SCIC Investment Company Limited.
5	Mr. Jean-Charles Belliol	Independent Member	0%	
6	Mr. Tomokazu Hamaguchi	Independent Member	0%	- Member of the BOD of East Japan Railway Company. - Member of the BOD of Kuraray Company.
7	Mr. Dan E Khoo	Independent Member	0%	

4. Activities of the BOD

In 2019, BOD conducted 6 meetings, in which 4 face-to-face meetings and 2 meetings collected opinion in writing, ensuring the regulations of one meeting each quarter (particularly in Q2, there were 2 meetings). There were also 06 resolutions in Q1, Q2 and Q3. In Q4, BOD conducted 1 meeting but no resolution was issued.

4.1. Number of BOD meetings

No.	BOD Member	Position	Commencement date/ Dismissal date	Number of meetings attended	Percentage of attended
1	Mr. Truong Gia Binh	Chairman	Commencement date: 31/03/2017	06/06	100%
2	Mr. Bui Quang Ngoc	Vice Chairman	Commencement date: 31/03/2017	06/06	100%
3	Mr. Do Cao Bao	Non-executive member	Commencement date: 31/03/2017	06/06	100%
4	Mr. Le Song Lai	Non-executive member	Commencement date: 31/03/2017	05/06	83%



No.	BOD Member	Position	Commencement date/ Dismissal date	Number of meetings attended	Percentage of attended
5	Mr. Jean-Charles Belliol	Independent members	Commencement date: 31/03/2017	06/06	100%
6	Mr. Tomokazu Hamaguchi	Independent member	Commencement date: 31/03/2017	06/06	100%
7	Mr. Dan E Khoo	Independent member	Commencement date: 31/03/2017	06/06	100%

4.2. Content of the meetings and resolutions of BOD

Session	Participants	Resolutions issued	Content
Session One January 29th, 2019	The BOD: 7/7 members attended Observers: - The Supervisory: 1/3 members attended - The BOM: 2/3 members attended	Resolution No. 01.01-2019/NQ-HĐQT-FPT issued, dated 29/01/2019.	<ul style="list-style-type: none"> - Approved the 2018 business results. - Approved the 2019 business plan - Approved the 2019 – 2021 strategic directions - Implementing Resolution of AGSM 2017 dated March 31st, 2017, Approved the policy on share issuance for employees with notable achievements in 2018 - Approved the record date and Annual General Shareholder Meeting 2019's Date
Session Two March 08th, 2019	The BOD: 7/7 members attended Observers: - The Supervisory: 1/3 members attended - The BOM: 2/3 members attended	Resolution 01.03-2019/NQ-HĐQT-FPT issued, dated 08/03/2019.	<ul style="list-style-type: none"> - Approved Agenda of 2019 AGM - Approved BOD's Report in 2018, directions and business plan for 2019 - Approved 2019 BOD's remuneration budget, submit to the AGSM for approval - Approved 2018 Audited Financial Statements - Approved 2018 Profit Distribution plan and policy for 2019 cash dividend payment - Approved selection one (1) among four (4) audit firms (Big Four) to audit the Company's 2019 Financial



Session	Participants	Resolutions issued	Content
			Statements, including: KPMG; Deloitte; PwC; Ernst & Young and submitted to AGM for approval.
		Resolution 02.03-2019/NQ-HĐQT-FPT issued, dated 08/03/2019.	<ul style="list-style-type: none"> - Approve to dismiss Mr. Bui Quang Ngoc from position of FPT's CEO from 29th Mar 2019 and approve to appoint Mr. Nguyen Van Khoa to be FPT's CEO from 29th Mar 2019 with 3 year period. - Approve to dismiss Mr. Do Cao Bao from position of FPT's Executive Vice President from 15th Mar 2019. - Approve to increase charter capital for FPT Software and FPT Education - Approved policy of transactions conducting between FPT Corporation and related enterprises and individuals as regulated in Article 2, Item 159 and Article 1, Item 162 of the 2014 Enterprise Law, and FPT Corporation's Charter.
Session Three April 16th – April 18th, 2019	Opinions collected in writing.	Resolution 02.04-2019/NQ-HĐQT-FPT issued, dated 18/04/2019.	<ul style="list-style-type: none"> - Approved 2018 final cash dividend payment - Approved the plan for stock dividend payment from retained earnings for existing shareholders
Session Four June 24th – July 1st, 2019	Opinions collected in writing.	Resolution 01.07-2019/NQ-HĐQT-FPT issued, dated 02/07/2019.	Approved the proposal to appoint Deloitte Vietnam Ltd. as the auditor of the financial statements of FPT Corporation and its subsidiaries for the year 2019
Session Five July 30th, 2019	The BOD: 7/7 members attended Observers: - The Supervisory: 1/3 members	Resolution 02.07-2019/NQ-HĐQT-FPT issued, dated 30/07/2019.	Approved the interim cash dividend payment in 2019



Session	Participants	Resolutions issued	Content
	attended - The BOM: 3/3 members attended		
Session Six November 12th, 2019	The BOD: 7/7 members attended Observers: - The Supervisory: 1/3 members attended - The BOM: 1/3 members attended	No resolution was issued	

4.3. Activities of independent members of the BOD

By December 31st 2018, FPT's BOD had three independent members: Mr. Jean-Charles Belliol, Mr. Tomokazu Hamaguchi and Mr. Dan E. Khoo. These independent members participated in all regular meetings of the BOD in 2017 and contributed important ideas and recommendations for the corporation's operation and development strategy, as well as actively discussed business targets, development directions in each business sector, and suitable proposals and solutions. In addition, with their experience as BOD members in many big firms, they made many important contributions to the corporation's corporate governance.

Mr. Jean-Charles Belliol: With his vast experience in the field of banking and finance, in BOD meeting sessions as well as the Corporation's Strategic Conference, he actively contributed ideas and recommendations for financial and investment activities as well as a number of business targets for 2019 and the period of 2019-2021 for the corporation and some subsidiaries. In 2019, he also actively contributed ideas to select senior leaders of the BOM as well as supported to connect FPT with partners & customers in European market.

Mr. Tomokazu Hamaguchi: With years of experience in managing, operating and trading in multinational corporations, he has made suggestions to promote FPT's operations in foreign markets in general as well as in Japanese market in particular. In addition, in 2019, he also actively supported and contributed opinions on the OKR management method of the BOM as well as the directions in the period 2019-2021 of FPT.

Mr. Dan E Khoo: As the Chairman Emeritus of the World Information Technology and Services Alliance (WITSA), he offered many insights into new global technology trends. This important practical experience helped him to give strategic advice for FPT to invest and develop products, services and solutions to meet technology transformation trends, especially in DX. In the role of strategic consultant for the corporation in developing countries, he always gives positive and practical opinions to contribute to the strategic planning and management methods towards target of globalisation and pioneering in digital transformation.



4.4. Overall evaluation of the BOD's performance

In 2019, FPT's BOD was always attentive to business activities, complied with all regulations, directed and strictly supervised the operation of the BOM to ensure the implementation of strategic goals and plans in a timely manner.

The development of strategy continues to be consolidated. The BOD coordinated with the BOM ensured that the new strategy building model was implemented from the corporate to subsidiary level; strategic goals, strategic actions and action plans for immediate implementation were clearly identified in each level.

The BOD Chairman directed and supervised the dissemination and implementation of the strategic building model in every subsidiary to ensure consistency in direction and performance at all levels.

The corporation continues to improve transparency in corporate governance. The BOD's independent members are all foreigners who have held leadership positions for many years and are highly regarded in the regional IT industry. They also have substantial experience and an extensive network of contacts that has allowed them to make large contributions to follow FPT's strategic directions which focus on digital transformation throughout the corporation and developing FPT to become a leading digital transformation full-service provider in Vietnam and in the world.

4.5. Assessment of independent members of BOD on corporation's performance

Mr. Dan E Khoo: The BOD made important decisions to promote the development, increase the value and enhance the competitive advantages of FPT to keep pace with changes in the world business, political and economic environment. The BOM showed courage in implementing innovative approaches to both management and strategic planning, to reap the rewards of a global move towards digital transformation. It is heartening to note that the corporation also stressed the importance of investing in talent with appropriate training, certification, rewards and facilities that provide a conducive environment for this core resource to be productive and flourish.

Mr. Jean-Charles Belliol: BOD has implemented all targets according to the Resolution of AGM in order to foster the development of FPT Corporation to the benefit of all stakeholders. Debate during BOD meetings between and among executive directors and independent directors was active, transparent and fruitful as covering the full spectrum of subjects and topics such as business, technical trends & environment as well as implementation method, finance, personnel. BOD is willing to listen and record the recommendations as well as contributions of all independent members of BOD on the financial and investment activities as well as some business targets for 2020 and the period of 2020-2022 of the corporation and some subsidiaries.

Mr. Tomokazu Hamaguchi: The BOD has been very active in updating new technology trends in the world such as digital transformation (DX), artificial intelligence (AI) to provide development directions for FPT, which is clearly reflected in the corporation's development strategy in the period of 2019 - 2021. In 2019, the application of the new management method OKRs contributed to improve the labor productivity of the corporation as well as subsidiaries and helped FPT's business activities closely follow the strategic directions.

IV. THE BOD'S PLAN AND GUIDANCE FOR 2020

With strategic directions and achievements in 2019, the BOD announced plans to operate the business in 2020 as follows:



1. Main targets for 2020

Business Sector	Revenue			Profit before tax		
	2019	2020	Ratio	2019	2020	Ratio
Technology	15,783	18,800	19.1%	1,973	2,510	27.2%
Telecommunications	10,398	11,810	13.6%	1,808	2,022	11.8%
Education, Investment and Others	1,535	1,840	19.9%	883	978	10.8%
Total	27,717	32,450	17.1%	4,665	5,510	18.1%

2. Development orientations by business sector in the period of 2020-2022

2.1. 2.1. Technology sector

Orientation

2019 witnessed a boom in IT spending in the field of digital transformation with value of over 1,100 billion USD, increasing by nearly 18% compared to 2018. Spending on IT services in general and on DX in particular are forecasted to get good growth in the coming years.

The market size of IT Services (Source: Gartner, Q42019)

	2019	2020	2021	2022	2023
IT spending (USD billion)	3.737	3.865	4.007	4.146	4.286
Growth (%)	0,53%	3,4%	3,7%	3,5%	3,4%
Inside:					
IT Services (USD billion)	1.030	1.081	1.140	1.203	1.268
Growth (%)	3,6%	5,0%	5,5%	5,5%	5,4%

Based on the market potential and digital transformation strategy planned in the previous year, FPT continues to follow the orientation to become the world' leading digital transformation solutions and full-service provider, with an ambitious goal of position changing & reaching the Top 50 companies in the field in 2030.

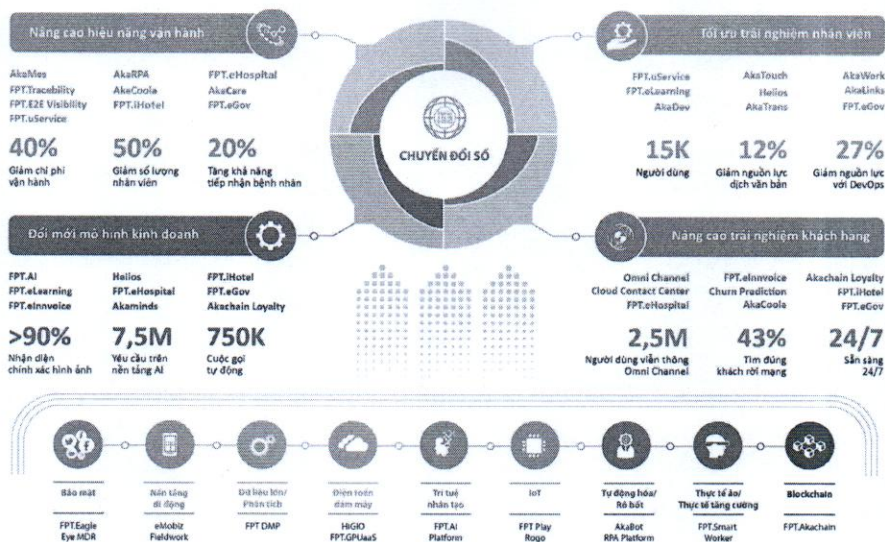
Long-term target

- Revenue of digital transformation grows by 40-50%/year in the period of 2020-2022.
- **1 billion USD** of Technology revenue in 2021.
- **150** customers are enterprises on the list of the 500 largest enterprises in the world (**Fortune Global 500**).
- **10.000 corporate** customers in Vietnam.

2019 is the first year to implement the digital transformation strategy, FPT has initially gained good results and is an important foundation for the corporation to improve in digital transformation strategy in the future. Those achievements are as follows:

Firstly, FPT has initially built an ecosystem of digital transformation platforms and solutions:

Ecosystem of digital transformation platforms and solutions

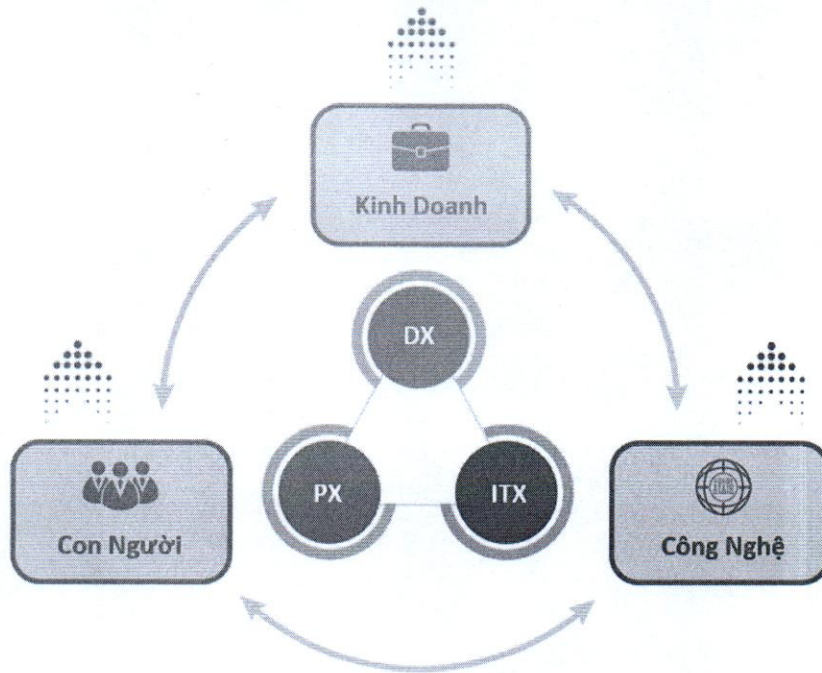


Secondly, the revenue from the customer group of Fortune Global 500 customers continues to increase. In 2019, total revenue from customers in the Fortune Global 500 increased by 40%, accounting for 44% of total revenue from overseas markets of the corporation.

Thirdly, technology resources continue to grow in both quantity and quality. At the same time, FPT owns a unique model combining the education complex and software park to create a sustainable foundation in ensuring resources for digital transformation and high growth in the long term.

Action Plan

- Enhancing the consulting capacity by continuing to complement and adjust the method of FPT Digital Kaizen DX which aims to ensure the digital strategy built in parallel with the business strategy of the enterprise and based on the transformation of three key components: business transformation (DX) - technology infrastructure transformation (ITX) - people transformation (PX).



- Boosting investment in expanding and upgrading the basic ecosystem and comprehensive digital transformation solution. It focuses on: (1) Developing platforms and technology solutions Made by FPT with the least code (Low code) so that businesses can apply and deploy immediately; (2) Promoting services on cloud computing platform; (3) Improving and enhancing the quality of solutions based on blockchain technology, artificial intelligence, big data analysis, RPA.
- Promoting high-quality human resources development according to international standards, with a focus on human resources with specialized technology and professional knowledge in a number of fields.
- Enhancing governance capacity in the direction of: (1) Continuing to promote the transformation of FPT into a digital enterprise; (2) Promoting implementation of OKR management methodology throughout the corporation; (3) Focusing on synergy from the strength of subsidiaries to create superior strength in human resources, technology, products and solutions.

2.2. Telecom Sector

Orientation & Long-term Targets

Maintaining sustainable subscriber growth and higher than the general growth of the market with an increase of about 15% / year on the direction of providing the best customer service experience.

Broadband Internet subscriber growth rate of Vietnam (Telecommunications Department - Ministry of Information and Communications, 2019) increased from 13.5 million subscribers to 14.8 million subscribers, with a growth rate of 13.8%.

Action Plan

Focusing on Improving customer experience through: (1) Satisfying customers at all stages when accessing and using the service; (2) Applying new technology to support customers in order to ensure service quality and serve customers' diverse needs; (3) Deploying new utilities



services on Internet and FPT Television platforms; (4) Expanding international transmission lines and bandwidth.

2.3. Education Segment

Orientation & Long-term Target

Becoming an international Mega education system, meeting social needs and based on the most advanced training technologies.

Action Plan

- Continuing to expand training scale to enhance opportunities of access new education methods for learners, contributing to improving the quality of human resources for society.
- Coordinating with Coursera to deploy MOOCs training model for students.
- Expanding high quality International Affiliate Programs.

3. The investment plan

To meet the high growth target in the coming years, FPT's investment activities in 2020 focus on the following main activities:

- Technology sector: investing in basic construction to meet long-term office demand at a reasonable cost; investing in R&D and IT system for business expansion.
- Telecommunication sector: investing in telecommunications infrastructure for business expansion; investing in North-South axis, sea cable line and data center.
- Education and other sectors: investing in new educational institutions.

Estimated Investment Costs in 2020

Unit: VND billion

Sector	Year 2020
Technology	1.675
Telecommunications	2.413
Education and Others	622
Total investment	4.710

ON BEHALF OF THE BOD

CHAIRMAN



Truong Gia Binh



No.02

Hanoi, March 11th, 2020

**THE PROPOSAL
TO THE 2020 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION**

Ref: Approval of the Report of the Supervisory Board for 2019, Budget for Supervisory Board's activities in 2020.

- In accordance with Law on Enterprises released in 2014;
- In accordance with Company Charter of FPT Corporation;

The Supervisory Board respectfully submits to the General Shareholders Meeting the proposal to approve the Report of the Supervisory Board for 2019 and Budget for Supervisory Board's activities in 2020 as follows:

5. The Report of Supervisory Board for 2019 (as attached)

6. Budget for the Supervisory Board's activities in 2020

No.	Item	Unit	Quantity	Price (VND)	Amount (VND)
1	Outsource to professional consultants	H	50	2,000,000	100,000,000
2	Remuneration for the Supervisory Board's members	H	1040	1,200,000	1,248,000,000
3	Travelling expenses	Times	5	15,000,000	75,000,000
Total:					1,423,000,000

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

Thanks & Best Regards.

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



Nguyen Viet Thang



Hanoi, March 04th 2020

REPORT OF THE SUPERVISORY BOARD IN 2019 AND PLAN FOR 2020

I. THE SUPERVISORY BOARD'S ACTIVITIES IN 2019

The Supervisory Board has the following tasks:

- Supervise implementation of the Corporate Charter and resolutions of the AGM;
- Supervise financial activities;
- Monitor activities of the Board of Directors (BOD) and the Board of Management (BOM) as regulated by law.

1. Information about the members of Supervisory Board

No.	Member	Position	Commencement date/Dismissal date	Number of meetings attended	Percentage of attended
1	Mr. Nguyen Viet Thang	Head	April 12 nd , 2012, reappointed as a member of the Supervisory Board for the term 2017 – 2022 by the 2017 AGM on March 31 st , 2017 and reelected as Head of the Supervisory Board on April 3 rd , 2017	4/4	100%
2	Mr. Nguyen Khai Hoan	Member	April 12 nd , 2012, reappointed as a member of the Supervisory Board by the 2017 AGM on March 31 st , 2017	4/4	100%
3	Mrs. Nguyen Thi Kim Anh	Member	March 31 st , 2017	4/4	100%

In 2019, the Supervisory Board held four meeting sessions. The details and main contents are below:

Session	Participation	Main content
Session one March 14 th , 2019	3/3 members attended	<ul style="list-style-type: none"> - Discuss and evaluate the Consolidated Financial Statements in the year 2018 of the Company; - Review and evaluate business performance in the year 2018 of the corporation & subsidiaries, document preparation for the General Meeting of Shareholders in the year 2018 by the BOM; - Exchange internally in Supervisory Board and evaluate inspection of compliance of the BOD members; the BOM and company management positions in 2018 to include the unified content into the annual report to the 2019 Annual General Meeting of Shareholders; - Discuss the content of operation report in the year 2018 and the operation plan in the year 2019 of Supervisory Board.



Session	Participation	Main content
Session two April 04 th , 2019	3/3 members attended	<ul style="list-style-type: none"> - Get consent in the operation plan in 2019 after approval of the Annual General Meeting of Shareholders in 2019 on 29th Mar 2019; - Assign and coordinate members of Supervisory Board to participate in control activities in the year 2019; - Propose the participation and review of the operation plan in the year 2019 of the Compliance Inspection Board; - Review the expected financial statements of the corporation for the first quarter of 2019.
Session three July 26 th 2019	3/3 members attended	<ul style="list-style-type: none"> - Discuss on 2nd quarter financial figures submitted by the BOM, which is serving for the content of the BOD Meeting on July 30th, 2019; - Exchange on the supervisory plan of the Compliance Inspection Board.
Session four November 08 th 2019	3/3 members attended	<ul style="list-style-type: none"> - Discuss on 3rd financial figures submitted by the BOM, which is serving for the content of the BOD Meeting on November 12th, 2019; review the business targets fulfillment of the 4th figures as well as the whole year 2019; - Plan to control overdue debts and prevent financial risks in 2019; it is expected to collect data and report in December 2019.

2. Monitoring the implementation of the resolutions of the 2019 AGM

- In 2019, FPT achieved good performance despite the volatile economy, the leadership board of the company has strived to run the business activities to meet all the targets plan of revenue and profit.
- In 2020, the corporation continues to apply OKR strategic management tools that have many good impacts on business results, improve discipline, self-discipline and take responsibility before the plans of the group and individuals. Discipline in 2020 was introduced as a sanction, helping the company improve the corporate governance.
- The Board of Management has achieved almost all of the main objectives in the Resolution of 2018 Annual General Meeting of Shareholders

3. Monitoring activities of the Supervisory Board conducted on the BOD, BOM and shareholders' activities

- Assigning members to attend all the BOD meetings in the year 2019.
- Supervising the implementation of the policy of 3.067.200 preferred shares issuance to 89 employees who made significant contribution in 2018 according to Resolution of AGM 2019.
- Supervising the issuance of 10% shares on May 20th, 2019 to implement cash dividend payment of 2018. No abnormalities observed, the issuance followed the regulations as well as the instructions.
- Paying remuneration to the BOD and the Supervisory Board in 2019: the Company has paid in advance full remuneration for all members of the BOD and Supervisory Board in accordance with the law as well as the approved amount in AGM 2019.



4. Cooperation among the Supervisory Board, the BOD, BOM & other managers:

- The Supervisory Board has always received full information on the plans and updates on the implementation of business plan in 4 quarters of 2019.
- Be active in closely and frequently cooperating with the BOD and the BOM. In addition, Supervisory Board also work with Compliance Inspection Board to evaluate the internal inspection/checking sessions in 2019.

5. Monitoring the compliance

In 2019, Supervisory Board did not record any unusual signs affecting or violating the State's regulations as well as the Company's regulations in the activities of the BOD, BOM and all managers affecting the interests of company's shareholders.

6. Other activities of the Supervisory Board

- The Supervisory Board monitored the issuance of shares to ensure the compliance with the State's Regulations and the rate approved by 2019 AGM.
- The Supervisory Board coordinated with the BOM to evaluate and select an independent auditor in 2019, submitting to the 2019 AGM for approval.
- The Supervisory Board coordinated with the Compliance Inspection Board to evaluate and review financial governance activities and construction activities of subsidiaries in 2019.

7. Summary of the remuneration and operating expenses of the Supervisory Board

Paying in advance remuneration and operating expenses of the Supervisory Board in 2019:

- In the total remuneration package approved by the AGM 2019, the corporation has paid 1,036,800,000 VND for the Supervisory Board's remuneration.
- In 2018, the Supervisory Board did not outsource any consulting services and did not have travelling expenses.

The details are as follow:

	Content	Budget (VNĐ)	Advance payment (VNĐ)
1	Outsourcing consulting services	100.000.000	0
2	Supervisory Board remuneration	1.036.800.000	1.036.000.000
3	Travelling expenses	75.000.000	0
	Total	1.211.800.000	1.036.000.000

The Supervisory Board submits the 2019's AGM to approve the 2018 remuneration paid in advance.

II. THE SUPERVISORY BOARD' S 2020 OPERATING PLAN

- Monitoring the compliance with the resolutions of the 2020 AGM; this is considered as the core duty of Supervisory Board to ensure optimal interest for shareholders;
- Reviewing the evaluation report of the Independent Auditor and monitoring the implementation of issues raised by the audit in the explanation as well as the letter of recommendation. (if any)
- Reviewing and supervising annual financial regulations, rules, operational regulations



and policies issued by the BOD and BOM; at the same time, ensuring legal compliance and assessing impacts on the interests of shareholders when implementing these regulations.

- Strengthening cooperation between the Supervisory Board and Compliance Inspection Board to assess and timely handle emerging issues; and supervising the process after checking/inspection.

Budget for Supervisory Board's activities in 2020

For 2020, the Supervisory Board submitted the 2020 AGM to approve the operating expenses budget as follows:

No.	Description	Unit	Quantity	Price (VND)	Amount (VND)
1	Hire professional consultants	H	50	2,000,000	100,000,000
2	Compensation for the Supervisory Board members	H	1040	1,200,000	1,248,000,000
3	Travelling expense	Times	5	15,000,000	75,000,000
	Total				1,423,000,000

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



Nguyen Viet Thang



Hanoi, March 11th, 2020

No. 03

**THE PROPOSAL
TO THE 2020 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION**

Ref: Approval of 2019 profit distribution and 2020 cash dividend payment plan.

- In accordance with Law on Enterprises released in 2014;
- In accordance with Company Charter of FPT Corporation,

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (AGM) the proposal to approve the plan for 2019 profit distribution and the policy for cash dividend payment in 2020. Details are as follows:

1. 2019 cash dividend payment plan

- Based on 2019 cash dividend policy and 2019 business performance, the BOD submits to the AGM the 2019 cash dividend payment plan of 20% (VND 2,000 per share), of which:
 - o Already paid 10% in 2019;
 - o The rest (10%) will be paid following the AGM's approval.
- Capital source: retained earnings of the Company.
- Expected schedule: 2nd quarter of 2020.
- Authorization for the BOD to implement the details of the cash dividend payment.

2. Stock dividend payment plan

- Based on the financial situation of the Company, the BOD submits to the AGM the stock dividend plan of 15% (who own 20 shares will receive 3 new stocks).
- Capital source: retained earnings of the Company.
- Odd lots plan: the number of shares to be received by each shareholder will be rounded down. The odd lots (less than 10 shares), if any, will be aborted.
- New shares' listing: the newly issued shares (as stock dividend) will be listed immediately after listing approval is obtained.
- Expected schedule: 2nd quarter of 2020 (at the same time with the rest of 2019 cash dividend payment).
- Authorization for the BOD to implement the details of the stock dividend payment.



3. 2020 cash dividend payment plan

- Based on 2020 business plan, the BOD submits to the AGM the 2020 cash dividend payment plan of 20% (VND 2,000 per share – on new outstanding shares after the stock dividend).
- 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 2020 cash dividend will be approved by the 2021 AGM.

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

Thanks & Best Regards.

ON THE BEHALF OF THE BOD

CHAIRMAN



Truong Gia Binh



Hanoi, March 11th, 2020

No. 04

**THE PROPOSAL
TO THE 2020 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION**

Ref: Approval of Employee Stock Ownership Plan for the period of 2020-2022.

- In accordance with Law on Securities released in 2006, amended and supplemented by Law No. 62/2010/QH12 and relevant instruction;
- In accordance with Law on Enterprises released in 2014;
- In accordance with Company Charter of FPT Corporation,


The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders to approve the Employee Stock Ownership Plan for the period of 2020-2022 (ESOP) with the following details:


1. **Purposes:** To align the interests of key staffs who have outstanding performance with shareholders' benefits through this ESOP, to ensure sustainable development of the Company and maximize shareholders value.
2. **Name of share:** FPT Corporation share.
3. **Number of shares to be issued:** The number of shares to be issued under ESOP does not exceed 0.5% of the total shares outstanding of the company at the issue date.
4. **Issuance schedule:** 3 times in 2021, 2022, and 2023. Issuance will be implemented after the issuance of the Audited Financial Statements of the preceding year.
5. **Beneficiaries:** Key staffs with outstanding performance and people under the talent attraction program.
6. **Type of share to be issued:** Common share with lock-up period. Lock-up period is 03-year period.
7. **Selling price:** Par value.
8. **Listing:** The issued shares under this program are listed after issuance.
9. **Authorization for the BOD to make detailed decisions and to execute ESOP.**

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

Thanks & Best Regards.

**ON BEHALF OF THE BOD
CHAIRMAN**




Truong Gia Binh



Hanoi, March 11th, 2020

No. 05

**THE PROPOSAL
TO THE 2020 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION**

Ref: Approval of share issuance plan for top executives for the period of 2020-2025.

- In accordance with Law on Securities released in 2006, amended and supplemented by Law No. 62/2010/QH12 and relevant instruction;
- In accordance with Law on Enterprises released in 2014;
- In accordance with Company Charter of FPT Corporation,

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders the proposal to approve the share issuance plan for top executives for the period of 2020-2025 with the following details:

1. Purposes and beneficiaries:

- Purposes: To ensure the development of and maximize shareholder value through the share issuance plan for the next generation of leadership of the Company.
- Beneficiaries: Young senior managers with outstanding competency and long-term commitment to contributing to the development of FPT Corporation (The next generation of leadership of the Company).

2. Number of shares issued and conditions:

- The number of shares issued: no more than 0.25% of the total shares outstanding of the company at the issue date.
- The actual number of share issued will depend on the growth of net income attributable to shareholders of the Company and the rate of total shareholder returns, as follows:

Number of shares issued based on the growth of net income attributable to shareholders of the Company (P growth)		Number of shares issued based on the rate of total shareholder returns (TSR*)	
P growth $\geq 10\%$ p.a.	$0.2\% * 70\% * \frac{\text{actual P growth}}{\text{target P growth}}$ Number of issuance no more than 0.175%	TSR > 0	$0.2\% * 30\% * \frac{\text{actual TSR}}{\text{target TSR}}$ Number of issuance no more than 0.075%
P growth < 10% p.a.	0	TSR < 0	0



In which:

- The target for the growth of net income attributable to shareholders of the Company and the rate of total shareholder returns for the period of 2020-2025:

- Target P Growth: 20% per annum
- Target TSR: 10% per annum

(*): $TSR = \frac{\text{end-of-year stock price} - \text{beginning-of-year stock price} + \text{cash dividend}}{\text{Beginning-of-year stock price}}$. The stock price will be adjusted in case of a stock split.

- 3. Type of shares issued:** Common shares with lock-up period.
 - a. Lock-up period: 10 years from the issuance date.
 - b. During the lock-up period, in case of the beneficiaries leaving the Company, shares must be sold to the company at purchasing price.
- 4. Selling price:** Par value.
- 5. Issuance schedules:** 5 times in years from 2021 to 2026. Issuance will be implemented every year after the issuance of the Audited Financial Statements of the preceding year.
- 6. Listing:** The issued shares under this program are listed after issuance.
- 7. Authorization for the BOD to make detailed decisions and to execute this plan.**

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

Thanks & Best Regards.

**ON BEHALF OF THE BOD
CHAIRMAN**



Truong Gia Binh



Hanoi, March 11th, 2020

No. 06

**THE PROPOSAL
TO THE 2020 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION**

Ref: Approval of 2020 remuneration budget for the Board of Directors.

- In accordance with Law on Enterprises released in 2014;
- In accordance with the Company Charter of FPT Corporation;
- In accordance with the 2019 actual situation of remuneration payment for members of the Board of Directors and 2020 Business plan,

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders the proposal to approve 2020 remuneration budget for the BOD as follows:

- Salary and compensation for members of the BOD: **16.51 billion VND**;
- Bonus for members of the BOD: not exceeding **0.49%** the Company's profit before tax.

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

Thanks & Best Regards.

**ON BEHALF OF THE BOD
CHAIRMAN**



Truong Gia Binh



Hanoi, March 11th, 2020

No. 07

**THE PROPOSAL
TO THE 2020 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION**

Ref: Approval of the list of prospective audit companies to audit 2020 financial statements.

- In accordance with Law on Enterprises released in 2014;
- In accordance with Company Charter of FPT Corporation;
- In accordance with the need to choose the audit firm of the Company,

The Supervisory Board respectfully submits to the General Meeting of Shareholders to the proposal to approve the list of prospective independent audit firms to audit 2020 financial statements as follows:

- Select one (1) from four (4) following audit firms (Big 4) to audit the 2020 financial statements:
 1. KPMG Vietnam Limited (KPMG)
 2. Deloitte Vietnam Co. Ltd (Deloitte)
 3. Price Waterhouse Cooper Vietnam Limited (PwC)
 4. Ernst & Young Vietnam Limited (E&Y)
- Authorize the Board of Directors to select an audit firm.

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

Thanks & Best Regards.

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



Nguyễn Việt Thang
Nguyễn Việt Thang



FPT CORPORATION

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom - Happiness

Hanoi, April 08th, 2020

Draft

RESOLUTION
THE 2020 ANNUAL GENERAL SHAREHOLDERS MEETING
FPT CORPORATION

In accordance with:

- Law on Enterprises No. 68/2014/QH13 dated November 24th, 2014;
- Law on Securities released in 2006, amended and supplemented by Law No. 62/2010/QH12 and relevant instruction documents;
- Company Charter of FPT Corporation;
- Proposals of the Board of Directors and the Supervisory Board at the 2020 Annual General Meeting of Shareholders;
- Meeting Minutes of FPT Corporation's 2020 Annual General Meeting of Shareholders dated April 08th, 2020;
- Voting Report of FPT Corporation's 2020 Annual General Meeting of Shareholders dated April 08th, 2020,

RESOLUTIONS:

Article 1: Approve these following reports:

1. The 2019 Audited Financial Statements (details as in the 2019 Annual Report);
2. The Report of the Board of Directors for 2019 (as attached);
3. Strategic direction for the period of 2020 – 2022 (as attached);
4. The business plan for 2020 as following:

Unit: VND in billion

Business sectors	Revenue			Profit before tax		
	2019	2020	YoY change	2019	2020	YoY change
Technology	15,783	18,800	19.1%	1,973	2,510	27.2%
Telecommunication	10,398	11,810	13.6%	1,808	2,022	11.8%
Education & Investment	1,535	1,840	19.9%	883	978	10.8%
Total	27,717	32,450	17.1%	4,665	5,510	18.1%

5. The Report of Supervisory Board's for 2019 (as attached).

Article 2: Approve the plan for 2019 profit distribution and 2020 cash dividend payment as follows:

1. 2019 cash dividend payment plan
 - Cash dividend payment plan of 20% for 2019 (VND 2,000 per share), of which:



- Already paid 10% in 2019;
- The rest (10%) will be paid following the AGM's approval.
- Capital source: retained earnings of the Company.
- Schedule: 2nd quarter of 2020.
- Authorization for the BOD to implement the details of the cash dividend payment.
- 2. Stock dividend payment plan**
 - Stock dividend plan of 15% (one who owns 20 shares will receive 3 new shares).
 - Capital source: retained earnings of the Company.
 - Odd lots plan: the number of shares to be received by each shareholder will be rounded down. The odd lots (less than 10 shares), if any, will be aborted.
 - New shares' listing: the newly issued shares (as stock dividend) will be listed immediately after listing approval is obtained.
 - Schedule: 2nd quarter of 2020 (at the same time with the rest of 2019 cash dividend payment).
 - Authorization for the BOD to implement the details of the stock dividend payment.
- 3. 2020 cash dividend payment plan**
 - Cash dividend payment plan of 20% for 2020 (VND 2,000 per share – on new outstanding shares after the stock dividend).
 - 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 2020 cash dividend will be approved by the 2021 AGM.

Article 3: Approve the Employee Stock Ownership Plan for the period of 2020-2022 (ESOP), details as follows:

- 1. Purposes:** To align the interests of key staffs who have outstanding performance with shareholders' benefits through this ESOP, to ensure sustainable development of the Company and maximize shareholders value.
- 2. Number of shares to be issued:** The number of total shares to be issued under ESOP does not exceed 0.5% of the total shares outstanding of the company at the issue date.
- 3. Issuance schedules:** 3 times in 2021, 2022 and 2023. Issuance will be implemented after the issuance of the Audited Financial Statements of the preceding year.
- 4. Beneficiaries:** Key staffs with outstanding performance and people under the talent attraction program.
- 5. Type of share to be issued:** common share with lock-up period. Lock-up period is 03-year period.
- 6. Selling price:** par value.
- 7. Authorization for the BOD to make detailed decisions and to execute ESOP plan.**

Điều 4: Approve the share issuance plan for top executives for the period of 2020 – 2025 as follows:

- 1. Purposes and beneficiaries:**



- Purposes: To ensure the development of and maximize shareholder value through the share issuance plan for the next generation of leadership of the Company.
- Beneficiaries: Young senior managers with outstanding competency and long-term commitment to contributing to the development of FPT Corporation (The next generation of leadership of the Company).

2. Number of shares issued and conditions:

- The number of shares issued: no more than 0.25% of the total shares outstanding of the company at the issue date.
- The actual number of share issued depends on the growth of net income attributable to shareholders of the Company and the rate of total shareholder returns, as follows:

Number of shares issued based on the growth of net income attributable to shareholders of the Company (P growth)		Number of shares issued based on the rate of total shareholder returns (TSR*)	
P growth $\geq 10\%$ p.a.	$0.2\% * 70\% * \frac{\text{actual P growth}}{\text{target P growth}}$ Number of issuance no more than 0.175%	TSR > 0	$0.2\% * 30\% * \frac{\text{actual TSR}}{\text{target TSR}}$ Number of issuance no more than 0.075%
P growth < 10% p.a.	0	TSR < 0	0

In which:

- The target for the growth of net income attributable to shareholders of the Company and the rate of total shareholder returns for the period of 2020-2025:
 - Target P Growth: 20% per annum
 - Target TSR: 10% per annum

(*): $TSR = \frac{\text{end-of-year stock price} - \text{beginning-of-year stock price} + \text{cash dividend}}{\text{Beginning-of-year stock price}}$. The stock price will be adjusted in case of a stock split.

3. Type of shares issued: Common shares with lock-up period.

- c. Lock-up period: 10 years from the issuance date.
- d. During the lock-up period, in case of the beneficiaries leaving Company, shares must be sold to the company at purchasing price.

4. Selling price: Par value.

5. Issuance schedules: 5 times in years from 2021 to 2026. Issuance will be implemented every year after the issuance of the Audited Financial Statements of the preceding year.



6. **Listing:** The issued shares under this program are listed after issuance.
7. **Authorization for the BOD to make detailed decisions and to execute this plan.**

Article 5: Approve 2020 remuneration budget for the Board of Directors and Budget for the Supervisory Board's activities in 2020 as follows:

1. **2020 Remuneration Budget of the Board of Directors**
 - Salary and compensation for members of the BOD: **16.51 billion VND;**
 - Bonus for members of the BOD: not exceeding **0.49%** of the Company's profit before tax.
2. **Budget for the Supervisory Board's activities in 2020: 1,423,000,000 VND.**

Article 6: Approve the proposal of selecting one (1) from four (4) audit firms to audit the Company's Financial Statements in 2020, including: KPMG Vietnam Limited (KPMG), Deloitte Vietnam Co. Ltd (Deloitte), Price Waterhouse Cooper Vietnam Limited (PwC), Ernst & Young Vietnam Limited (E&Y), and authorize the Board of Directors to select an audit firm from the list.

The Resolution was approved by the 2020 Annual General Shareholders Meeting of FPT Corporation. The Board of Directors bases on the Resolution to implement accordingly.

ON BEHALF OF SECRETARY

CHAIRMAN

LAI THI HUONG HUYEN

TRUONG GIA BINH



FPT CORPORATION
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2020

BALLOT
VOTER ID: FPT.000000

Full name: ...
 Number of shares in own possession: ... shares
 Number of shares authorized by other shareholders: ... shares
Total number of voting shares: ... shares

(Check the corresponding box for your choice in each content)

CONTENT	Approve	Disapprove	Abstain
Content 1: Approve 2019 Audited Financial Statement; The Board of Directors' report; The Corporation's 2020 - 2022 strategy; 2020 business plan; and the Supervisory Board's report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 2: Approve 2019 profit distribution plan and 2020 policy for cash dividend payment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 3: The plan of share issuance for employees for the period of 2020-2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 4: The plan of share issuance for top executive leaders for the period of 2020-2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 5: 2020 BOD's remuneration budget; 2020 Supervisory Board's operation cost and remuneration budget.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 6: Approve the Proposal of List of Auditors for 2020 Financial Statement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Guide:

Voter casts the vote by checking **ONLY ONE** of the options: **For, Against or Abstain** for each Proposal.

April 8th, 2020

VOTER

(Signature and full name)