

Số/No.: 74 /FPT-FCC

Hà Nội, ngày 08 tháng 03 năm 2019
Hanoi, March 8th, 2019

CÔNG BỐ THÔNG TIN
TRÊN CÔNG THÔNG TIN ĐIỆN TỬ CỦA
ỦY BAN CHỨNG KHOÁN NHÀ NƯỚC VÀ
SGDCK 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*
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Chức vụ/ *Position*: Trưởng Ban Truyền thông FPT/ *Head of FPT Corporate Communications Department*

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: Ngày 08/03/2019, Hội đồng Quản trị FPT thông qua Nghị quyết số 01.03-2019/NQ-HĐQT/FPT với các nội dung sau:

- **Điều 1:** Thông qua Chương trình Đại hội đồng Cổ đông (ĐHĐCĐ) thường niên 2019, trình ĐHĐCĐ phê duyệt.
- **Điều 2:** Thông qua Báo cáo của Hội đồng quản trị (HĐQT) năm 2018, định hướng và kế hoạch 2019, trình ĐHĐCĐ phê duyệt;
- **Điều 3:** Thông qua ngân sách và thù lao HĐQT năm 2019, trình ĐHĐCĐ phê duyệt;
- **Điều 4:** Thông qua Báo cáo tài chính kiểm toán năm 2019, trình ĐHĐCĐ phê duyệt;
- **Điều 5:** Thông qua phương án sử dụng lợi nhuận 2018 và chính sách chi trả cổ tức bằng tiền mặt năm 2019 như sau, trình ĐHĐCĐ phê duyệt;
- **Điều 6:** Thông qua đề xuất lựa chọn một (1) trong bốn (4) công ty kiểm toán dưới đây (Big 4) thực hiện kiểm toán báo cáo tài chính năm 2019 của Công ty, trình ĐHĐCĐ phê duyệt.

Thông tin chi tiết trong Nghị quyết HĐQT đính kèm



RESOLUTION OF FPT CORPORATION'S BOARD OF DIRECTORS

FPT CORPORATION'S BOARD OF DIRECTORS

Pursuant to:

- Law on Enterprises released in 2014;
- Company Charter of FPT Corporation;
- Minutes of the Board of Directors meeting No. 01.03-2019/BB-HĐQT/FPT dated March 8th, 2019

DECIDED THE FOLLOWING

Article 1: Approved Agenda of 2019 AGM, detail as attached, cordially submit to the AGM for approval.

Article 2: Approved BOD's Report in 2018, directions and business plan for 2019, details as attached, cordially submit to the AGM for approval.

Article 3: Approved 2019 BOD's remuneration budget, cordially submit to the AGM for approval. Details are as follows:

- Salary for executive members of the BOD: **VND 10.76 billion**;
- Bonus for executive members of the BOD: not exceeding **0.49%** profit before tax;
- Compensation for non-executive members of the BOD: **VND 5.75 billion**.

Article 4: Approved 2018 Audited Financial Statements with some key indicators as follow:

No.	Indicators	Y 2018 (VND in billions)
1	Revenue	23.214
2	Profit before tax	3.858
3	Profit after tax	3.234
4	Profit after tax attributable to parent company's shareholders	2.620
5	Bonus and welfare fund	229
	<i>5.1 Bonus and welfare fund of parent company</i>	0
	<i>5.2 Bonus and welfare fund at subsidiaries (up to 10%)</i>	229
6	Profit after tax attributed to parent company's shareholders	2.391

For more details, please visit: <https://fpt.com.vn/vi/nhadautu/cong-bo-thong-tin>, cordially submit to the AGM for approval.



Article 5: Approved 2018 Profit Distribution plan and policy for 2019 cash dividend payment, cordially submit to the AGM for approval. Details are as follows:

Plan for 2018 profit distribution

- Total cash dividend payment of 20% for FY2018VND (2,000 per share), in which:
 - o Already paid in 2018: 10%
 - o The rest (10%) will be paid following the AGM's approval.
 - o Schedule: 2nd quarter of 2019

Plan for stock dividend payment

- Ratio of stock dividend is 10% for FY2018 (10:1)
 - o Source: retained earnings
 - o 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.
 - o New shares' listing: the newly issued shares (as stock dividend) will be listed immediately after listing approval is obtained.
 - o Schedule: immediately after the AGM's approval (at the same time with the rest of FY2018 cash dividend payment)

2019 cash dividend policy

- o Propose cash dividend plan of 20% (VND 2,000 per share) – on new outstanding shares after the stock dividend
- o 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.
- o The actual FY2019 cash dividend will be approved by the 2020 AGM

Article 6: Approved selection one (1) among four (4) audit firms as below (Big 4) to audit the 2019 financial statements, cordially submit to the AGM for approval.

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

Article 7: Members of Board of Directors, Supervisory Board, and Board of Management of FPT Corporation, and related individuals have obligation to execute this Resolution.

This resolution takes effect immediately upon signing./

Archived by:
- As Article 07 ;
- Admin, BOD Office.

ON BEHALF OF THE BOD
CHAIRMAN 



Truong Gia Binh



TENTATIVE AGENDA
2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Time: 13:00 Friday, March 29th, 2019
Venue: Fansipan Ballroom, JW Marriott Hotel, 8 Do Duc Duc, Nam Tu Liem, Hanoi

No.	Time	Content (draft)	Person 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 – 14:30	Presentation of 2018 Board of Directors (BOD)' report, the direction and 2019 plan Budget and remuneration for BOD in 2019	BOD
6.	14:30 – 14:40	Presentation of Board of Management Report about business activities and audited financial statements in 2018	BOM
7.	14:40 – 14:45	Presentation of 2018 Supervisory Board's Report Budget and remuneration for Supervisory Board in 2019	Supervisory Board
8.	14:45 – 14:50	Presentation of 2018 Profit Distribution Plan Proposal of cash dividend payment 2019 Proposal of independent audit companies to audit financial report 2019	BOM
9.	14:50 – 15:05	2019-2021 Strategic Intentions	BOD
10.	15:05 – 15:20	Introduce FPT's CEO term 2019 – 2022 and FPT's Board of Management	BOD
11.	15:20 – 15:50	Discussions on Voting Issues	Chairman
12.	15:50 – 16:00	Voting	Voting Committee
13.	16:00 – 16:25	Discussions on other issues	Chairman
14.	16:25 – 16:40	Break	
15.	16:40 – 16:45	Announcement on Voting result	Voting Committee
16.	16:45 – 16:50	Approval on 2018 AGM Resolutions	BOD and Supervisory Board
17.	16:50 – 17:00	Approval on 2018 AGM Minutes	Secretary
18.	17:00	Meeting closing	Chairman



THE BOD'S REPORT 2018

I. ASSESSMENT OF THE BOD ON THE COMPANY'S PERFORMANCE

1. Assessment on business performance

The Board of Directors kept going strong, as revenue and profit before tax exceeded the target by 6% and 10.7%, respectively, growing by 17.4% and 30.6% respectively in comparative terms. (In 2017, business results of FPT Retail and Synnex FPT were consolidated using the equity method for associated companies). Specifically, FPT recorded a consolidated business revenue of VND 23,214 billion, equivalent to 106% of the target. Consolidated profit before tax reached VND 3,858 billion, equivalent to 110.7% of the target. In comparison with the actual figures from 2017, revenue decreased by 47.1% and profit before tax decreased by 9.3%. These impressive results come from the efforts of all units and most of them have high rates of achieving targets, except for the Digital Content segment due to increasing competition in the advertising field.

Globalization continues to be an important driving force in FPT's growth with foreign markets generating positive accounts for 39.2% of the Group's total revenue and 38.7% of the total profit before tax of the Group.

In 2018, the Group's "Digital Transformation" revenue continued to grow by 30.8%, accounting for 20% of software export revenue.

2. Results of the implementation of strategic directions

2.1. Becoming a global corporation

In 2018, globalization continues to be one of the three key factors in the strategic direction and an important driving force for the growth of the Group.

- Revenue from foreign markets reached VND 9,109 billion, growing 26.5% compared to 2017, accounting for 39.2% of FPT's total revenue. Profit before tax from foreign markets reached VND 1,492 billion, an increase of 23.6% compared to 2017, accounting for 38.7% of the total profit before tax of the Group;
- FPT opened new offices in the US and Japan, bringing the total number of FPT offices outside of Vietnam to 38;
- All key markets have significant changes in strategic intentions and core competencies; creating a premise to strongly grow in the future
- FPT successfully maintain partnerships with 100 big Fortune Global 500 customers.

2.2. Pioneering in digital transformation

The digital revolution is growing rapidly and on an unprecedented scale. A new world is here. A newly established order is to bring about tremendous opportunities for pioneering businesses. In

2018, FPT invested in researching and developing new technology-based services to capture these prospects and have achieved some remarkable results:

- ✓ Revenue from digital transformation services in foreign markets earned FPT VND 1,679 billion, an increase of 30.8%, accounting for 20% of total software export revenue.
- ✓ FPT signed multiple strategic cooperation agreements on digital transformation with domestic and foreign corporations such as: developing smart factories producing chicken eggs in Japan and Vietnam with ISE Foods; providing digital transformation and IT service to Carlsberg; providing digital transformation solutions to Shinhan bank; developing and deploying Schneider Electric's open IoT technology platform for energy management in buildings, data centres and manufacturing plants.
- ✓ FPT established a technology ecosystem with many solutions to utilise the core technology of the digital revolution such as the new version of the artificial intelligence platform FPT.AI; Voice Remote control device exclusively for FPT Play Box Internet TV equipment; Comprehensive digital conversion solution for businesses, akaRPA; Smart hospital general management system FPT.eHospital 2.0...

2.3. Heightening the position

With the desire to enhance the position of Vietnam's IT industry within the global technology value chain, FPT has been trying its best to grow rapidly in business scale, actively investing in researching new technologies to become a pioneer in the digital transformation of Vietnam and globally.

- For the 5th consecutive year, FPT is among the TOP 100 Global Trust Service Providers, assessed by IAOP;
- FPT signed the largest-scale contract in the Group's 30-year history with a value of 115 million USD.
- Becoming a technology services provider, especially digital transformation services comprehensively and effectively for customers from consulting, development to implementation and maintenance

2.4. Assessment on values FPT brought to stakeholders towards sustainability

Stakeholders	Values
Shareholders	<ul style="list-style-type: none"> - Total profit before tax: VND 3,858 billion, increased by 30.6%; - Earnings per share (EPS): VND 3,903/share; - Payment of dividends of 10% in cash, 15% in shares of 2017, and advance payment of 10% of 2018 dividend in cash for shareholders.
Customers	<ul style="list-style-type: none"> - Establishment of FPT technology ecosystem with many solutions and applications integrated with core technology of digital revolution such as artificial intelligence, big data analysis and universal

connection ... to help customers improve competitiveness, develop new business models and thus motivate growth;

- Customer experience enhanced for the application of new technologies;
- Continuously improved brand reputation: for the third consecutive year FPT is among the Top 10 in the list of 40 most valuable companies in Vietnam as evaluated by Forbes Vietnam.

Employees	<ul style="list-style-type: none"> - Total expenditure for training activities of the Company was 79.6 billion VND, an average number of training hours of 74.3 hours / staff; - FPT being one of 28 companies in the Vietnamese market and top 130 companies in the Asia region to have the best working environment, voted by HR Asia Magazine, based on the survey on companies from 24 different sectors in Asia.
The Government	<ul style="list-style-type: none"> - A contribution to the State Budget of VND 3,477 billion; - Sponsorship and organisation of many events in Vietnam and abroad related to digital economic development, contribution to the development of the digital economy in Vietnam and the enhancement of the image of Vietnamese IT industry.
Society	<ul style="list-style-type: none"> - A sum of 33 billion VND for social responsibility activities. In particular, 83% spent on investment in education and the younger generation; - Training for 36,635 students at all levels from primary, secondary and high school to college, university and postgraduate education; - March 13 every year being chosen for community activities: In 2018, FPT cooperated with the National Volunteer Center to launch the "FPT for Community Day", attracting nearly 5,000 people to a walk around Hoan Kiem Lake to participate in fundraising for implementing social security programs.
Environment	<ul style="list-style-type: none"> - Regular environmental impact assessment reports and compliance with regulations regarding environmental protection. Prioritisation of the application of new technologies and environmentally friendly materials that make the most of natural energy sources in order to minimise the impact on the environment during the process of designing offices; - Propagation to raise awareness amongst employees about the environment: posters of 10 things to do to save electricity and support for Earth Hour ...

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 2018, the CEO and the Board of Management and its subsidiaries made great efforts in fulfilling the Group's business objectives. Foreign markets grew well with impressive numbers. Revenue and overall profit of the Group continued to grow steadily.

- The Board highly appreciates the CEO and the BOM for their achievements for the mission of pioneering the digital revolution in Vietnam and in the world. The strategic objectives were all accomplished with positive outcomes, the business results of the Group were also demonstrated impressive figures.
- In operation, BOM has complied with the provisions of Law, the Company's Charter, Resolutions of AGM, Resolutions of BOD Meeting and Decision of Chairman of the BOD.

III. BOARD OF DIRECTORS

1. Activities of committees under the BOD

There are three committees under the BOD. The details of activities are shown 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

- ✓ Deploying the program of planning and development of leaders and rotation of senior leaders at FPT
 - Carry out planning, evaluation, rotation and training of leading employees. Implementing the Radar Chart based on 13 criteria in FPT and member companies. In 2018, FPT promoted 02 FPT Executive Vice President and transferred 3 CEO of 3 member companies, that is: CEO of FPT Software transfers to be CEO of FPT Telecom, CEO of FPT Telecom transfers to be CEO of FPT Information System, CEO of FPT Information System transfers to CEO of FPT Software. At the same time, FPT also directed the rotation of leaders and managers at all levels: reaching 771 leaders / managers at all levels in CTTV who have been rotated and appointed.

- Develop training matrix and competencies, set up corresponding training courses for leaders, including on-the-class training and on-line training.
- Set up the master-disciple program for the leader: 106 masters with more than 350 sessions and more than 1000 disciples in 2018
- ✓ Controlling the restructure at FPT Information System Company Limited (FPT IS) and FPT Synnex Joint Stock Company (Synnex FPT).
- ✓ Promulgating the Group's policies
 - Form FPT salary scale system in accordance with new regulations of the Labor Law in 2018
 - Promulgate the Retirement Policy in FPT
 - Direct the control over the preparation and promulgation of personnel policies at the Group, control and consult the application of regimes, policies at CTTV in order not to contrary to the regulations of the Group and legal regulations
- ✓ Form the Personnel Strategy
 - Direct the development of the group's personnel strategy in the Balance Score Card (BSC) model in 2018 to each member unit with detailed operation plans and evaluation indicators for each stage of each unit.
 - Direct the formation of the FPT brand image in the tasks of attracting human resources by organizing some activities, events at key universities nationwide, attract more than 15,000 senior students creating FPT's future human resources.
 - Direct the development of programs to make FPT more innovative, innovative: Improve competitiveness; I-Creation; I-Do program ...widely spread to each FPT employee.
 - Direct the implementation of PS 9.2 personnel's information management program into operation. Direct the formation of professional software programs such as SSC Portal, e-Learning, Online Test.
- ✓ Direct the formation and implementation of the project to build up the key employee team
 - Direct the implementation of training for staff and officers, including MiniMBA training and leadership skills training for this team. There are 149 people completed the program in 2018.
 - Manage, monitor and take care for key employees through training programs and professional development / management for each group or separately, build up policies for the core team. There are 120 people completed the program in 2018.
- ✓ Direct the development and implementation of upgrading all FPT human resources in line with the standard of a global company:
 - Build up resources for globalization from domestic and foreign sources, build FPT brand in recruitment.
 - Direct the development and monitoring of the implementation of training plans and programs for staffs and officers on foreign languages, skills and expertise in accordance with the requirements of globalization.
 - Coordinate with FPT University to carry out extensive training for all employees in FPT; ensure that the study house of staff and officers to be at least 60 hours per year and teaching hours of leaders to be at least 25.5 hours per year in the whole system.

The completion rate of learning task of FPT employees in 2018 reached 99% (employees at level 2.4 or higher).

- Direct the Master-Disciple program in the whole of FPT, in order to bring the experience training to all levels of leadership and/or management. This program has been implemented for five consecutive years and achieved high efficiency, with more than 100 leaders registered as masters and more than 1000 managers at all levels registered as disciples every year.

1.2. The Development Policy Committee

- ✓ Evaluating the strategic implementation results until 2018 and building the business strategy 2019-2021 to submit to the Board of Directors for approval at the meeting in early 2019
- ✓ In 2018, FPT will focus its resources on technology development. The distribution and retail sectors with the participation of strategic investor creates strong momentum for growth and innovation.
- ✓ Implement and support successful acquisition of M&A deals in the US and Japan
- ✓ Promote the establishment of FPT digital transformation center to meet the leading digital transformation consulting capacity of Vietnam through practical digital transformation in FPT Corporation, member companies and FPT's partners.
- ✓ Supporting the Chairman of the Board of Directors and senior leaders to develop the international relations such as participating in APEC, the Vietnam Business Forum at Davos. Cooperating with leading corporations in the world in international markets such as Europe, Japan, USA; participating in World Economic Forum, Vietnam private economy, the conference related to digital economic development to promote digital economic shifting in Vietnam creating opportunities for FPT development.

1.3. The Chairman's Office

- ✓ Assisting 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.
- ✓ Coordinating to hold the AGM in April 2018.
- ✓ Providing information to members of the BOD and the Supervisory Board and the Corporation's shareholders upon request.

2. Remuneration and other benefits

Pursuant to the 2018 remuneration package approved by the AGM 2018, the actual remuneration for the BOD, the CEO and the Supervisory Board are as follows:

Unit: VND in billions

	Salary	Bonus (% profit before tax)	Compensation
	Approved by the AGM	Approved by the AGM	Approved by the AGM
	2018	2018	2018

The BOD Executive members	10,76	10,7	Not exceed 0.49% PBT	0.49% PBT		
The BOD Independent, Non-executive members					5,75	5,5

The detailed salary, bonus and compensation for all BOD members in 2018 are as follows:

Members	Position	Executive	Independent, Non-executive	Monthly compensation	Salary	Bonus	Compensation	Total
Mr. Truong Gia Binh	Chairman	x			32%	68%	0%	100%
Mr. Bui Quang Ngoc	Vice Chairman, CEO	x			34%	66%	0%	100%
Mr. Do Cao Bao	Member	x			46%	54%	0%	100%
Mr. Le Song Lai	Member		x	22.000.000	0%	0%	100%	100%
Mr. Jean-Charles Belliol	Member		x	50.000.000	0%	0%	100%	100%
Mr. Tomokazu Hamaguchi	Member		x	194.666.666	0%	0%	100%	100%
Mr. Dan E Khoo	Member		x	194.666.666	0%	0%	100%	100%

3. Information about the members of the Board of Directors

FPT's BOD consists of 7 people. The structure of the BOD ensures a balance between members with many experience in IT, corporate governance, and globalization as well as between executive members, non-executive members and independence members. List of the BOD as follow:

No.	Member	Member of the BOD			Percentage of voting rights /	Current title in the BOD of other companies
		Independent	Responsible, non-executive	Executive		

				share ownership	(as of December 31 st , 2018)
1	Mr. Truong Gia Binh	x		7,09%	- 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		x	3,42%	- 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			x	1,12%	- Member of the BOD of the FPT City Joint Stock Company, Da Nang. - Member of the Board of Members of FPT Information System Company Limited.
4	Mr. Le Song Lai			x	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	x			0%	
6	Mr. Tomokazu Hamaguchi	x			0%	- Member of the BOD of East Japan Railway Company. - Member of the BOD of Kuraray Company.
7	Mr. Dan E Khoo	x			0%	

4. Activities of the BOD

4.1. Number of BOD meetings

No	Board member	Position	Commencement date	Dismissal date	Number of meetings attended	Percentage of attended
1	Mr. Truong Gia Binh	Chairman	12/04/2012, reappointed by the AGM and BOD on 31/03/2017		8/8	100%
2	Mr. Bui Quang Ngoc	Vice Chairman			8/8	100%
3	Mr. Do Cao Bao	Member			8/8	100%
4	Mr. Le Song Lai	Member			8/8	100%
5	Mr. Jean-Charles Belliol	Member			8/8	100%
6	Mr. Hamaguchi Tomokazu	Member	03/04/2012, reappointed by the AGM on 31/03/2017		8/8	100%
7	Mr. Dan E Khoo	Member			8/8	100%

4.2. Contents and results of the meetings

In 2018, the BOD conducted 08 meetings, including 04 written working sessions and 04 face-to-face meetings. 07 out of the 08 meetings to issued 08 resolutions, the other 01 meeting did not issue any resolutions. The specific contents of each meeting is as follows:

Session	Participants	Main content
Session 01 02/01 – 10/01/2018	Opinions collected in writing Issued resolution no. 01.01-2018/NQ-HĐQT FPT	- Proposal for the dismissal of Mr. Duong Dung Trieu from the position of Executive General Director of Globalization - FPT Joint Stock Company.
Session 02 12/01 – 15/01/2018	Opinions collected in writing Issued resolution no. 02.01-2018/NQ-HĐQT FPT	- Proposal for the appointment of Mr. Nguyen Van Khoa to the position of Deputy General Director of FPT Joint Stock Company. - Proposal for the appointment of Mr. Hoang Viet Anh to the position of Deputy General Director of FPT Joint Stock Company.
Session 03	BOD: 7/7 members Observers:	- 2017 Business Report. - 2018 Business Report.

29/01/2018	<ul style="list-style-type: none"> - Supervisory Board: 2/3 - Board of Management: 3/3 <p>Issued resolution no. 03.01-2018/NQ-HĐQTFPT</p>	<ul style="list-style-type: none"> - FPT 2018-2020 Strategy Report. - Report on the share issuance program for officials who have contributed in 2017. - Report on the closing date for the list of Shareholders and participation in the General Meeting of Shareholders.
<p>Session 04</p> <p>09/03/2018</p>	<p>BOD: 7/7 members Observers:</p> <ul style="list-style-type: none"> - Supervisory Board: 2/3 - Board of Management: 3/3 <p>Issued resolution no. 01.03-2018/NQ-HĐQTFPT</p> <p>Issued resolution no. 02.03-2018/NQ-HĐQTFPT</p>	<ul style="list-style-type: none"> - Proposal for the Content and Program of Annual General Meeting of Shareholders 2018. - Report of the BOD for 2017, orientation and plan for 2018. - Report on budget proposal and remuneration for BOD in 2018. - 2017 audited financial statements. - Report on 2017 profit utilisation plan and cash dividend policy for 2018. - Proposal for the list of independent auditing companies to audit the Financial Statements of 2018. - Proposal for amendments to the Company Charter and Corporate Governance Regulations under the new Decree on Corporate Governance. - Report on transactions between FPT Joint Stock Company and businesses and related persons in accordance with the Law on Enterprises and the company's Charter; Authorisation for the Board of Directors of the company to decide to sign and perform contracts and transactions between the Company and businesses and related persons.
<p>Session 05</p> <p>02/05 – 03/05/2018</p>	<p>Opinions collected in writing</p> <p>Issued resolution no. 01.05-2018/NQ-HĐQTFPT</p>	<ul style="list-style-type: none"> - Report on the remaining 2017 cash dividend payment plan. - Report on the stock dividend payment plan from the retained earnings to existing shareholders.
<p>Session 06</p> <p>31/07/2018</p>	<p>BOD: 7/7 members Observers:</p> <ul style="list-style-type: none"> - Supervisory Board: 2/3 - Board of Management: 3/3 	<ul style="list-style-type: none"> - Proposal to increase charter capital of FPT Software and FPT Education Company Limited. - Proposal for advance payment of the first cash dividend of 2018.

Issued resolution no. 01.07-
2018/NQ-HĐQTFPT

Session 07 12/11/2018	BOD: 7/7 members Observers: – Supervisory Board: 2/3 – Board of Management: 3/3 No resolution issued.	- Discussion on business results for the first 9 months and expectations for the results of the implementation of the 2018 business plan.
Session 08 20/12 – 24/12/2018	Opinions collected in writing Issued resolution no. 02.12- 2018/NQ-HĐQTFPT	- Proposal for dissolution of FPT Entertainment Media Company Limited.

4.3. Resolution issued by the BOD in 2018

No.	Resolution No.	Date	Content
1	01.01-2018/ HDQTFPT	NQ- 12/01/2018	Approval for the dismissal of Mr. Duong Dung Trieu from the position of Executive General Director of Globalization - FPT Joint Stock Company.
2	02.01-2018/ HDQTFPT	NQ- 15/01/2018	- Approval for the appointment of Mr. Nguyen Van Khoa to the position of Deputy General Director of FPT Joint Stock Company. Approval for the appointment of Mr. Hoang Viet Anh to the position of Deputy General Director of FPT Joint Stock Company
3	03.01-2018/ HDQTFPT	NQ- 29/01/2018	- Ratification of the 2017 Business Report. - Ratification of the 2018 Business Report. - Ratification of the FPT 2018-2020 Strategy Report. - Implementation of the resolution of the 2017 Annual General Meeting of Shareholders on March 31, 2017; approval of the Regulation on stock issuance program for employees with contributions in 2017.. - Ratification of the closing date for the list of Shareholders and participation in the General Meeting of Shareholders.
4	01.03-2018/ HDQTFPT	NQ- 09/03/2018	- Approval for the Program of Annual General Meeting of Shareholders 2018. - Approval for the Report of the BOD for 2017, orientation and plan for 2018. - Approval for the Report on budget proposal and remuneration of 2018, submission to the General Meeting of Shareholders for approval. - Ratification of 2017 audited financial statements. - Approval for the Report on 2017 profit utilization plan and cash dividend policy for 2018. - Approval for the Proposal for choosing one (01) of the four (04) Big 4 Accounting Firms to audit the Company's 2018 Financial Statements, namely: KPMG, Deloitte, PwC,

No.	Resolution No.	Date	Content
			and Ernst & Young; submission to the General Meeting of Shareholders for approval. Approval for Proposal for amendments to the Company Charter and Corporate Governance Regulations.
5	02.03-2018/ HDQTFPT	NQ- 09/03/2018	Approval for the undertakings of transactions between FPT Joint Stock Company and businesses and related persons in accordance with the 2014 Law on Enterprises and the company's Charter.
6	01.05-2018/ HDQTFPT	NQ- 03/05/2018	- Approval for the remaining 2017 cash dividend payment plan. - Approval for the stock dividend payment plan from the retained earnings to existing shareholders.
7	01.07-2018/ HDQTFPT	NQ- 31/07/2018	- Approval for the proposal to increase charter capital of FPT Software and FPT Education Company Limited. Approval for Proposal for advance payment of the first cash dividend of 2018
8	02.03-2018/ HDQTFPT	NQ- 24/12/2018	Approval for the dissolution of FPT Entertainment Media Company Limited.

5. Activities of non-executive and 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.

Notable activities of the BOD's independent members in 2018 are as follows:

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 and weekly briefings, he actively contributed ideas and recommendations for financial and investment activities as well as a number of business targets for 2018 and the period of 2018-2020 for the Corporation and some

subsidiarie. In 2018, he also actively contributed ideas to the Group's M&A activities, including the acquisition of Intellinet in July.

Mr. Tomokazu Hamaguchi: with vast experience in globalization in general and the Japanese market in particular, he made a number of suggestions to promote activities and enhance the competitiveness in some important areas of the Group, such as Software Export and Telecommunication Services whilst at the same time contributing important comments that helped boost FPT's operation in the Japanese market. In 2018, in the Japanese market, building technological capacity in specialised fields and focusing on enterprises in Japan's top 1,000 large enterprises, brought in contracts worth of millions of USD and really enhanced the position of the Company in the eyes of customers.

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. His important practical experience helped him give strategic advice for FPT to invest and develop products, services and solutions to meet technology transformation trends, especially in relation to digital transformation. In the role of strategic consultant for the Corporation in developing countries, he also connected FPT with some partners and customers to supply IT services in Malaysia.

6. Overall evaluation of the BOD's performance

In 2018, 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, focused on globalization, and defined foreign markets as the key growth target in the future.

The development of strategy continues to be consolidated. BOD cooperated with BOM to ensure all strategy-building models implemented at the corporate level to define strategic goals, strategic actions and action plans for immediate implementation. 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 region's information technology sector. They also have substantial experience and an extensive network of contacts that has allowed them to make large contributions to FPT's global strategy in terms of pioneering in digital revolution in Vietnam and in the world.

7. Assessment of independent members of BOD on BOD's performance

Mr. Dan E Khoo: Throughout the course of FY2018, the FPT's BOD performed its duties with utmost care and diligence. Led by a Chairman with a strategic and insightful mind, the board made key decisions to enhance the growth of the global FPT business whilst remaining sensitive to changing conditions of the business, geo-political and economic environment.

Decisive action was taken by the Corporation to focus on growing the most vital segments of the business and customer segments as well as refresh the solution offerings to enhance the value proposition and competitive advantage. The Corporation's leadership showed courage in implementing innovative approaches to both management and strategic planning, to reap the rewards of a global move towards digital transformation. At the same time, action was taken to explore new opportunities in startup entrepreneurship while keeping the main focus on the core business lines.

It is heartening to note that the Corporation also stressed the importance of investing in talent with suitable training, certification, rewards and facilities that provide a conducive environment for talent to be productive and flourish.

Mr. Jean-Charles Belliol: During 2018, FPT's BOD has implemented all targets according to the Resolution of AGM in order to foster the development of FPT Group to the benefit of all stakeholders, who are not only shareholders but also customers, Group personnel and the society. Debate during BOD meetings between and among executive directors and independent directors were active, transparent and fruitful and covered full spectrum of subjects and topics: business, technical and economic trends and environment, strategy, implementation, finance, personnel and organization as well as M&A transaction. 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 2018 and the period of 2019-2021 of the Corporation and some subsidiaries.

Mr. Tomokazu Hamaguchi: During 2018, FPT's BOD eagerly discussed various matters for FPT growth such as: evaluating the quarterly results, discussing improvement measures for business with poor performance, analyzing the trend of technology and business direction of the world discussing the strategy for future growth, discussing various matters of the company with human resource development, M&A, others...

IV. The BOD's plan and guidance for 2019

The prospect of macroeconomic and abroad, the trend development of information technology in the Industrial Revolution 4.0 and the strategic direction of the Company, the Board announced plans to operate the business in 2019 as follows:

1. Main targets for 2019

Business sectors	Revenue			Profit before tax		
	2018	2019	YoY change	2018	2019	YoY change
Technology	13.402	15.450	15,3%	1.519	1.933	27,2%
Telecom	8.831	9.980	13,0%	1.458	4.660	13,9%
Education & Investment	1.375	1.670	21,4%	488	425	-13,0%
<i>Profits from affiliated companies in retail and distribution sectors</i>	0	0		387	442	14,1%
<i>Consolidated Revenue Adjustment</i>	-394	-440				
Total	23.214	26.660	15%	3.858	4.460	16%

2. Prospect and directions by business sectors

2.1. Technology sector

Assessing the potential challenges of the world's economy, as well as opportunities in the global market, FPT determines to continue to promote the software export sector upon the following orientations in 2019: (1) focusing on selling services to big customers, cross-selling between markets and selling FPT's technology solutions; (2) key investments in digital transformation technology; (3) improving specialized capability in a number of key sectors and following the expansion of customers in aviation, automotive engineering, finance - banking, robotics ...; (4)

continuing to develop and maintain personnel and experts under new personnel policies; (5) looking for more mergers / acquisitions and opportunities in the American, Japanese and European markets .

The Software Solutions, IT Services and System Integration sectors are to focus on developing software and solutions for the mass market, especially corporate customers. In addition, FPT continues to improve and upgrade software and self-development solutions (Made by FPT), and increase sales from these products in 2019.

2.2. Telecom sector

In 2019, Telecommunication sector will continue to upgrade the optical infrastructure in the remaining areas and expand the coverage area to develop new subscribers, as well as to promote the development of pay television, diversify new content and services on a strong infrastructure, bring new experiences to customers. The division will also invest in new services such as Data Center and cloud services.

2.3. Education segment

Continuing to implement the strategy towards a multi-level, multi-disciplinary, multi-segmented, multi-modal and multi-positional education system. In 2019, the Education segment will focus on developing a Mega Education model in Da Nang and Can Tho. In addition, investment in the general education sector will be increased in order to expand primary and secondary education systems in major cities.

3. The investment plan for 2019

FPT's investment activities in 2019 will focus on the following main activities:

- Infrastructure investment in the field of Telecommunication services including: telecommunications infrastructure to expand business areas; 01 sea cable route; the underground backbone cable in the Central region;
- Investment in developing new technologies and offices for the Technology sector to meet the demands for long-term offices for reasonable costs;
- Investment in new educational facilities.

Specific investment needs in 2019 are as follows:

Unit: VND billion

Sector	2019
Technology	1.029
Telecommunication	3.004
Education and Investment	636
Total	4.669

In 2019, the BOD will continue to maintain the regular quarterly meeting regime and hold meetings in the form of collecting written opinions to implement resolutions of the General Meeting of Shareholders and direct the implementation of strategic directions, programs and objectives for 2019, specifically as follows:

- Promoting activities of Globalization and pioneering digital transformation, creating motivation for the Group to grow;
- Supervising the implementation of restructuring in member bodies towards high efficiency;
- Improving the capability of the leading personnel to regarding the development strategy of the Group and promoting the spirit of the founder;
- Improving corporate governance pursuant to international standards, while enhancing the role of risk management and control in financial management, accounting and auditing and enterprise risk management;
- Continuing to develop the foundations of the past years to sustainably grow business and to build strong human resources and to develop technology for the community as well as enhance environmental awareness for employees.

Hanoi, March 8th 2019

ON BEHALF OF THE BOD 





CHAIRMAN TRUONG GIA BINH