

CÔNG TY CỔ PHẦN FPT
FPT CORPORATION

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Số: 59/FPT-FMC

No.: 59/FPT-FMC

Hà Nội, ngày 02 tháng 4 năm 2024

Hanoi, April 2nd, 2024

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
IRREGULAR INFORMATION DISCLOSURE

Kính gửi: Ủy ban Chứng khoán Nhà nước
Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh
To: The State Securities Commission
Hochiminh Stock Exchange

- Tên tổ chức/Name of organization: Công ty Cổ phần FPT/ FPT Corporation
 - Mã chứng khoán/Mã thành viên/ Stock code/ Broker code: FPT/ FPT
 - Địa chỉ/Address: Số 10, phố Phạm Văn Bạch, Phường Dịch Vọng, Quận Cầu Giấy, Thành phố Hà Nội, Việt Nam/ 10 Pham Van Bach Street, Dich Vong Ward, Cau Giay District, Hanoi, Vietnam
 - Điện thoại liên hệ/Tel.: 024. 7300 7300 Fax: 024. 3768 7410
 - E-mail: ir@fpt.com website: <https://fpt.com>

2. Nội dung thông tin công bố: Công bố thông tin Nghị quyết HĐQT số 01.04-2024/NQ-HĐQTFPT ngày 02/4/2024 thông qua việc bổ sung nội dung trình Đại hội đồng Cổ đông (ĐHĐCĐ) phê duyệt tại Đại hội đồng Cổ đông thường niên năm 2024, liên quan đến việc giao và ủy quyền cho Hội đồng quản trị chịu trách nhiệm tổ chức thi hành, triển khai thực hiện Nghị quyết ĐHĐCĐ năm 2024 và tiếp tục triển khai các Nghị quyết khác trước đây của ĐHĐCĐ theo kiến nghị của cổ đông lớn.

Contents of disclosure: BOD's Resolution No. 01.04-2024/NQ-HDQTFPT dated April 2nd, 2024 to approve of the amendment of the content of the 2024 General Meeting of Shareholders, regarding the assignment and authorization for the Board of Directors to be responsible for organizing and implementing the upcoming AGM Resolution and other previous AGM Resolutions, according to major shareholder's petition.



3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 02/4/2024 tại đường dẫn <https://fpt.com/vi/nha-dau-tu/thong-tin-cong-bo> / *This information was published on the company's website on 02/4/2024, as in the link <https://fpt.com/en/ir/information-disclosures>*

Chúng tôi xin 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/ *We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

Tài liệu đính kèm/Attached documents: Nghị quyết HĐQT số 01.04-2024/NQ-HĐQT FPT, Tờ trình bổ sung đính kèm và Dự thảo Nghị quyết ĐHĐCĐ thường niên năm 2024 / *BOD's Resolution No. 01.04-2024/NQ-HĐQT FPT, additional proposal and drafted version of the 2024 AGM Resolution*

Đại diện tổ chức
Organization representative

Người được UQ CBTT
Person authorized to disclose information



Mai Thị Lan Anh



No.: 01.04-2024/NQ-HĐQT/FPT

Hanoi, April 2nd, 2024

**BOARD OF DIRECTORS RESOLUTION
FPT CORPORATION**

BOARD OF DIRECTORS OF FPT CORPORATION

Pursuant to the 2020 Law on Enterprise dated June 17th, 2020;

*Pursuant to Company Charter of FPT Corporation (“**the Company**”);*

Pursuant to the Petition to amend the content of the 2024 General Meeting of Shareholders of major shareholder Truong Gia Binh on March 31st, 2024;

Pursuant to Minutes of the Board of Directors’ meeting No 01.04-2024/BB-HĐQT/FPT dated April 1st, 2024.

DECIDED:

Article 1. Approve of the amendment of the content of the 2024 General Meeting of Shareholders, regarding the assignment and authorization for the Board of Directors to be responsible for organizing and implementing the upcoming AGM Resolution and other previous AGM Resolutions, specifically as follows:

- The execution of share dividend issuance plan; share issuance to increase charter capital from equity sources; ESOP share issuance plan that have been approved according to AGM resolutions, such as: (i) Decide on detailed plans and documentation, undertake necessary procedures with the relevant government bodies; (ii) Increase charter capital; amend the information regarding charter capital in Appendix 01 of the Company Charter; update business registration, register and list newly issued shares.
- The execution of Article 6 of the 2023 AGM Resolution, including: (i) Approval of the plan to ensure the issuance of shares comply with regulations on foreign ownership limit; (ii) Decide on detailed plans and documentation mentioned in Clause 3, Article 64 of Decree No. 155/2020/ND-CP; undertake necessary procedures with the relevant government bodies to implement the contents approved by the General Meeting of Shareholders;
- Implement other resolutions approved by the General Meeting of Shareholders: Decide on detailed plans and documentation, undertake necessary procedures with the relevant government bodies



Article 3. This resolution takes effect on signing date.

Article 4. Board of Directors, Board of Supervisors, Board of Management of FPT Corporation, and the relevant entities/individuals are obliged to execute this Resolution./.

To:

- As Article 3;
- BOD Office.

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



Truong Gia Binh





No. 06

Hanoi, April 2nd, 2024

PROPOSAL

**Ref assigning and authorizing the Board of Directors to implement the upcoming
AGM Resolution and the previous AGM Resolutions**

To: The 2024 Annual General Meeting of Shareholders of FPT Corporation

Pursuant to the 2020 Law on Enterprise

Pursuant to the Charter of FPT Corporation;

*Pursuant to the Petition to amend the content of the 2024 General Meeting of
Shareholders of major shareholder Truong Gia Binh on March 31, 2024;*

*Pursuant to the BoD's Resolution No. 01.04-2024/NQ-HDQTFPT dated April 2nd,
2024.*

The BOD kindly submits to the General Meeting of Shareholders for approval of the assignment and authorization for the Board of Directors to be responsible for organizing and implementing the upcoming AGM Resolution and other previous AGM Resolutions, specifically as follows:

- The execution of share dividend issuance plan; share issuance to increase charter capital from equity sources; ESOP share issuance plan that have been approved according to AGM resolutions, such as: (i) Decide on detailed plans and documentation, undertake necessary procedures with the relevant government bodies; (ii) Increase charter capital; amend the information regarding charter capital in Appendix 01 of the Company Charter; update business registration, register and list newly issued shares.
- The execution of Article 6 of the 2023 AGM Resolution, including: (i) Approval of the plan to ensure the issuance of shares comply with regulations on foreign ownership limit; (ii) Decide on detailed plans and documentation mentioned in Clause 3, Article 64 of Decree No. 155/2020/ND-CP; undertake necessary procedures with the relevant government bodies to implement the contents approved by the General Meeting of Shareholders;





- Implement other resolutions approved by the General Meeting of Shareholders:
Decide on detailed plans and documentation, undertake necessary procedures with the relevant government bodies.

Respectfully submitted to the General Meeting of Shareholders for review and approval./.

**ON BEHALF OF THE BOD
CHAIRMAN**



Truong Gia Binh





FPT CORPORATION

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness

DRAFT

Hanoi, April 10th 2023

RESOLUTION
THE 2024 ANNUAL GENERAL SHAREHOLDERS MEETING
FPT CORPORATION

Pursuant to the Law on Enterprise dated June 17th, 2020;
Pursuant to the Law on Securities dated November 26th, 2019;
Pursuant to the Charter of FPT Corporation (“the Company”);
Pursuant to the Proposals of the Board of Directors (“the BOD”) and the Supervisory Board at the 2024 Annual General Meeting of Shareholders (“AGM”);
Pursuant to the Meeting Minutes of the Company’s 2024 AGM dated April 10th, 2024;
Pursuant to the Voting Report of the Company’s AGM dated April 10th, 2024.

DECIDED:

Article 1: Approve the followings:

- 1. The BOD’s 2023 Report;**
- 2. Strategic Direction for the period of 2024 – 2026;**
- 3. Business plan for 2024:**

Unit: billion VND

Business Sector	Revenue			Profit Before Tax		
	2023	2024	Change	2023	2024	Change
Technology	31,449	38,150	21.3%	4,162	5,195	24.8%
Telecommunications	15,806	17,600	11.4%	3,042	3,508	15.3%
Education, Investment & Others	5,363	6,100	13.7%	1,999	2,172	8.7%
Total	52,618	61,850	17.5%	9,203	10,875	18.2%

4. Remuneration budget for the BOD in 2024:

- Salary for members of the BOD participating in management: **VND 10.76 billion;**
- Bonus for members of the BOD participating in management: not exceeding **0.49%** FPT Corporation’s profit before tax;
- Compensation for members of the BOD not participating in management: **VND 6.32 billion.**

Article 2: Approve Audited Financial Statements for the year 2023. For more details, please visit: <https://fpt.com/vi/nha-dau-tu/thong-tin-cong-bo>



Article 3: Approve the Supervisory Board's Report in 2023 and the Budget for the Supervisory Board's activities in 2024 is VND 1,631,000,000.

Article 4: Approve cash dividend plan of 2023; Plan to issue shares to increase charter capital from owner's equity; and 2024 cash dividend plan. Details are as follows:

4.1. Cash dividend plan of 2023

- 2023 cash dividend payment: 20% (2,000 VND/Share), in which:
- Already paid in 2023: 10%
- The rest (10%) will be paid after the AGM's approval.
- Expected payment time: Quarter 2/2024.

4.2. Plan to issue shares to increase charter capital from owner's equity

Name of the share:	Share of FPT Joint Stock Company
Type of the share:	Common share
Par value:	10.000 VND/share
Share issuance ratio	20:3 (15%) (On the date of closing the list of shareholders to exercise their rights, shareholders owning 20 shares will receive 03 new shares).
Number of shares expected to be issued:	Maximum 190,495,331 shares
Total expected issuance value by par value:	Maximum 1,904,953,310,000 VND
Beneficiaries:	All shareholders owning common shares of the Corporation at the date of closing the list of shareholders to exercise their rights.
Plan to handle arising odd shares:	The number of new shares issued to implement the above plan that each shareholder will receive will be rounded to the nearest unit according to the principle of rounding down. The resulting decimal fraction (if any) will be canceled.
Equity source:	From retained earnings belonging to owner's equity on the most recent audited financial statement of the parent company.
Expected time to issue shares	After being approved by the general meeting of shareholders, no later than the third quarter of 2024 after



	receiving the document from the State Securities Commission on receipt of the issuance report documents from the issuing organization.
Increase the charter capital	Increase the Corporation's charter capital to correspond to the total par value of the actual number of common shares issued; undertake necessary procedures to update business registration after the issuance
Register and list additional shares	The additional shares issued to increase charter capital from equity sources will be registered and listed immediately after implementation.

4.3. FY2024 cash dividend plan

- Cash dividend plan of 20% (VND 2,000 per share – based on the number of new shares after implementing the plan to issue shares to increase share capital from owner's equity).
- The BOD, based on actual business results, decides the level of advanced dividends at appropriate times of the year as well as other related issues, ensuring no impact on the Company's business activities.
- The actual FY2024 cash dividend will be approved by the 2025 AGM.

Article 5: Approve the selection of one (1) among four (4) audit firms as below (Big 4) to audit the 2024 financial statements, including: KPMG Company Limited (KPMG), Deloitte Vietnam Company Limited (Deloitte), PwC Vietnam Company Limited (PwC), Ernst & Young Vietnam Company Limited (EY Vietnam) and authorize the BOD to select the audit firm.

Article 6: Approve the assignment and authorization for the Board of Directors to be responsible for organizing and implementing the upcoming AGM Resolution and other previous AGM Resolutions, specifically as follows:

- The execution of share dividend issuance plan; share issuance to increase charter capital from equity sources; ESOP share issuance plan that have been approved according to AGM resolutions, such as: (i) Decide on detailed plans and documentation, undertake necessary procedures with the relevant government bodies; (ii) Increase charter capital; amend the information regarding charter capital in Appendix 01 of the Company Charter; update business registration, register and list newly issued shares.
- The execution of Article 6 of the 2023 AGM Resolution, including: (i) Approval of the plan to ensure the issuance of shares comply with regulations on foreign ownership limit; (ii) Decide on detailed plans and documentation mentioned in Clause



3, Article 64 of Decree No. 155/2020/ND-CP; undertake necessary procedures with the relevant government bodies to implement the contents approved by the General Meeting of Shareholders;

- Implement other resolutions approved by the General Meeting of Shareholders: Decide on detailed plans and documentation, undertake necessary procedures with the relevant government bodies

The Resolution was approved by the 2024 AGM of FPT Corporation. Based on the Resolution, BOD will implement accordingly.

ON BEHALF OF SECRETARY

CHAIRMAN

Pham Ngoc Anh

Truong Gia Binh

