



DOCUMENTS

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2017

March 2017



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TENTATIVE AGENDA
2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Time: 13:00 Friday, March 31st, 2017

Venue: Grand Ballroom, Ground floor, Hanoi Daewoo Hotel, 360 Kim Ma, Ba Dinh, Hanoi

No.	Time	Content	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 the AGM	The Supervisory Board
4.	14:10 – 14:20	Introduction the AGM Chairman, Nomination of the Secretary, election of the Voting Committee and approval of the meeting agenda	The AGM Chairman
5.	14:20 – 14:35	Presentation of the Board of Directors (BOD)'s 2016 report, plan and guideline for 2017 Remuneration package for the BOD in 2017	The BOD
6.	14:35 – 14:45	Presentation of The Board of Management (BOM)'s report about business activities and audited financial statements in 2016	The BOM
7.	14:45 – 14:50	Presentation of the Supervisory Board's 2016 report Budget and remuneration for the Supervisory Board in 2017	The Supervisory Board
8.	14:50 – 14:55	Presentation of 2016 profit distribution plan Proposal of cash dividend payment in 2017 Proposal of independent audit companies to audit financial statements in 2017	The BOM
9.	14:55 – 15:00	Proposal of shares issuance for employees in the period 2017 - 2019	The BOD
10.	15:00 – 15:15	Presentation of FPT's 2017-2019 Strategy	The BOD
11.	15:15 – 15:25	Election of members of the BOD and the Supervisory Board in term of 2017 - 2022	The BOD
12.	15:25 – 15:55	Discussions on Voting Issues and Election	The AGM Chairman
13.	15:55 – 16:05	Voting and Election	The Voting Committee
14.	16:05 – 16:25	Discussions on other issues	The AGM Chairman
15.	16:25 - 16:40	<i>Break</i>	
16.	16:40 – 16:45	Announcement on Voting result and Election	The Voting Committee
17.	16:45 – 16:50	Introduction of the BOD and the Supervisory Board in term of 2017 - 2022	The BOD and the Supervisory Board
18.	16:50 – 16:55	Approval on 2017 AGM Resolutions	The BOD
19.	16:55 – 17:00	Approval on 2017 AGM Minutes	The Secretary



20. 17:00

Meeting closing

The BOD
Chairman



Hanoi, March 15, 2017

VOTING AND ELECTING ISSUES

I. Contents to be voted

- Content 1: Approve 2016 Audited Financial Statement; The Board of Directors' report, the Corporation's 2017-2019 strategy; 2017 business plan; and the Supervisory Board's report.
- Content 2: Approve the plan for 2016 profit distribution and share dividend payment
- Content 3: Approve policy for cash dividend payment in 2017.
- Content 4: Approve the Proposal of List of Auditors for 2017 Financial Statement.
- Content 5: Approve the shares issuance for employees in the period 2017 – 2019.
- Content 6: Approve the 2017 remuneration package for the Board of Directors; the 2017 action plan and remuneration package for the Supervisory Board.

II. Election of members of the Board of Directors and the Supervisory Board in term of 2017-2022



THE REPORT OF THE BOARD OF DIRECTORS

I. REVIEW OF THE BOD ON COMPANY'S PERFORMANCE

1. Assessment on business performance

Ending the financial year 2016 (FY2016), FPT recorded consolidated revenue of VND 40,545 billion, up 1.4% versus FY2015. Profit before tax (PBT) was up 5.7% year on year (YoY) to VND 3,014 billion. However, these results of revenue and profit before tax (PBT) were just equivalent to 89% and 96% of the YTD target, respectively. Most of business sectors saw high rate of YTD target achievement, except the distribution business recording a drop in revenue and profit due to Microsoft's closure of Lumia phone business which made consumption difficult and the Corporation had to sell at a loss to release inventory. Excluding the revenue and PBT of the distribution segment, the total remaining segments achieved 103% of the YTD revenue target and 106% of the YTD PBT target.

Overseas markets continued to be a key growth driver going forward with revenue increased by 26% YoY to VND 6,121 billion, and PBT up 40% YoY to VND 935 billion.

2. The results of implementing the strategic directions

2.1 Aspiring to be a global corporation:

In 2016, the globalization direction of FPT continued to bring fruitful results, contributing significantly to the overall performance.

- Revenue from overseas markets grew 26% versus 2015, accounting for 15% of the total revenue, as compared to 12% contribution in 2015. PBT increased by 40% versus 2015, accounting for 31% of total PBT;
- Opening 03 new offices in Japan, Korea and China. Bringing the total number of representation offices to 21;
- Affirming its position in some overseas markets. Japanese market exceeded USD 100 million in revenue, approaching Top 50 IT service providers in Japan in terms of scale. Bangladesh market achieved a total contract value of nearly USD 60 million;
- The number of foreign employees reached 1,210 people, up 6.6% versus 2015. Total average number of employees participated in providing IT services abroad was 9,359, up 11% against 2015.

2.2 Pioneering in the digital world

With the development of technology, the 4th industrial revolution will bring outstanding development opportunities to not only FPT in particular but to all enterprises, institutions and Vietnam in general. FPT has been working with technology corporations who are leading the digital revolution and engaging more deeply into the global technology value chain, especially in S.M.A.C and Internet of Things (IoT).

- Revenue from providing new technology (S.M.A.C, IoT) related solutions to customers saw an impressive increase of 144% to VND 2,197 billion in 2016.
- Accompanying enterprises owning IoT and IIoT technology platform to help leading global firms change their ways of doing business, and their business models in the digital economy. FPT is a local partner in IoT of General Electric, a leading global industrial group, and has been granted a special Amazon Web Services (AWS) certificate for companies with 200 or more AWS certificates, representing growth and FPT's remarkable capability of AWS's Cloud technology;
- Together developing technology community through launching OpenFPT port (sharing and connecting technologies and research results of FPT (and its subsidiaries) to technology community), co-founding the Vietnam Innovative Startup Accelerator (VIISA) and organizing the "Digital race" programing contest.



- Accelerating digital transformation of FPT by implementing Facebook At Work across the Group as an effective work tool; FPT is the first and largest Vietnam enterprise which will implement Microsoft's cloud computing technology for the entire operations of the Group in order to optimize operational efficiency, improve competitiveness; deploy the recommendation system for VnExpress, FPT Play, FPT Shop, Sendo.vn to suggest contents/ products for users; digitally transform business processes at FPT Telecom, FPT Retail with applications such as Mobile POS, Mobile Sale, etc.;
- The number of employees who have obtained the technology certificates from large IT corporations reached 3,283 certificates;
- The first Vietnam enterprise achieved the "Digital Transformer of The Year" award as being voted by the multinational group International Data Corporation (IDC) for its efforts in providing telecom service and approaching international integration, particularly the ability to catch the market to commercialize telecom services.

2.3 Heightening the position

With the desire to improve Vietnam's position in the global technology value chain, FPT has been trying to build the image of the Corporation in the domestic and overseas markets.

- Three consecutive years in Top 100 global service providers assessed by IAOP
- Top 300 ASEAN enterprises assessed by Nikkei
- Signing 21 large contracts with revenue of more than USD 2 million.

At the same time, we continued to build the company into a learning organization in order to meet the rapid change of technology and increase the capacity of the management team. In 2016, the number of training hours per person was 41 hours compared to the average target of 20 hours.

3. Assessment on values FPT brought to stakeholders towards sustainability

Stakeholders	Values
Shareholders and investors	<ul style="list-style-type: none"> - PBT: VND 3,014 billion, up 5.7%; - EPS: VND 3,925/share; - Paid dividends of 20% in cash and 15% by stock; - Recognized as one of five companies with the best corporate governance in Vietnam by financial publication Asia Money. FPT continued winning two out of five important categories including Best for Shareholders' Rights and Equitable Treatment in Vietnam and Best for Investor Relations in Vietnam and ranked among Top 3 for Disclosure and Transparency.
Customers	<ul style="list-style-type: none"> - Provided products, services and solutions based on core technology platforms of the digital revolution as IoT, IoV, Analytic, Robotics in order to help customers catch up with trends and improve competitiveness; - Implemented effective programs to enhance customer experience and satisfaction such as the "We love FPT Shop", the "Managing the customer experience",...
Employees	<ul style="list-style-type: none"> - Organized 1.011.455 training hours with 223.399 trainees, - FPT continue to be honored at the Vietnam HR Awards 2016 (the award for enterprises with outstanding HR policies in Vietnam) in two categories: "The Best Working Environment Award" and "The Training & Human Capital Development Award".
Vietnamese Government	<ul style="list-style-type: none"> - Contributed to the State Budget: VND 5,638 billion;



	<ul style="list-style-type: none"> - Deployed many important nationwide IT Projects in the field of e-government, public finance, transportation, healthcare, ...
Community	<ul style="list-style-type: none"> - Considered education as a key factor for growth, FPT set the investment for education and the truth on the focus of community activities. In 2016, FPT spent VND 28,57 billion on the investment for education and the truth, accounting for 88.7% of total funding for social activities; - Organized a variety of community activities, attracting thousands of employees in attendance: <ul style="list-style-type: none"> ✓ 14 blood donation campaigns, collecting 2.647 units of blood; ✓ 15 campaigns of assistance and relief for 4.549 households impacted by flooding and other natural disasters;
Environment	<ul style="list-style-type: none"> - FPT always completed the Environment Impact Assessment Report as well as complied with regulations related to environmental protection. Simultaneously, during the office design process, FPT consistently prioritized the application of new, eco-friendly technologies and materials and make the most of natural energy sources to minimize environmental impacts; - Disseminated and increased the awareness of all staff members about the importance of protecting our environment: the “10 DO to save electricity” posters, activities in response to Earth Hour,...

II. THE BOD’S REVIEW ON THE BOM’S PERFORMANCE

1. Monitoring method

The BoD monitored the BoM’s activities by:

- Monitoring the completion of important indicators committed by CEO and BOM;
- Requesting CEO and BOM to report business performance at quarterly meetings of BOD;
- Coordinating with the Supervisory Board to closely monitor the company operations, in order to raise practical recommendations for CEO and BOM to fulfill the tasks assigned by the AGM and BOD;
- In order to follow business operations of the company, BOD’s members actively participated in weekly meetings on Monday and other periodic meetings of BOM.

2. General assessment

In 2016, the CEO and the BOM at all levels have worked hard in implementing the business goals of the company. Failure to meet the business plan in 2016 partly is due to FPT’s inventory management of Microsoft Lumia phones. However, the key influence event was that Microsoft decided to stop business operations for Nokia Lumia. Excluding the impact from this incident, the other sectors of FPT grow and PBT of the whole corporation will achieve double-digit growth.

- The BOD highly appreciated the CEO and BOM in implementing the globalization strategic direction. The objectives of globalization strategic direction achieved positive results and significant contribution to the business results of the Corporation. Revenue and profit from globalization continued to highly grow, up 26% and 40% respectively versus 2015.
- During the operation, the BOM has complied with the provisions of law, the Company Charter, the Resolution of the AGM, the Resolutions of BOD and the Decisions of the Chairman.



III. ACTIVITIES OF THE BOD

1. Board members and structure

No.	Member	Position	Percentage of voting rights share ownership	Current title in the BOD of other companies
1	Mr. Truong Gia Binh	Chairman	7.12%	<ul style="list-style-type: none"> - Member of BOD of FPT Telecom Joint Stock Company. - Member of BOD of FPT Education Limited Company. - Member of the Board of Members of FPT System Information Limited Company.
2	Mr. Bui Quang Ngoc	Vice Chairman	3.71%	<ul style="list-style-type: none"> - Member of BOD of FPT Telecom Joint Stock Company. - Member of BOD of FPT Education Limited Company. - Member of the Board of Members of FPT System Information Limited Company.
3	Mr. Do Cao Bao	Member	1.18%	<ul style="list-style-type: none"> - Chairman of FPT City Da Nang Joint Stock Company. - Member of the Board of Members of FPT System Information Limited Company.
4	Mr. Le Song Lai	Member (non-executive member)	0.00%	<ul style="list-style-type: none"> - Member of BOD of Vietnam Diary Products Joint Stock Company. - Member of BOD of Bao Minh Insurance Corporation. - Member of BOD of Vietnam National Reinsurance Corporation. - Chairman of the Board of Members of SCIC Investment One Member Limited Company. - Chairman of the Board of Members of Trang Tien Plaza Limited Company.



5	Mr. Jean-Charles Belliol	Member (non-executive member)	0.00%	None.
6	Mr. Tomokazu Hamaguchi	Member (independent member)	0.00%	- Member of BOD of IHI Corporation. - Member of BOD of JR East Railway Company. - Member of BOD of Kuraray Limited Company.
7	Mr. Dan E Khoo	Member (independent member)	0.00%	Chairman of Malaysia Digital Economic Corporation (MDEC) Americas Inc.

Note: The number of owned shares is referred to in the list of shareholders as of March 1, 2017.

2. Activities of the BOD

2.1 Number of the BOD meetings

No.	Board member	Position	Commencement date	Dismissal date	Number of meetings attended	Percentage of attendance
1	Mr. Truong Gia Binh	Chairman	April 12th, 2012		8/8	100%
2	Mr. Bui Quang Ngoc	Vice Chairman	April 12th, 2012		8/8	100%
3	Mr. Do Cao Bao	Member	April 12th, 2012		8/8	100%
4	Mr. Le Song Lai	Member	April 12th, 2012		8/8	100%
5	Mr. Jean-Charles Belliol	Member	April 12th, 2012		8/8	100%
6	Mr. Tomokazu Hamaguchi	Member	April 3rd, 2014		8/8	100%
7	Mr. Dan E Khoo	Member	April 3rd, 2014		8/8	100%

2.2 Content and results of the meetings

In 2016, eight sessions were held, include four face-to-face meetings and four written working sessions. Only five out of eight sessions have resolutions issued, the remaining three sessions include discussions without issuing resolutions.

Session	Participants	Main content
Session 1: January 6th – 13th, 2016	Opinions collected in writing	<ul style="list-style-type: none"> - Reported the proposal to appoint Mr. Do Cao Bao as Executive Vice President of Business Development; - Reported the change in organizational structure of FPT IS; - Reported the holder-of-record date and date to organize the Annual General Shareholder Meeting 2016; - Reported 2015 Employee Stock Ownership Plan (ESOP) program



Session 2: January 27th, 2016	The BOD: 7/7 members attended Observers: - The Supervisory: 3/3 members attended - The BOM: 4/6 members attended	<ul style="list-style-type: none"> - Reported the business result of 2015; - Reported the 2016-2018 Strategy.
Session 3: March 10th, 2016	The BOD: 7/7 members attended Observers: - The Supervisory: 1/3 members attended - The BOM: 4/6 members attended	<ul style="list-style-type: none"> - Reported the 2016 AGM Agenda and content. - Reported the BOD Report and orientation for 2016. - Reported the proposal on BOD's Budget & Compensation package for FY2016. - Reported 2015 Audited Financial Statements. - Reported the proposal of 2015 Profit Distribution plan and 2016 cash dividend policy. - Reported the Amendment of Company Charter in accordance with Law on Enterprises 2014. - Reported the proposal of Eligible Auditors to conduct audit on 2016 Financial Statements. - Reported the regulations for 2015 Employee Stock Ownership Plan (ESOP) program.
Session 4: April 19th – 26th, 2016	Opinions collected in writing	<ul style="list-style-type: none"> - Reported the 2015 final cash dividend payment. - Reported the stock dividend policy using retained earnings to distribute to existing shareholders.
Session 5: June 28th – July 04th, 2016	Opinions collected in writing	<ul style="list-style-type: none"> - Reported the appointment of Deloitte Vietnam Ltd. as the auditor of FPT Corporation for the year 2016.
Session 6: July 25th, 2016	The BOD: 7/7 members attended Observers: - The Supervisory: 2/3 members attended - The BOM: 5/6 members attended	<ul style="list-style-type: none"> - Reported the business result in the first half of 2016 and the plan for the second half of 2016. - Reported the plan to increase charter capital for FPT Software. - Reported cash dividend payment plan in advance for the first phase of 2016. - Reported the reappointment of Mr. Bui Quang Ngoc, Vice Chairman of BOD to the CEO of FPT Corporation.
Session 7: November 10th, 2016	The BOD: 7/7 members attended Observers: - The Supervisory: 2/3 members attended - The BOM: 6/6 members attended	<ul style="list-style-type: none"> - Reported the business result in the third quarter and plan to complete the target for 2016.
Session 8:	Opinions collected in writing	<ul style="list-style-type: none"> - Reported the proposal to dismiss Mr. Nguyen Khac Thanh as Deputy General Director for Global resources.



December 26th
– December
30th, 2016

2.3 Resolutions/Decisions issued by the BOD in 2016

No.	Resolution/ Decisions No.	Date	Content
1	01.01-2016/NQ- HĐQTFPT	Jan 28 th , 2016	<ul style="list-style-type: none"> - Appointed Mr. Do Cao Bao as Executive Vice President of Business Development. - Approved the organizational change of FPT IS (a FPT's subsidiary) from having a Chairman into having a Board of Members to conduct similar roles. - Approved the holder-of-record date to organize Annual General Meeting 2016 and date to organize the Annual General Shareholder Meeting 2016. - Exercised the 2015 AGM Resolution on issuing shares to employees; Approved the 2015 Employee Stock Ownership Plan (ESOP) program.
2	02.01-2016/NQ- HĐQTFPT	Feb 2 nd , 2016	<ul style="list-style-type: none"> - Approved the business results of 2015. - Approved the 2016-2018 Strategy with three key orientations including Becoming a global corporation; Pioneering in the digital world and reaching new height, and the 2016 business plan.
3	01.03-2016/NQ- HĐQTFPT	March 10 th , 2016	<ul style="list-style-type: none"> - Approved the 2016 AGM Agenda. - Approved the BOD Report on 2015 Performance, orientation and business plan for 2016. - Approved the Proposal on BOD's Budget & Compensation package for FY2016. - Approved 2015 Audited Financial Statements. - Approved the Proposal of 2015 Profit Distribution plan and 2016 cash dividend policy. - Approved the Amendment of Company Charter in accordance with Law on Enterprises 2014. - Approved Proposal of Eligible Auditors to conduct audit on 2016 Financial Statements to submit the AGM for approval.
4	02.03-2016/NQ- HĐQTFPT	March 14 th , 2016	<ul style="list-style-type: none"> - Approved the regulations on the plan of share issuance for employees with notable contribution in 2015.
5	01.04-2016/NQ- HĐQTFPT	April 26 th , 2016	<ul style="list-style-type: none"> - Approved the 2015 final cash dividend payment. - Approved the stock dividend policy using retained earnings to distribute to existing



			shareholders.
6	01.07-2016/NQ-HĐQTFPT	July 07 th , 2016	- Appointed Deloitte Vietnam Ltd. as the auditor of FPT Corporation for the year 2016.
7	02.07-2016/NQ-HĐQTFPT	July 25 th , 2016	- Approved to increase charter capital for FPT Software. - Approved the interim cash dividend payment in 2016. - Approved to reappoint Mr. Bui Quang Ngoc, Vice Chairman of BOD to the CEO of FPT Corporation from August 05 th , 2016.
8	01.12 – 2016/NQ-HĐQTFPT	December 29 th , 2016	- Approved to dismiss Mr. Nguyen Khac Thanh as Deputy General Director for Global resources.

3. Activities of committees under the BOD:

There are three committees under the BOD, detail of activities were as below:

3.1. The Personnel and Remuneration Committee:

- Implementing the senior leadership planning and development program
 - ✓ Planning, evaluating, rotating and training senior managers.
 - ✓ Building the Leadership evaluation radar chart with 13 criteria that will be applied to those at the parent company and subsidiaries.
 - ✓ The result: completed the evaluation of 248 leaders/managers at all levels of FPT. Constructing package for FPT leaders to register their capacity development program in accordance with FPT's 13 specified criteria.
- Implementing the corporate restructuring program
 - ✓ Implementing the restructuring of FPT Information System Company Limited (FPT IS) following BOD's direction towards rebuilding the whole organizational structure to strengthen its competitiveness and to be in line with FPT's overall strategies and reorganize FPT IS into business domains and verticals.
 - ✓ Implementing the restructuring of FPT Trading Company Limited (FPT Trading) following BOD's direction towards rebuilding the whole organizational structure to strengthen its competitiveness and to be in line with FPT's overall strategies. Reorganizing the salesforce by products and centralizing and trimming the business support units in order to have leaner supporting functions, and more adaptive to business needs.
 - ✓ Implementing the restructuring of FPT Education (FPT Education) to divide into specific blocks, in that FPT University block includes FPT University and new campuses in Ho Chi Minh City, Da Nang and Can Tho.
- Issuing the updated corporate personnel and remuneration policies
 - ✓ Updating FPT's basic salary matrix subject to regulatory requirements.
 - ✓ Amending internal policies and regulations including FPT Commendation Regulation, Basic salary matrix subject to government's regulations.
 - ✓ Directing and supervising the draft, issuance of regulations/policies of subsidiaries to make sure its compliance with FPT regulations.
- Formulating the human resource (HR) development strategy
 - ✓ Directing the formulation of HR development strategy using 2016 Balanced Scorecard (BSC) which applies to all of subsidiaries and their own subsidiaries with detailed action plans and indicators customized for different periods at different subsidiaries.



- ✓ Directing the drafting of action plans in 2016 in accordance with the set out HR development strategy.
- ✓ Directing the project of formulating detailed job descriptions (MyFPT project) at all of the subsidiaries.
- Directing the formulation and implementation of the project to develop top talents
 - ✓ Directing the training and development programs for top talents, including training MiniMBA and leadership skills for them.
 - ✓ Managing, keeping track of and coaching top talents through training and development programs for each group, drafting specific policies for the groups of top talents.
- Directing the creation and implementation of the project to improve the “quality” of FPT’s human resources to meet global standards
 - ✓ Directing the creation of full Job Description (JD) for positions involving the “going global” strategy, and working standards in a more international environment; preparing human resources pool for “going global” using both Vietnamese and non-Vietnamese resources, and strengthening the branding of FPT in recruitment.
 - ✓ Directing the drafting and supervising the implementation of education and training programs in terms of foreign languages, professional skills and expertises to meet global standards, which have been actively implemented by FPT Software and FPT IS.
 - ✓ Working with FPT Corporate University to implement training programs that is applicable to every FPT staff; logging number of hours spent on teaching and studying for each employee; putting online training programs such as Massive Open Online Courses (MOOC) into operation.
 - ✓ Directing the Mentor – Mentee program, applied across the group, to train the managers to be trainers.

3.2. The Development Policy Committee

- Tracking and directing the implementation of 2016 business plan to achieve the targets.
- Organizing FPT strategic conference to evaluate the results and further developing 2017-2019 strategy with theme "Co-pioneering in the digital revolution".
- Organizing symposium to research, develop and implement strategies including digitalization transformation, rapid growth and company’s position enhancement, founders' mentality promotion.
- Continuing to monitor and implement the restructuring, improving competitiveness of member companies including FPT IS, FPT Trading; enhancing international competitiveness, serving VIP customers of FPT Software in the group-wise’s globalization strategy.
- Directing the making of 2017 business plan at FPT and member companies with challenging double-digit growth targets.
- Giving guidance to the development of advanced technologies such as SMAC/IoT, AI, Security, etc. to co-pioneer with global corporations in the digital revolution.
- Step by step implementing risk management system to identify and limit the business and operating risks.

3.3. The Chairman’s Office

- Assisting the Chairman and the BOD to hold periodic meetings and 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 Enterprises and other legislative regulations.



- Coordinating to hold the AGM in March 2016 and the Advisory Board's meetings throughout the year.
- Providing information to members of the BOD and the Supervisory Board and the Corporation's shareholders upon request.

4. Activities of non-executive and independent members of the BOD

By December 31st 2016, FPT's BoD had 03 independent members, including: Mr. Jean-Charles Belliol, Mr. Tomokazu Hamaguchi and Mr. Dan E Khoo. These independent members participated in all regular meetings of the BOD in 2016 and contributed important ideas and recommendations in the Corporation's operation and development strategy, as well as actively discussed about business targets, development orientations in each business sector and gave suitable proposals and solutions. In addition, with their experience as a BOD member in many big firms, they made many important contributions in the Corporation's corporate governance.

Notable activities of the BOD's independent members in 2016 are as follows:

Mr. Jean-Charles Belliol: With his vast experience in the field of banking and finance, in the BOD meeting sessions as well as the Corporation's Strategic Conference and the weekly briefing, he closely contributes ideas and recommendations for the financial and investment activities as well as some business targets for 2016 and the period of 2017-2019 of the Corporation and some subsidiaries.

Mr. Tomokazu Hamaguchi: With much experience in globalization in general and Japan market in particular, he made several recommendation to promote globalization activities and enhance competitive capability of some important business segment of the Corporation such as software outsourcing, telecom service. In 2016, FPT's revenue in Japan exceeded USD 100 million, reached USD 128 million, up 49% against 2015, equivalent to 52% growth in VND term

Mr. Dan E Khoo: As the Chairman Emeritus of the World Information Technology and Services Alliance (WITSA), he had many chances to access to new global technology trends at the fastest. These are important practical experience which helped him make strategic advices for FPT to invest and develop products, services and solutions to meet the technology transformation trends, especially digital transformation-related ones. 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.

5. Overall evaluation of the BOD's performance

In 2016, FPT's BOD was always active in business activities, complied with the general regulations of the BOD, timely directed and strictly supervised the operation of the BOM to ensure the implementation of strategic goals and plans, focused on Globalization and defined foreign market as the key growth target in the future.

Development of strategy continued to be consolidated. The strategy building model was implemented at the corporate and subsidiaries. Strategic goals, strategic actions and actions plans that must be implemented immediately were identified clearly for each level. The BOD Chairman directed and supervised the dissemination and implementation of strategic building model in every subsidiary to ensure consistency in direction and performances at all levels.

According to the strategic direction agreed in the Corporate since the beginning of the year, the BOD directed and supported the BOM in implementing subsidiaries' restructuration quickly. This helped strengthening subsidiaries' operation systems, rotating senior leaders, forming



cohesive and strong teams, and creating a new vitality for delivering business growth, which was the developing momentum for the great long-term goals ahead.

The Corporation continues to improve transparency in corporate governance. The BOD's independent members are all foreigners who have held leadership positions for years and have highly-regarded reputations in the regional information technology sector. They also have profound experience and an extensive network of contacts which allows them to make a large contribution to FPT's global strategy in terms of direction and development of new markets in 2016.

6. Remunerations and other benefits for the BOD

Pursuant to the 2016 remuneration package approved by the AGM in 2016, the actual remuneration for the BOD is as follows:

		Salary (VND in billions) Approved by the AGM 2016		Bonus (% profit before tax) Approved by the AGM 2016		Compensation (VND in billions) Approved by the AGM 2016	
The BOD Executive members		10.76	9.87	Not exceed 0.49% profit before tax	< 0.44%	None	None
The BOD Non-executive members		None	None	None	None	5.3	5.01

The detailed salary, bonus and compensation for all BOD members in 2016 are as follow:

Members	Position	Executive	Independent, Nonexecutive	Monthly Compensation (VND)	Salary (%)	Bonus (%)	Compensation (%)	Total
Truong Gia Binh	Chairman	X			44%	56%	0%	100
Bui Quang Ngoc	Vice Chairman, CEO	X			40%	60%	0%	100
Do Cao Bao	Member	X			47%	53%	0%	100
Le Song Lai	Member		X	20,000,000	0%	0%	100%	100
Jean-Charles Belliol	Member		X	20,000,000	0%	0%	100%	100



Tomokazu Hamaguchi	Member	X	186,945,883	0%	0%	100%	100
Dan Khoo	E Member	X	186,945,883	0%	0%	100%	100

IV. BUSINESS PROSPECTS AND STRATEGIC DIRECTIONS IN 2017

1. Macroeconomic prospects

According to the World Bank (WB), Global GDP of 2017 is expected to have growth of 2.7% compared to 2.3% growth of 2016. Vietnam's National Assembly is considering the 2017's targets such as the GDP growth rising about 6.7%, total exports increasing in the range of 6% - 7%; total investment of social development around 31.5% of GDP, the average of the consumer prices index (CPI) about 4%, the rate of trained laborers reaching 55% - 57%. Although there are many risks and challenges in business environment, a large number of opportunities are available for enterprises to take and make use for their own growth.

2. Industrial prospects and opportunities for FPT

2.1 Global market to bright great opportunities

Global IT services trends: According to Gartner, IT services market is forecasted to reach USD 943 billion by 2017, growing 4.8% compared to 2016. In particular, outsourcing will contribute 57% of the market growth. IT services market is expected to be worth nearly USD 1,100 billion in 2020. This opened great opportunities for IT services companies like FPT.

Digital Transformation: The 4th Industrial Revolution – Digital revolution is driving many innovative business development models, creating new industries and blurring geographical boundaries. In the digital revolution, all organizations, enterprises, leaders, budgets will become digital; every individual will be able to become a digital firm.

Gartner has listed 10 technology trends of 2017 which will profoundly impact business activities of all types of businesses, including:

- **Artificial Intelligence (AI) & Advanced Machine Learning:** include technologies such as deep learning, neural networks and natural-language processing, can also encompass more advanced systems that understand, learn, predict, adapt and potentially operate autonomously, leading to the creation of more intelligent devices and programs
- **Intelligent Apps:** include technologies like virtual personal assistants (VPAs), have the potential to transform the workplace by making everyday tasks easier and its users more effective. By 2018, Gartner expects most of the world's largest 200 companies to exploit intelligent apps and utilize the full toolkit of big data and analytics tools to refine their offers and improve customer experience.
- **Intelligent Things:** generally fall into three categories: robots, drones and autonomous vehicles. Each of these areas will evolve to impact a larger segment of the market and support a new phase of digital business.
- **Virtual and Augmented Reality:** transform the way individuals interact with each other and with software systems creating an immersive environment. Enterprises should look for targeted applications of VR and AR through 2020.
- **Digital Twin:** Using physics data on how the components of a thing operate and respond to the environment as well as data provided by sensors in the physical world



- **Blockchain:** Blockchain is a type of distributed ledger in which value exchange transactions (in bitcoin or other token) are sequentially grouped into blocks.
- **Conversational Systems:** do not use text/voice as the exclusive interface but enable people and machines to use multiple modalities (e.g., sight, sound, tactile, etc.) to communicate across the digital device mesh (e.g., sensors, appliances, IoT systems).
- **Mesh App and Service Architecture:** a multichannel solution architecture that leverages cloud and serverless computing, containers and microservices as well as APIs and events to deliver modular, flexible and dynamic solutions.
- **Digital Technology Platforms:** Digital technology platforms are the building blocks for a digital business and are necessary to break into digital. Every organization will have some mix of five digital technology platforms: Information systems, customer experience, analytics and intelligence, the Internet of Things and business ecosystems
- **Adaptive Security Architecture:** required security teams to work with application, solution and enterprise architects to consider security early in the design of applications or IoT solutions. Multilayered security and use of user and entity behavior analytics will become a requirement for virtually every enterprise.

2.2 Major trends in the domestic IT market

Integrated system and infrastructure solutions market – Expectation of new policies

According to IDC, Vietnam is undergoing a strong growth and needs to invest heavily in infrastructure, especially in the IT infrastructure. The system integration market in Vietnam is worth USD 1.28 billion in 2017 and will continue to grow by 10% next year.

The system integration market value in Vietnam from 2014 to 2018 (Source: IDC, 2015)

Unit: USD in millions

Year	Total value	Growth
2014	947	11.4%
2015	1,044	10.2%
2016	1,162	11.4%
2017	1,285	10.6%
2018	1,413	10.0%

There will be many advantages for domestic IT enterprises in 2017 as the government aims to build e-government via the continued implementation of resolution 36a/NQ-CP. Along with the increase in demand for IT outsourcing services by the government, we can say Vietnam's IT sector is facing great opportunities. Besides public investment, information technology expenditure of the business sector is also on the rise. Recognizing the importance of investing in IT, many enterprises has run IT applications in management, manufacturing, business and achieved certain results.

Fixed-line Telecommunications and Pay-TV Market – Full of growth potential

Vietnam had the dynamic Internet market, with 78% of Internet users in Vietnam going online daily, 55% of them use smartphones.

Pay TV services firms in Vietnam are expected to have around 12.5 million subscribers by the end of 2016. In recent years, the sector has witnessed the growth of various types of service such as cable TV, digital terrestrial television, satellite television, Internet TV and Mobile TV. Firms also offer a lot of value-added services on the same network infrastructure as high-speed Internet, GPON optical fiber network, Video on demand VOD, 4K - 8K TV, Internet phone – VoIP etc. This market offers many potentials to exploit.

Mobile phone and IT and IoT products – Continue to grow



IDC's report indicated that IT and mobile retail market in Vietnam is worth around USD 5 billion. In particular, the mobile sector over two-thirds of the combined market value. IDC forecasts that in 2017, the growth will keep trending higher (9%), reach USD3.7 billion.

IT human resource training and development – Opportunities for universities

The shortage of human resources in the field of IT is one of the challenges for Vietnam's economic development. According to the Vietnam Software and IT Services Association (VINASA), Vietnam will lack of some 400,000 Vietnamese workers in information and technology sector (IT) by 2020 (averagely 80,000 people to be lacked each year). Meanwhile, only 32,000 students in IT and related fields graduate each year. In fact, Vietnam is possible to overcome this problem thanks to young population and their ability to learn. Therefore, human resources training to meet needs both in terms of quality and quantity is both a challenge and an opportunity for universities, including FPT University.

3. Strategic Orientations for the period 2017-2019

From 2017 to 2019, FPT focuses on the goal of "Together pioneer in the digital world." Accordingly, the company will attach special importance to relationships with its customers, the leading technology firms in the world to offer digitizing products/services in order to pioneer together in the transition to the digital world. 3 goals and action groups include:

3.1 Aspiring to be a global corporation

- **Goal:**

- ✓ Promoting globalization with higher growth rate of global market than the domestic one;
- ✓ Being a global partner at the highest level of giants in the world;
- ✓ Expanding out the list of Forbes 500 customers;
- ✓ Internationalizing FPT culture.

- **Action:**

- ✓ Enhancing international competitiveness;
- ✓ Developing programs to bid for international projects and capacity to implement them;
- ✓ Developing new international cooperation programs;
- ✓ Developing human resources abroad, training BrSE;
- ✓ Disseminating English in the Corporation.

3.2 Pioneering in the digital world

- **Goal:**

- ✓ Making digital transformation (implementing or applying advanced technologies such as SMAC, IoT, AI, Security, Robotics, chatbot, VR/AR, 3D-printing ...) for customers and FPT and its member companies;
- ✓ Building FPT's own ecosystem with core technologies, enabling partners to exploit and create competitive strength and new growth;
- ✓ Becoming the leading company in providing IoT services;

- **Action:**

- ✓ Strengthening R&D of digital transformation;
- ✓ Developing ecosystem of data and core technologies among its member companies, connecting with the community to enhance its competitive strength;
- ✓ Developing and implementing the program of digital transformation for FPT;



- ✓ Putting digital transformation into training programs of FPT University and other universities. Developing digital transformation training programs of strategic technology partners;
- ✓ Branding FPT as a pioneer in the digital revolution in Vietnam and around the world.

3.3 Heightening the position

- Goal:

- ✓ Making gigantic changes in business scale via large long-term contracts; full service solutions; high-value services; new products or services, new areas with significant sales;
- ✓ Increasing leadership capacity to work out development strategy of the Corporation; implementing policies that urge each FPTer to invest in on-demand learning for career;
- ✓ Improving competitiveness, avoiding turning the Corporation into a bureaucracy, promoting Founder's Mentality.

- Action:

- ✓ Participating in implementing large projects worth USD10-30 millions of strategic customers;
- ✓ Promoting new business models;
- ✓ Quickly replicating successful models;
- ✓ Investing in potential solutions and services;
- ✓ Improving capacity to deploy services in finance and banking, infrastructure, health, e-government, transport, CME, retail, automotive, manufacturing;
- ✓ Implement the program of "Personal Development", including building learning organization;
- ✓ Develop a program of "Enhancing competitiveness", promoting Founder's Mentality.

3.4 Orientation for Sustainable Development

As the largest technological corporation in the private sector in Vietnam, FPT recognizes the role of realizing its sustainable development strategy at present and in the future.

Accordingly, FPT strives to implement the economic activities as well as give support to the community and offer environmental protection.

Some key goals:

- Obtaining sustainable revenue growth from the traditional sectors and increasing revenue from global activities, S.M.A.C/smart services/IoT;
- Always being on the list of preferred employers in the IT sector; making FPT become a learning organization and improving human resources according to development needs, in line with globalization and S.M.A.C/IoT;
- Developing technology for the community, spreading kindness;
- Complying with the provisions of law on environmental protection and raising awareness of environmental protection and energy saving.

V. BUSINESS PROSPECTS AND GUIDANCE FOR 2017

Based on macroeconomic condition analysis and forecasts in the country and abroad, the trends of IT industry and strategic orientations of the Corporation, the BOD has approved the guidance for 2017 as follows:

1. Main targets for 2017:



Unit: VND in billions

Business sectors	Revenue			Profit before tax		
	2016	2017	YoY change	2016	2017	YoY change
Technology	9,952	11,831	18.9%	1,102	1,359	23.3%
Telecom	6,666	7,746	16.2%	1,198	1,210	1.0%
Distribution&Retail	23,037	26,093	13.3%	544	741	36.2%
Education & Others	890	950	6,8%	170	98	-42.4%
Total	40,545	46,619	15.0%	3,014	3,408	13.1%

2. Prospect and Orientation for business sectors

2.1 Technology sector

Software outsourcing continued to play an important role in globalization strategy which will promote digital transformation- related services and traditional ones. Some specific orientations for 2017 includes: “Whale Hunting” strategy (focusing on global big customers; promoting domain business in automobile, banking and finance, utilities...; increasing fixed price contracts. In addition, the Corporation continued to seek M&A opportunities to drive external growth.

Software solution, IT services and system integration segments will step up R&D of smart solutions in many fields. In addition, the Corporation will continue to focus on bidding projects funded by international organizations in developing countries.

2.2 Telecom sector

In 2017, the Corporation will continue to upgrade infrastructure in remaining areas and expand coverage to develop new subscribers. Besides, following the 2016’s growth momentum, the Corporation will develop PayTV services in 2017. In Digital content segment, the Corporation will develop English version as well as new websites, focusing on mobility feature and new trends

2.3 Distribution and Retail sector

In Retail segment, the Corporation will continue to expand scale in 2017. In addition, the Corporation will strengthen business efficiency by continuing investment on e-commerce, customer programs and new products.

In Distribution segment, FPT will promote participation and enhancement of value chain in distribution field such as logistic, sale... In addition, the Corporation will strengthen investment on repairing and warranty service chain on the national scale

2.3 Education segment

With the orientation to become an educational system with 5 criteria including multi-level, multidisciplinary, multi-segment, multi-modal and multi-location, in 2017, in addition to enrollment activities, FPT will enhance new investment on education campuses in Da Nang, Can Tho cities under the newly issued license.

3. The investment plan for 2017

In 2017, FPT will focus on some following main activities:

- Investment on infrastructure for telecom services and Pay-TV services.
- Investment on offices for technology sector to meet the long-term demand with reasonable costs.
- Investment on new educational campuses



The investment demand in 2017 is as follows:

Unit: VND in billions

CAPEX in business sector	2017
Technology	534
Telecom	1,537
Distribution and Retail	13
Education and Investment	200
Total capex needed for existing businesses	2,284

Besides, in 2017, the BOD maintains regular meetings quarterly according to the law and organize some sessions in the form of collecting opinions in writing to implement the resolution of the Annual General Meeting of Shareholders; directing the implementation of strategic orientations, programs and targets for 2017, details as follow:

- Promoting Globalization and pioneering in Digital Transformation, driving growth motivation for the Corporation.
- Supervising the implementation of restructuring in subsidiaries to improve efficiency.
- Enhancing capability of management team in response to development strategy of the Corporation and promote the Founder's Mentality.
- Improving corporate governance in accordance with international standards; at the same time enhancing the role of risk control in financial management, accounting and auditing, corporate risk management.
- Continuing to promote the platforms built for years to achieve sustainable business growth, build up strong human resources and technology development for community as well as raise awareness about the environment protection for employees.

Hanoi, March 15, 2017
ON BEHALF OF THE BOD
CHAIRMAN

(signed)

TRUONG GIA BINH



Hanoi, March 15, 2017

THE STATEMENT TO THE 2017 ANNUAL GENERAL SHAREHOLDERS MEETING OF FPT CORPORATION

Ref: Approval of 2017 remuneration budget for the Board of Directors

- In accordance with FPT' Company Charter in 2016;
- In accordance with the 2016 Annual General Shareholders Meeting's Resolution and actual payments for the Board of Directors in 2016;
- In accordance with the Board of Directors' Resolution No.01.03.2017/NQ-HDQTFPT dated March 10, 2017;

The Board of Directors (BOD) kindly submits to the Annual General Shareholders Meeting to approve the 2017 remuneration package for the BOD. Details as follows:

1. Report on remuneration for the BOD in 2016:

No.	Item	2016 Budget	Actual payment
1	Salary for executive members of the BOD	VND 10.76 billion	VND 9.87 billion
2	Compensation for independent and non-executive members of the BOD	VND 5.3 billion	VND 5.01 billion
3	Bonus for executive members of the BOD	Not exceeding 0.49% * Profit before tax	<0.44% * Profit before tax

2. Remuneration budget for the BOD in 2017:

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

Kindly submit to the Annual General Shareholders Meeting for approval.

ON BEHALF OF THE BOD

CHAIRMAN

(signed)

TRUONG GIA BINH



REPORT OF THE SUPERVISORY BOARD IN 2016 AND PLAN FOR 2017

I. The Supervisory Board's activities in 2016

The FPT Supervisory Board, in the 2012-2017 period, consists of three members elected at the Annual General Shareholder Meeting (AGM) to perform monitoring activities as regulated in the laws and regulations of the company. 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 BOD and the BOM as regulated by law.

In 2016, the Supervisory Board continually monitored and recommended administrative changes to be made in company operations and it strengthened monitoring procedures and ensured the transparency in the corporation's financial activities.

1. Meetings of the Supervisory Board

In 2016, the Supervisory Board held five meetings. Details and main contents are as follows:

Session	Participation	Main content
Session 01 Jan 26th, 2016	3/3	<ul style="list-style-type: none"> - Reviewed and evaluated the Corporation's 2015 consolidated financial statement; evaluated the 2015 business results that the BOM had prepared for the 2015 fourth quarter BOD meeting. - Evaluated supervision compliance with regulations of members of the BOD, the BOM and the management positions of the Corporation in 2015. - Discussed and assigned preparations for the reports on 2015's activities and 2016's plan of the Supervisory Board.
Session 02 May 18th, 2016	3/3	<ul style="list-style-type: none"> - Assigned detailed tasks to each member in 2016 after the AGM. - Approved the Supervisory Board's 2016 action plan with details regarding its members pursuant to the BOD's resolution. - Reviewed and evaluated the 2016's first quarter financial statement of the Corporation.
Session 03 July 20th, 2016	3/3	<ul style="list-style-type: none"> - Reviewed and evaluated the Corporation's 2016 second quarter consolidated financial statement; evaluated the business results in the first half of 2016 which the BOM had prepared for the 2016's second quarter BOD meeting. - Evaluated supervision compliance with regulations of members of the BOD, the BOM and the management positions of the Corporation in the first half of 2016. - Planned to evaluate overdue and bad debts in 2016 that is expected to be executed in September 2016.
Session 04 Nov. 5th, 2016	3/3	<ul style="list-style-type: none"> - Reviewed and evaluated the Corporation's 2016 third quarter consolidated financial statement; evaluated the business results in nine months of 2016 which the BOM had prepared for the 2016's third quarter BOD meeting;



		<p>assessed the ability to reach the 2016 revenue and profit target.</p> <ul style="list-style-type: none"> - Reviewed and evaluated the internal supervision results of the Compliance Monitoring Department in the first nine months of 2016.
Session 05	2/3	<ul style="list-style-type: none"> - Assessed the supervision of overdue debts and 2016's third quarter consolidated financial statement; evaluated the 2015 ESOP shares issuance result. - Assessed the ability to fulfil the Corporation's 2016 plan and reviewed the 2016 business results. - Discussed and assigned the board members' activities from now to the 2017 AGM.
Dec. 20th, 2016		

2. Working results of the Supervisory Board

- Monitoring the implementation of the resolutions of the 2016 AGM

In 2016, FPT did not complete all the goals approved in the resolutions of the 2016 AGM.

- 2016 business results: Revenue reached VND 40,545 billion, completing 89% of the 2016 plan and rose by 1.4% against 2015. Profit after tax reached VND 2,576 billion, completing 97% of the plan and increasing 5.6% against 2015.
- The Corporation completed forming funds as regulated, and ensured the full payment obligation to the State budget.
- The Corporation paid 2016 dividends of 10% in cash and 15% by stock in accordance with the resolution passed at the 2016 AGM.
- Remuneration paid to the BOD and Supervisory Board: In 2016, the Corporation paid the BOD and the Supervisory Board members in accordance with the regulations and norm that was approved by the 2016 AGM.

- Supervising the Corporation's operations and finances

- Reviewed the Corporation's quarterly financial statements prepared by the BOM.
- Monitored the 2015 dividend payment (which had been issued in 2016) to ensure compliance with the legal regulations and the AGM's approval.

- Monitoring the members of the BOD, the BOM and management staff

- Checked, supervised and ensured the Corporation's activities complied with the Law on Enterprise; the Company Charter and the 2016 AGM resolution.
- Assigned members to take part in all BOD meetings and enthusiastically contribute to corporate governance activities.
- Supervised the plan and implementation of 2015 ESOP shares in compliance with the AGM resolution.

- The operating collaboration between the Supervisory Board and the BOD, BOM and management staff

- The Supervisory Board always received full information on the Corporation's business plan in the period.
- The Supervisory Board actively and regularly combined with the BOD and BOM.
- The Supervisory Board tightly collaborated with the Compliance Monitoring Department to monitor the supervision results in the period.

- Monitoring the compliance

In 2016, the Supervisory Board did not uncover any unusual matters which affected or violated regulations of the State and the Corporation in activities of members of the BOD, BOM, or the Corporation's managers.

- Selecting an independent auditor for 2016



The Supervisory Board collaborated with the BOM to evaluate and choose Deloitte Vietnam Company Limited to be the Corporation's independent financial auditor for 2016.

- Summary of the remuneration and operating expenses of the Supervisory Board

In 2016, the Supervisory Board's members attempted to implement their functions and duties. The total remuneration provided in advance to each Supervisory Board member was VND 663 million out of a total of VN788 million approved by the 2016 AGM. Details are as follows:

	Member	Position	Amount (VND)
1	Nguyen Viet Thang	Head	299,000,000
2	Cao Duy Ha	Member	158,600,000
3	Nguyen Khai Hoan	Member	205,400,000
			663,000,000

The Supervisory Board submits the 2016's AGM to approve the 2016 remuneration paid in advance.

II. The Supervisory Board's 2017 operating plan

Some key activities of the Supervisory Board in 2017:

- Monitoring compliance with the resolutions of the 2016 AGM Meeting; Reviewing evaluation report of the Independent Auditor and monitoring the implementation of issues raised by the audit.
- 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 Monitoring Board to assess and timely handle emerging issues; and supervising the process after checking/inspection. In 2017, the Supervisory Board expects to cooperate with from three to four delegations with the Compliance Monitoring Department in periodical or thematic monitoring plans during the year.

Budget for Supervisory Board's activities in 2017

For 2017, the Supervisory Board submitted the 2016's AGM to approve the operating expenses budget as follows:

No.	Description	Unit	Quantity	Unit Price (VND)	Amount (VND)
1	Hire professional consultants	H	60	1,500,000	90,000,000
2	Compensation for the Supervisory Board members	H	672	1,100,000	739,200,000
3	Travelling expense	Times	5	15,000,000	75,000,000
	Total				904,200,000

Hanoi, March 15, 2017

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

(signed)



NGUYEN VIET THANG

Hanoi, March 15, 2017

**STATEMENT
TO THE 2017 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION**

*Ref: Approval of 2016 Audited Financial Statements; the plan for 2016 profit distribution;
share dividend payment; the policy for cash dividend payment in 2017*

The Board of Directors (BOD) of FPT Corporation kindly submits to the Annual General Shareholders Meeting (AGM) to approve 2016 Audited Financial Statements, the plan for 2016 profit distribution; share dividend payment and the policy for cash dividend payment in 2017. Details are as follows:

1. 2016 Audited Financial Statements

The BOD submits to the AGM to approve 2016 Audited Financial Statements (attached in AGM documents). Some of audited common financial targets and shareholders' revenue in 2016 are as below:

No.	Indicators	In 2016 (VND in billions)
1	Business revenue	40,545
2	Profit before tax	3,014
3	Profit after tax	2,576
4	Profit after tax attributable to parent company's shareholders	1,991
5	Bonus and welfare fund	191
	5.1 Bonus and welfare fund of parent company	4
	5.2 Bonus and welfare fund at subsidiaries (10%)	187
6	Profit after tax attributed to parent company's shareholders	1,800

2. Plan for 2016 profit distribution

- Pursuant to:
 - o Policy for cash dividend payment in 2016 at the rate of 20% (VND 2,000 per share) has been approved by the 2016 AGM;
 - o 2016's business results and financial performance of the Company.
- The BOD submits to the AGM to approve the plan for cash dividend payment in 2016 at the rate of 20% (VND 2,000 per share). Therein:
 - o Dividend paid in advance in 2016: 10% (VND 1,000 per share);
 - o Remaining dividend will be paid after the AGM's approval: 10% (VND 1,000 per share);
 - o Execution time: Quarter 2/2017;
 - o Authorizing the BOD to implement dividend payment.

3. Plan for share dividend payment in 2016

- Pursuant to:
 - o The Audited Financial Statement in 2016
- The BOD submits to the AGM to approve the plan for share dividend payment from retained earnings for eligible shareholders, details as below:



- Ratio of share dividend is 15% (20 available shares gain 03 additional shares)
- Source: from retained earnings.
- Plan to handle arisen odd shares: the number of additional shares issued under share dividend payment policy for each shareholder will be rounded down. Fractional unit after the decimal point will be null.
- Listed: number of shares issued to implement share dividend payment will be listed right after implementation.
- Execution time: Quarter 2/2017. Timing to finalize shareholders list of share dividend payment implementation will be set at the same time as that of cash dividend payment above mentioned.
- Authorizing the BOD to implement share dividend payment.

4. Policy for cash dividend payment in 2017

- Pursuant to: Business plan of 2017 and Investment plan of 2017
- The BOD submits to the AGM to approve policy for cash dividend payment in 2017: 20% (VND 2,000 per share – based on the quantity of new shares after paying share dividend of 15%)
- The BOD will base on actual business performance to decide the interim dividend at the appropriate time of the year as well as other related issues, to ensure the Company's operation not to be negatively affected.
- The ratio of cash dividend payment in 2017 will be decided by the Annual General Shareholders Meeting in 2018.

Kindly submit to the Annual General Shareholders Meeting for approval.

**ON BEHALF OF THE BOD
CHAIRMAN**

(signed)

TRUONG GIA BINH



Hanoi, March 15, 2017

**THE STATEMENT TO THE 2017 ANNUAL GENERAL SHAREHOLDERS
MEETING OF FPT CORPORATION**

Re: Selection of an audit firm

Pursuant to

- FPT's Company Charter in 2016;
- The need to select an audit firm.

The Supervisory Board kindly submits to the Annual General Meeting of Shareholders to approve the proposal of selecting one (1) from four (4) audit firms (Big 4) to audit the Company's Financial Statements in 2017:

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

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

Kindly submit to the Annual General Meeting of Shareholders for approval.

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

(signed)

NGUYEN VIET THANG



Hanoi, March 15, 2017

**STATEMENT
TO THE 2017 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION**

About: Approval of the share issuance plan for employees in the 2017-2019 period

Kindly submit to the 2017 Annual General Shareholders Meeting,

Pursuant to:

- FPT's Company Charter in 2016;
- The Board of Directors Resolution No. 01.03.2017/NQ-HĐQT-FPT dated March 10, 2017;
- Targets to ensure stable development of the Corporation as follows:
 - Partially aligning senior managers' income with the future long-term development of the Corporation.
 - Encouraging senior managers with notable achievements in their work, making pivotal contribution to the Corporation to stay with and continue to contribute to the development of the Corporation.
 - Enhancing the harmonization between senior managers and shareholders' benefit, employees are entitled to benefit from their own efforts in the role of shareholders, maximizing shareholders' value accordingly.
 - Seeking for talents who can potentially make important contribution to the Corporation.

The Board of Directors (BOD) kindly submits to the Annual General Shareholders Meeting to approve the plan of share issuance for employees in the 2017-2019 period with following details:

- To issue Type 3 ESOP (according to Article 5, Charter of FPT Corporation) at par value with lock-up period of 3 years for employees with notable achievements, and for short-listed talents for the 3-year period from 2017 to 2019. Accordingly, total number of shares issued will not exceed 0.5% of the chartered capital at the issuance date. These shares will be listed immediately after issuance.
- Issuance timing: 3 times in 2018, 2019 and 2020. Share issuance will be implemented after the issuance of the Audited Financial Statements of the previous year.
- Beneficiaries: Key staff from level 5 upwards and short-listed talented employees.
- Lock-up period: 03 years from the issuance date.
- To authorize the BOD to make detailed decisions and to execute.

Kindly submit to the Annual General Shareholders Meeting for approval.

**ON BEHALF OF THE BOD
CHAIRMAN**

(signed)

TRUONG GIA BINH



Hanoi, March 15, 2017

**THE 2017 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION**

Ref: List of candidates for the Board of Directors and Supervisory Board members in the period 2017 – 2022

Kindly submit to the Annual General Shareholders Meeting

- Pursuant to Law on Enterprise 2014
- In accordance with FPT's Company Charter in 2016;
- In accordance with practical operational needs of the Company in the period 2017 - 2022;

The Board of Directors (BOD) of FPT Corporation kindly submits to the Annual General Shareholders Meeting (AGM) the list of candidates for the Board of Directors and the Supervisory Board members in the period 2017 – 2022 as follows:

1. The Board of Directors:

No.	Board of Directors Member	Nationality
1	Mr. Truong Gia Binh	Vietnamese
2	Mr. Bui Quang Ngoc	Vietnamese
3	Mr. Do Cao Bao	Vietnamese
4	Mr. Le Song Lai	Vietnamese
5	Mr. Jean-Charles Belliol	French
6	Mr. Tomokazu Hamaguchi	Japanese
7	Mr. Dan E Khoo	Malaysian

Personal information attached.

2. The Supervisory Board:

No.	Supervisory Board Member	Nationality
1	Mr. Nguyen Viet Thang	Vietnamese
2	Mr. Nguyen Khai Hoan	Vietnamese
3	Mr. Cao Duy Ha	Vietnamese

Personal information attached.

Kindly submit to the Annual General Shareholders Meeting for approval.

**ON BEHALF OF THE BOD
CHAIRMAN**

(signed)

TRUONG GIA BINH



SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

PERSONAL INFORMATION

CANDIDATES IN THE BOARD OF DIRECTORS OF FPT CORPORATION

1. Personal information

- Full name: Truong Gia Binh
- Date of Birth: 19 May 1956
- Place of Birth: Da Nang
- Gender : Male
- Nationality: Vietnamese



2. Education & Training:

Period	School/ Training Center	Degree
1973 – 1974	Military Technical Academy	
1974 – 1979	Lomonosov University	Bachelor
1979 – 1982	Lomonosov University	Doctor

3. Work Experience

Period	Position	Organization
1982	Staff	Institute of Mechanics, Vietnam Institute of Science
1983 – 1985	Senior Researcher	Steclop Institute of Mathematics, Soviet Academy of Science
1988	Researcher	Max-plant Institute, Gottingen, Germany
1988 - 2009	Chairman, CEO	The Corporation for Financing and Promoting Technology
1995 - 2013	Director	Hanoi School of Business and Management (HSB), Vietnam National University
1998 - 2005	Chairman	Council of Vietnam Young Entrepreneurs (1998 – 2001 & 2002 – 2005)
2006 – 08/2011	Chairman	FPT University
2012 – 2013	CEO	FPT Corporation
2002 – current	Chairman	Vietnam Software and IT Services Association (VINASA)
2009 – current	Chairman	FPT Corporation
2010 – current	Chairman	FPT Education Co., ltd.



○ **Reward, Discipline (if any):**

- ❖ Certificate of Merit of Ministry of Information and Communications in 2005.
- ❖ Certificate of Merit of the Prime Minister in 2005 for excellent performance in mission, contributing to construction of socialism and defense of the motherland.
- ❖ Certificate of Merit of the Minister of Ministry of Finance for excellent performance in capital representation in enterprise in 2009 and 2010.
- ❖ Top10 Outstanding ICT persons of Vietnam period 2000-2009 in 2010.
- ❖ Top50 Pioneers of Vietnam by VnExpress in 2012
- ❖ Awarded the Nikkei Asia Award by the Nikkei Group, Japan, in 2013, for his contribution to the development of Vietnam's IT sector.
- ❖ Certificate of Merit of the Prime Minister in 2013 for excellent performance in Vietnam Young Entrepreneurs Movement period 2008-2012, contributing to the construction of socialism and defense of the motherland.

4. Positions occupied at other organizations:

No	Name of organization	Business license registration No.	Position (The position in Board of Directors, Board of Management)	Date of occupation	Note
1.	FPT Telecom Joint Stock Company	0101778163	Board of Directors member	2005	
2.	FPT Education Co., Ltd.	0104900076	Chairman	2010	
3.	FPT University	QĐ 208/2006/QĐ-TTG	Board of Directors member	2011	
4.	FPT Information system Co., Ltd.	0104128565	Board of Advisors member	2016	

5. Declaration of relevant interests :

No	Name of company	Business license registration No.	Percentage (%) of the shares/ capital	Note
1.	FPT Corporation	0101248141	7.12%	Closing date of data is March 01st 2017

6. Declaration of relationship with FPT:

No	Relationship	Details of relationship	
		Yes	No
<i>(In case check in the "Yes" column, this column describes in</i>			



<i>details the relationship and candidates need attach the relevant documents)</i>			
1.	Employee relations with FPT	✓	Chairman
2.	Auditing, consulting relations with FPT		✓
3.	Ownership relations (shareholder of FPT)	✓	7.12% share ownership
4.	Economic relations		✓
4.1.	<i>Selling relations (Supplier)</i>		
4.2.	<i>Buying relations (Customer)</i>		
4.3.	<i>Partnership</i>		
5.	Other relations		✓

I hereby undertake that the above declaration is fully truthful, if any wrong, I shall take the responsibility under laws and regulations.

March 15th, 2017

Candidate

(signed)

Truong Gia Binh



SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

PERSONAL INFORMATION

CANDIDATES IN THE BOARD OF DIRECTORS OF FPT CORPORATION

1. Personal information

- Full name: Bui Quang Ngoc
- Date of Birth: 12 March 1956
- Place of Birth: Nghe An
- Gender: Male
- Nationality: Vietnamese



2. Education & Training:

Period	School/ Training Center	Degree
1973 – 1974	Military Technical Academy	
1974 – 1979	Kishinhov University (Moldova Republic, The former Soviet Union)	Bachelor
1982 – 1986	Grenoble University	Doctor

3. Work Experience

Period	Position	Organization
1979 – 1982	Lecturer	Faculty of Mathematics-Informatics, Hanoi University of Science and Technology
1986 – 1995	Deputy Dean	Faculty of Informatics, Hanoi University of Science and Technology
1990 – 1994	Director/ Vice Director	Information Service Center – a precursor of ICT divisions of FPT currently (FPT IS, FPT Software, FPT Telecom, FPT Trading)
1995 – 2009	Vice Director (in charge of Information Technology and Telecommunication section)	FPT Corporation
2009 – 2011	Chairman of the Internal Control Committee	FPT Corporation
2002 – current	Vice Chairman	FPT Corporation
2013 – current	Chief Executive Officer	FPT Corporation

- **Reward, Discipline (if any):**
 - ❖ Top10 Indochina Excellent CIO in 2005

4. Positions occupied at other organizations:

No	Name of organization	Business license registration No.	Position (The position in Board of Directors,	Date of occupation	Note
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<i>Board of Management)</i>				
1.	BQ Realty Co., Ltd.	0104388443	Owner	2010
2.	FPT Telecom Joint Stock Company	0101778163	Board of Directors member	2005
3.	FPT University	QĐ 208/2006/QĐ-TTG	Board of Directors member	2006
4.	FPT Information system Co., Ltd.	0104128565	Board of Advisors member	2016

5. Declaration of relevant interests :

No	Name of company	Business license registration No.	Percentage (%) of the shares/ capital	Note
1.	FPT Corporation	0101248141	3.71%	Closing date of data is March 01st 2017

6. Declaration of relationship with FPT:

No	Relationship	Yes	No	Details of relationship (In case check in the “Yes” column, this column describes in details the relationship and candidates need attach the relevant documents)
1.	Employee relations with FPT	✓		Vice Chairman, CEO
2.	Auditing, consulting relations with FPT		✓	
3.	Ownership relations (shareholder of FPT)	✓		3.71% share ownership
4.	Economic relations		✓	
	4.1. Selling relations (Supplier)			
	4.2. Buying relations (Customer)			
	4.3. Partnership			
5.	Other relations		✓	

I hereby undertake that the above declaration is fully truthful, if any wrong, I shall take the responsibility under laws and regulations.

March 15th, 2017
Candidate
(signed)
Bui Quang Ngoc



SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

PERSONAL INFORMATION

CANDIDATES IN THE BOARD OF DIRECTORS OF FPT CORPORATION

1. Personal information

- Full name: Do Cao Bao
- Date of Birth: 18 June 1957
- Place of Birth: Hanoi
- Gender : Male
- Nationality: Vietnamese



2. Education & Training:

Period	School/ Training Center	Degree
1984	Military Technical Academy	Bachelor

3. Work Experience

Period	Position	Organization
1988 - 1994	Head of R&D Department	FPT Services Center
1995 – 2003	Director	FPT Information System Center
2003 – 2009	Member of the Board of Directors Director	FPT Corporation FPT Information system Co., Ltd.
2007 – 2017 2017 – 2021	Executive Committee Member/ Vice Chairman	Vietnam Computer Association
2009 – 2015	Member of the Board of Directors Chairman	FPT Corporation FPT Information system Co., Ltd.
2010 - 2014	Member of the Board of Directors	Vietnam Information Security Association
2016 – current	Member of the Board of Advisors	FPT Information system Co., Ltd.
2016 – current	Member of the Board of Directors Executive Vice President	FPT Corporation

- **Reward, Discipline (if any):**
 - ❖ Top10 Indochina Excellent CIO in 2005

4. Positions occupied at other organizations:

No	Name of organization	Business license registration No.	Position (The position in Board of Directors, Board of Management)	Date of occupation	Note
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1.	BDM Trading Investment Joint Stock Company	0103041810	Owner	2009
2.	FPT City Da Nang Joint Stock Corporation	0401328052	Chairman	2010
3.	FPT Information system Co., Ltd.	0104128565	Member of the Board of Directors	2016
4.	Danang Luxuria Co., Ltd.	0401817286	Owner	2017

5. Declaration of relevant interests :

No	Name of company	Business license registration No.	Percentage (%) of the shares/ capital	Note
1.	FPT Corporation	0101248141	1,18%	Closing date of data is March 01 st 2017

6. Declaration of relationship with FPT:

No	Relationship	Details of relationship (In case check in the "Yes" column, this column describes in details the relationship and candidates need attach the relevant documents)	
		Yes	No
1.	Employee relations with FPT	✓	BOD member, Executive Vice President
2.	Auditing, consulting relations with FPT		✓
3.	Ownership relations (shareholder of FPT)	✓	1,18% share ownership
4.	Economic relations		✓
4.1.	<i>Selling relations (Supplier)</i>		
4.2.	<i>Buying relations (Customer)</i>		
4.3.	<i>Partnership</i>		
5.	Other relations		✓

I hereby undertake that the above declaration is fully truthful, if any wrong, I shall take the responsibility under laws and regulations.

March 15th, 2017

**Candidate
(signed)
Do Cao Bao**





SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

PERSONAL INFORMATION

CANDIDATES IN THE BOARD OF DIRECTORS OF FPT CORPORATION

1. Personal information

- Full name: Le Song Lai
- Date of Birth: 15 August 1968
- Place of Birth: Hanoi
- Gender : Male
- Nationality: Vietnamese



2. Education & Training:

Period	School/ Training Center	Degree
1998	Hanoi National University	Bachelor Major: Law
1999	Cambridge	Doctor Major: Law

3. Work Experience

Period	Position	Organization
1994 – 1996	Probationary lawyer	Freshfields Law Company – Hanoi Branch
1996 - 2003	Specialist	Department of Insurance – Ministry of Finance
2003 – 2006	Deputy General Director	Department of Insurance – Ministry of Finance
2006 – current	Deputy General Director	State Capital Investment Corporation

- **Reward, Discipline (if any):**

4. Positions occupied at other organizations:

No	Name of organization	Business license registration No.	Position (The position in Board of Directors, Board of Management)	Date of occupation	Note
1.	Vietnam National Reinsurance Corporation	0100110447	Chairman (concurrently)	2015	
2.	Baominh Insurance Corporation	0300446973	BOD member (concurrently)	2014	
3.	Vietnam Dairy Products Joint Stock Company	0300588569	BOD member (concurrently)	2012	



4.	SCIC Investment one member Co., Ltd.	0106083197	Chairman of Board of Advisors (concurrently)	2014
5.	Trang Tien Plaza Co., Ltd.	0101013157	Chairman of Board of Advisors (concurrently)	2010

5. Declaration of relevant interests :

No	Name of company	Business license registration No.	Percentage (%) of the shares/ capital	Note
1.	FPT Corporation	0101248141	0%	Closing date of data is March 01st 2017

6. Declaration of relationship with FPT:

No	Relationship	Details of relationship (In case check in the "Yes" column, this column describes in details the relationship and candidates need attach the relevant documents)	
		Yes	No
1.	Employee relations with FPT		✓
2.	Auditing, consulting relations with FPT		✓
3.	Ownership relations (shareholder of FPT)		✓
4.	Economic relations		✓
4.1.	<i>Selling relations (Supplier)</i>		
4.2.	<i>Buying relations (Customer)</i>		
4.3.	<i>Partnership</i>		
5.	Other relations	✓	<ul style="list-style-type: none"> - BOD member in term of 2012-2017 - Deputy General Director of State Capital Investment Corporation – Shareholder of FPT Corporation according to the list of shareholders closed on March 01st, 2017 - Chairman of Board of Advisors of SCIC Investment one member Co., Ltd. - Shareholder of FPT Corporation according to the list of shareholders closed on March 01st, 2017

I hereby undertake that the above declaration is fully truthful, if any wrong, I shall take the responsibility under laws and regulations.

March 15th, 2017
Candidate



(signed)

Le Song Lai

SOCIALIST REPUBLIC OF VIETNAM

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PERSONAL INFORMATION

CANDIDATES IN THE BOARD OF DIRECTORS OF FPT CORPORATION

1. Personal information

- Full name: Jean Charles Belliol
- Date of Birth: 28 January 1958
- Place of Birth: Courbevoie (France)
- Gender: Male
- Nationality: French



2. Education & Training:

Period	School/ Training Center	Degree
1976	College La Bruyere (France)	Baccalaureate
1978-1981	Reims Business School (France)	MBA

3. Work Experience

Period	Position	Organization
1984 - 1997	Various positions	Project Finance Department, Financial Engineering Department at Credit Lyonnais France in Japan Credit Lyonnais
1997 - 2001	First Vice President	Credit Lyonnais Japan
2001 - 2004	Country Manager	Credit Lyonnais Vietnam
2002 – current	French Commercial Counsellor	
2004 - 2007	Country Manager	Calyon Corporate and Investment Bank
2008 - 2015	Chief Representative	Trí Tin International Hanoi(TTI)
2015-2016	Head of FDI	Vietnam International Bank HCMC
2016-present	Business Development and IR Director	FIT Group JSC

- Reward, Discipline (if any):

4. Positions occupied at other organizations:

No	Name of organization	Business license registration No.	Position (The position in Board of Directors, Board of Management)	Date of occupation	Note
1.	FIT Group	0102182140	Business Development and	2016	



Investor Relations
Director

5. Declaration of relevant interests :

No	Name of company	Business license registration No.	Percentage (%) of the shares/ capital	Note
1.	FPT Corporation	0101248141	0%	Closing date of data is March 01st 2017

6. Declaration of relationship with FPT:

No	Relationship	Yes	No	Details of relationship (In case check in the “Yes” column, this column describes in details the relationship and candidates need attach the relevant documents)
1.	Employee relations with FPT		✓	
2.	Auditing, consulting relations with FPT		✓	
3.	Ownership relations (shareholder of FPT)		✓	
4.	Economic relations		✓	
4.1.	<i>Selling relations (Supplier)</i>			
4.2.	<i>Buying relations (Customer)</i>			
4.3.	<i>Partnership</i>			
5.	Other relations	✓		BOD Member in term of 2012-2017

I hereby undertake that the above declaration is fully truthful, if any wrong, I shall take the responsibility under laws and regulations.

March 15th, 2017
Candidate
(signed)
Jean Charles Belliol



SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

PERSONAL INFORMATION

CANDIDATES IN THE BOARD OF DIRECTORS OF FPT CORPORATION

1. Personal information

- Full name: Tomokazu Hamaguchi
- Date of Birth: 20 April 1944
- Place of Birth: Tokushima – Japan
- Gender : Male
- Nationality: Japanese



2. Education & Training:

Period	School/ Training Center	Degree
1967	Faculty of Electrical Engineering, Kyoto University	Bachelor

3. Work Experience

Period	Position	Organization
1967 – 1982	Staff	NTT Company
1982 – 1984	Manager	Shikoku DATA Telecommunication
1984 – 1988	Researcher	Administration Division, Data Communication Department
1988 – 1990	Head of Purchasing Department	NTT Data Communications Systems Corporation
1990 – 1996	Head of Industrial System Division	NTT Data Communications Systems Corporation
1996 – 1997	Head of Planning Department	NTT Data Communications Systems Corporation
1997 – 2001	Head of sale Public system business Department	NTT Data Communications Systems Corporation
2001 – 2003	Deputy Director	NTT Data
2003 – 2007	Chairman and Director	NTT Data
2007 – 2015	Chairman	Japan Information Technology Services Industry Association (JISA)
2007 – 2015	Senior Corporate Advisor	NTT Data
2008 – current	Independent Director	IHI Corporation
2010 – current	Independent Director	JR Higashi Nihon, East Japan Railway Company
2011 – 2015	Chairman	Japan Data Management Corporation (JDMC)
2013 – current	Independent Director	Kuraray Co., Ltd.

- **Reward, Discipline (if any):**



4. Positions occupied at other organizations:

No	Name of organization	Business license registration No.	Position (The position in Board of Directors, Board of Management)	Date of occupation	Note
1.	IHI Corporation	0106-01-031604	Independent Director	2008	
2.	East Japan Railway Company	0110-01-29597	Independent Director	2010	
3.	Kuraray Co., Ltd.	2600-01-03156	Independent Director	2013	

5. Declaration of relevant interests :

No	Name of company	Business license registration No.	Percentage (%) of the shares/ capital	Note
1.	FPT Corporation	0101248141	0%	Closing date of data is March 01st 2017

6. Declaration of relationship with FPT:

No	Relationship	Yes	No	Details of relationship (In case check in the "Yes" column, this column describes in details the relationship and candidates need attach the relevant documents)
1.	Employee relations with FPT		✓	
2.	Auditing, consulting relations with FPT		✓	
3.	Ownership relations (shareholder of FPT)		✓	
4.	Economic relations		✓	
4.1.	<i>Selling relations (Supplier)</i>			
4.2.	<i>Buying relations (Customer)</i>			
4.3.	<i>Partnership</i>			
5.	Other relations	✓		BOD Member in term of 2012-2017

I hereby undertake that the above declaration is fully truthful, if any wrong, I shall take the responsibility under laws and regulations.

March 15th, 2017

**Candidate
(signed)**

Tomokazu Hamaguchi



SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

PERSONAL INFORMATION

CANDIDATES IN THE BOARD OF DIRECTORS OF FPT CORPORATION

1. Personal information

- o Full name: Khoo Sin Aik (Dan E Khoo)
- o Date of Birth: 08 March 1962
- o Place of Birth: Malaysia
- o Gender : Male
- o Nationality: Malaysian



2. Education & Training:

Period	School/ Training Center	Degree
1995-1997	University of Hull, UK	Post-graduate diploma in Business Management

3. Work Experience

Period	Position	Organization
1995 – 1997	Chairman	Association of the Computer Industry Malaysia (PIKOM)
1996 – 1998	President	The Southeast Asia Information Technology Organisation (SITO)
2006 – 2008	CEO	WCIT 2008
2008 – 2012	Chairman	World Information Technology and Services Alliance (WITSA)
2012 – current	Chairman Emeritus	World Information Technology and Services Alliance (WITSA)
2015-current	President	MDEC Americas Inc, a Silicon Valley organization established to drive the global expansion of Malaysia’s digital economy.

o Reward, Discipline (if any):

- ❖ The Journalism Award by the Malaysian Press Institute in 1987
- ❖ The Darjah Setia Pangkuan Negeri (D.S.P.N.) Award by the Governor of Penang in 2008
- ❖ The PIKOM ICT Man of the Year Award in 2008

4. Positions occupied at other organizations:

No	Name of organization	Business license registration No.	Position (The position in Board of Directors, Board of Management)	Date of occupation	Note
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1.	World Information Technology and Services Alliance (WITSA)		Chairman Emeritus	2012
2.	MDEC Americas Inc.	17BRC-00294	President	2015

5. Declaration of relevant interests :

No	Name of company	Business license registration No.	Percentage (%) of the shares/ capital	Note
1.	FPT Corporation	0101248141	0%	Closing date of data is March 01st 2017

6. Declaration of relationship with FPT:

No	Relationship	Details of relationship (In case check in the "Yes" column, this column describes in details the relationship and candidates need attach the relevant documents)	
		Yes	No
1.	Employee relations with FPT		✓
2.	Auditing, consulting relations with FPT		✓
3.	Ownership relations (shareholder of FPT)		✓
4.	Economic relations		✓
4.1.	<i>Selling relations (Supplier)</i>		
4.2.	<i>Buying relations (Customer)</i>		
4.3.	<i>Partnership</i>		
5.	Other relations	✓	BOD Member in term of 2012-2017

I hereby undertake that the above declaration is fully truthful, if any wrong, I shall take the responsibility under laws and regulations.

March 15th, 2017

**Candidate
(signed)**

Khoo Sin Aik (Dan E Khoo)



SOCIALIST REPUBLIC OF VIETNAM
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PERSONAL INFORMATION

CANDIDATES IN THE SUPERVISORY BOARD OF FPT CORPORATION

1. Personal information

- Full name: Nguyen Viet Thang
- Date of Birth: 01 November 1968
- Place of Birth: Hanoi
- Gender : Male
- Nationality: Vietnamese



2. Education & Training:

Period	School/ Training Center	Degree
1985 – 1989	Vietnam University of Commerce	Bachelor of Accounting & Management
1999 – 2001	Hanoi Law University	Bachelor of Law
2000	University of California, Riverside (US)	Training course of Advanced Business Administration
2004 – 2006	Rushmore University (US)	Master of Business Administration
2010 – 2014	Bulacan State University, Philippines	Doctor of Economics

3. Work Experience

Period	Position	Organization
1992 – 1999	Vice Head of Finance Department; Vice President of Company Union	FPT Corporation
1995 – 2013	Chief Accountant; Vice Director	Hanoi School of Business and Management (HSB), Vietnam National University
2009 – 2014	Director	FPT School of Business
2014 – 2016	Director	FPT Academy International
2008 – current	Head of Supervisory Board	FPT Corporation
2009 – current	Vice Rector	FPT University
2015 – current	Director	Danang Branch of Hanoi School of Business and Management (HSB)
12/2016 – current	Director	Hanoi School of Business and Management (HSB), Vietnam National University

- **Reward, Discipline (if any):**



4. Positions occupied at other organizations:

No	Name of organization	Business license registration No.	Position (The position in Board of Directors, Board of Management)	Date of occupation	Note
1.	Hanoi School of Business and Management (HSB), Vietnam National University		Director	2016	
2.	Danang Branch of Hanoi School of Business and Management (HSB)		Director	2015	
3.	FPT Corporation.		Head	2008	

5. Declaration of relevant interests :

No	Name of company	Business license registration No.	Percentage (%) of the shares/ capital	Note
1.	FPT Corporation	0101248141	0,01%	Closing date of data is March 01st 2017

6. Declaration of relationship with FPT:

No	Relationship	Yes	No	Details of relationship (In case check in the “Yes” column, this column describes in details the relationship and candidates need attach the relevant documents)
1.	Employee relations with FPT		✓	
2.	Auditing, consulting relations with FPT		✓	
3.	Ownership relations (shareholder of FPT)	✓		0,01% share ownership
4.	Economic relations		✓	
4.1.	<i>Selling relations (Supplier)</i>			
4.2.	<i>Buying relations (Customer)</i>			
4.3.	<i>Partnership</i>			
5.	Other relations	✓		Head of Supervisory Board in term of 2012 – 2017

I hereby undertake that the above declaration is fully truthful, if any wrong, I shall take the responsibility under laws and regulations.

March 15th, 2017
Candidate



(signed)
Nguyen Viet Thang

SOCIALIST REPUBLIC OF VIETNAMs
Independence – Freedom – Happiness

PERSONAL INFORMATION

CANDIDATES IN THE SUPERVISORY BOARD OF FPT CORPORATION

1. Personal information

- Full name: Nguyen Khai Hoan
- Date of Birth: 12 November 1975
- Place of Birth: Hanoi
- Gender : Male
- Nationality: Vietnamese



2. Education & Training:

Period	School/ Training Center	Degree
1999	Academy of Finance, Russian	Bachelor Major: Finance – Pricing
2003	Institute of Economics – Academy of Science in Russia	Doctor Major: Investment

3. Work Experience

Period	Position	Organization
Before 2004	Specialist at Department of Finance and Accounting	FPT Corporation
2004 – 2008	Chief Accountant	FPT Software Co., Ltd.
2009 – 2010	Chief Accountant cum Head of Department of Finance	FPT Software Co., Ltd.
2014 – 2015	Joint Director	FPT Slovakia Co., Ltd.
2011 – current	Executive Vice President	FPT Software Co., Ltd.
2012 – current	Director	FPT Software Co., Ltd. – Hanoi Branch

- **Reward, Discipline (if any):**

4. Positions occupied at other organizations:

No	Name of organization	Business license registration No.	Position (The position in Board of Directors, Board of Management)	Date of occupation	Note
1.	FPT Software Co., Ltd. – Hanoi Branch	0106101135	Director	2012	



2.	FPT Software Co., Ltd.	0101601092	Executive President	Vice	2011
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5. Declaration of relevant interests :

No	Name of company	Business license registration No.	Percentage (%) of the shares/ capital	Note
1.	FPT Corporation	0101248141	0.04%	Closing date of data is March 01st 2017

6. Declaration of relationship with FPT:

No	Relationship	Details of relationship (In case check in the "Yes" column, this column describes in details the relationship and candidates need attach the relevant documents)	
		Yes	No
1.	Employee relations with FPT		✓
2.	Auditing, consulting relations with FPT		✓
3.	Ownership relations (shareholder of FPT)	✓	0.04% share ownership
4.	Economic relations		✓
4.1.	<i>Selling relations (Supplier)</i>		
4.2.	<i>Buying relations (Customer)</i>		
4.3.	<i>Partnership</i>		
5.	Other relations	✓	Member of Supervisory Board in term of 2012 - 2017

I hereby undertake that the above declaration is fully truthful, if any wrong, I shall take the responsibility under laws and regulations.

March 15th, 2017
Candidate
(signed)
Nguyen Khai Hoan



SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

PERSONAL INFORMATION

CANDIDATES IN THE SUPERVISORY BOARD OF FPT CORPORATION

1. Personal information

- Full name: Cao Duy Ha
- Date of Birth: 14 March 1984
- Place of Birth: Hanoi
- Gender : Male
- Nationality: Vietnamese



2. Education & Training:

Period	School/ Training Center	Degree
2006	New South Wales University (Australia)	Bachelor Emeritus

3. Work Experience

Period	Position	Organization
1/2007 – 12/2007	Teaching Assistant of Econometrics and Microeconomics	New South Wales University (Australia)
5/2008 – 12/2016	Specialist at Investment Department	State Capital Investment Corporation
01/2017 – current	Secretary to Deputy General Director	State Capital Investment Corporation

- **Reward, Discipline (if any):**

4. Positions occupied at other organizations:

No	Name of organization	Business license registration No.	Position (The position in Board of Directors, Board of Management)	Date of occupation	Note
1.					
2.					
3.					

5. Declaration of relevant interests :

No	Name of company	Business license registration No.	Percentage (%) of the shares/ capital	Note



1. FPT Corporation	0101248141	0%	Closing date of data is March 01st 2017
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6. Declaration of relationship with FPT:

No	Relationship	Yes	No	Details of relationship (In case check in the “Yes” column, this column describes in details the relationship and candidates need attach the relevant documents)
1.	Employee relations with FPT		✓	
2.	Auditing, consulting relations with FPT		✓	
3.	Ownership relations (shareholder of FPT)		✓	
4.	Economic relations		✓	
4.1.	<i>Selling relations (Supplier)</i>			
4.2.	<i>Buying relations (Customer)</i>			
4.3.	<i>Partnership</i>			
5.	Other relations	✓		Member of Supervisory Board in term of 2012 - 2017

I hereby undertake that the above declaration is fully truthful, if any wrong, I shall take the responsibility under laws and regulations.

March 15th, 2017
Candidate
(signed)
Cao Duy Ha



FPT CORPORATION

SOCIALIST REPUBLIC OF VIETNAM

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DRAFT

Hanoi, March 31st, 2017

**RESOLUTION
THE 2017 ANNUAL GENERAL SHAREHOLDERS MEETING
FPT CORPORATION**

Pursuant to:

- *Business Law No. 68/2014/QH13 dated 24th November 2016;*
- *FPT's Company Charter in 2016;*
- *Proposals of the Board of Directors and the Supervisory Board at the 2017 Annual General Meeting of Shareholders.*
- *Meeting Minute of FPT Corporation 2017 Annual General Meeting of Shareholders dated 31st March 2017;*
- *Voting Report of FPT Corporation 2017 Annual General Meeting of Shareholders dated 31st March 2017.*

DECIDED:

Article 1: Approve these following reports:

- 1. The 2016 Audited Financial Statements;**
- 2. The Board of Directors' Report in 2016, the Strategic Business Directions for the 2017-2019 period;**
- 3. The business plan for 2017 as follow:**

Unit: VND in billions

Business sectors	Revenue			Profit before tax		
	2016	2017	YoY change	2016	2017	YoY change
Technology	9,952	11,831	18.9%	1,102	1,359	23.3%
Telecom	6,666	7,746	16.2%	1,198	1,210	1.0%
Distribution&Retail	23,037	26,093	13.3%	544	741	36.2%
Education & Others	890	950	6,8%	170	98	-42.4%
Total	40,545	46,619	15.0%	3,014	3,408	13.1%

4. The Supervisory Board's Report in 2016.

Article 2: Approve the plan for 2016 profit distribution and share dividend payment, as following:

1. Plan for 2016 profit distribution

Proposed cash dividend payment in 2016 at the rate of 20% (VND 2,000 per share).

Therein:

- Dividend paid in advance in 2016: 10% (VND 1,000 per share);
- Remaining dividend will be paid after the AGM's approval: 10% (VND 1,000 per share);
- Execution time: Quarter 2/2017;



- Authorizing the BOD to implement dividend payment.

2. Plan for share dividend payment

- Ratio of share dividend is 15% (20 available shares gain 03 additional shares)
- Source: from retained earnings.
- Plan to handle arisen odd shares: the number of additional shares issued under share dividend payment policy for each shareholder will be rounded down. Fractional unit after the decimal point will be null.
- Listed: number of shares issued to implement share dividend payment will be listed right after implementation.
- Execution time: Quarter 2/2017. Timing to finalize shareholders list of share dividend payment implementation will be set at the same time as that of cash dividend payment above mentioned.
- Authorizing the BOD to implement share dividend payment.

Article 3: Approve Policy for cash dividend payment in 2017

- Ratio of cash dividend payment in 2017: 20% (VND 2,000 per share – based on the quantity of new shares after paying share dividend of 15%)
- The BOD will base on actual business performance to decide the interim dividend at the appropriate time of the year as well as other related issues, to ensure the Company's operation will not be negatively affected.
- The ratio of cash dividend payment in 2017 will be decided by the 2018 Annual General Shareholders Meeting.

Article 4: Approve the proposal to select one (1) from four (4) audit firms (Big 4) to audit the Company's Financial Statements in 2017, including: KPMG, Deloitte, PwC, Ernst & Young and authorize the Board of Directors to select an audit firm corporeally.

Article 5: Approve the plan on share issuance for employees in 2017-2019. Details are as below:

- To issue Type 3 ESOP (according to Article 5, Charter of FPT Corporation) at par value with lock-up period of 3 years for employees with notable achievements, and for short-listed talents for the 3-year period from 2017 to 2019. Accordingly, total number of shares issued will not exceed 0.5% of the chartered capital at the issuance date. These shares will be listed right after issuance.
- Issuance timing: 3 times in 2018, 2019 and 2020. Issuance will be implemented after the issuance of the Audited Financial Statements of the previous year.
- Beneficiaries: Key staff from level 5 upwards; and short-listed talented employees.
- Lock-up period: 03 years from issuance date.
- To authorize the BOD to make detailed decisions and to execute.

Article 6: Approve the 2017 remuneration package for the Board of Directors; the 2017 action plan and remuneration package for the Supervisory Board.

1. Remuneration budget for the BOD in 2017

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

2. Operating expenses and remuneration budget for the Supervisory Board is VND 904,200,000.



Article 7: List of elected members of the Board of Directors and the Supervisory Board in the 2017-2022 period. Details are as below:

- 1. The Board of Directors**
- 2. The Supervisory Board**

The Resolution was approved by the 2017 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