

Số/No.: 74 /FPT-FCC

Hà Nội, ngày 12 tháng 03 năm 2020
Hanoi, March 12nd, 2020

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

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

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

- Tên tổ chức / *Organization name*: Công ty Cổ phần FPT/ *FPT Corporation*
- Mã chứng khoán/ *Security Symbol*: FPT/ *FPT*
- Địa chỉ trụ sở chính/ *Address*: Số 17 Duy Tân, Phường Dịch Vọng Hậu, Quận Cầu Giấy, Hà Nội/ *17 Duy Tan Street, Dich Vong Hau Ward, Cau Giay Distric, Hanoi*
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Chức vụ/ *Position*: Giám đốc Truyền thông FPT/FPT's Chief Corporate Communications Officer

Loại thông tin công bố: định kỳ bất thường 24h theo yêu cầu

Information disclosure type: Periodic Irregular 24 hours On demand

Nội dung thông tin công bố: Ngày 11/03/2020, Hội đồng Quản trị FPT thông qua Nghị quyết số 01.03-2020/NQ-HDQT FPT với các nội dung sau:

- **Điều 1:** Thông qua Chương trình Đại hội đồng Cổ đông (ĐHĐCĐ) thường niên 2020, trình ĐHCĐ phê duyệt.
- **Điều 2:** Thông qua Báo cáo của Hội đồng quản trị (HDQT) năm 2019, định hướng chiến lược giai đoạn 2020 – 2022 và kế hoạch 2020, trình ĐHCĐ phê duyệt.
- **Điều 3:** Thông qua Báo cáo tài chính năm 2019 đã kiểm toán, trình ĐHCĐ phê duyệt.
- **Điều 4:** Thông qua phương án sử dụng lợi nhuận năm 2019 và chính sách chi trả cổ tức bằng tiền mặt năm 2020, trình ĐHCĐ phê duyệt.
- **Điều 5:** Phê duyệt chương trình phát hành cổ phần cho người lao động giai đoạn 2020-2022, trình ĐHCĐ phê duyệt.
- **Điều 6:** Phê duyệt chương trình phát hành cổ phần cho cán bộ lãnh đạo cấp cao giai đoạn 2020-2025, trình ĐHCĐ phê duyệt.
- **Điều 7:** Thông qua ngân sách và thù lao HDQT năm 2020, trình ĐHCĐ phê duyệt.
- **Điều 8:** Thông qua đề xuất lựa chọn một (1) trong bốn (4) công ty kiểm toán (Big 4) thực hiện kiểm toán báo cáo tài chính năm 2020 của Công ty, trình ĐHCĐ phê duyệt.



- **Điều 9:** Phê duyệt Quy định về trình tự, thủ tục triệu tập và biểu quyết tại ĐHĐCĐ thường niên 2020.

Thông tin chi tiết trong Nghị quyết HĐQT đính kèm

Content of Information disclosure: FPT BOD's Resolution No.01.03-20NQ-HĐQT FPT dated 11th, 2020 with contents:

- **Article 1:** Approved Agenda of 2020 AGM, cordially submit to the AGM for approval.
- **Article 2:** Approved BOD's Report in 2019, 2020-2022 Strategic directions and business plan for 2020, cordially submit to the AGM for approval.
- **Article 3:** Approved 2019 Audited Financial Statements, cordially submit to the AGM for approval.
- **Article 4:** Approved 2019 Profit Distribution plan and policy for 2020 cash dividend payment, cordially submit to the AGM for approval.
- **Article 5:** Approve the plan of share issuance for employees for the period of 2020-2022, cordially submit to the AGM for approval.
- **Article 6:** Approve the plan of share issuance for top executive leaders for the period of 2020-2025, cordially submit to the AGM for approval.
- **Article 7:** Approved 2020 BOD's remuneration budget, cordially submit to the AGM for approval.
- **Article 8:** Approved selection one (1) among four (4) audit firms (Big 4) to audit the 2020 financial statements, cordially submit to the AGM for approval.
- **Article 9:** Approved regulation on procedures for convening and voting at the 2020 Annual General Meeting of Shareholders.

Details are as per attached Resolution of the Board of Directors.

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 12/03/2019 tại đường dẫn: <https://fpt.com.vn/vi/nhadautu/cong-bo-thong-tin>.

This information was disclosed on Company/Fund's Portal on date March 12nd, 2019. Available at: <https://fpt.com.vn/en/ir/information-disclosure>.

Tôi cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ I declare that all information provided in this paper is true and accurate; I shall be legally responsible for any misrepresentation.

Tài liệu đính kèm/Attachment: Nghị quyết số 01.03-2020/NQ-HĐQT FPT/ FPT BOD's Resolution No.01.03-2020/NQ-HĐQT FPT

Đại diện tổ chức

Organization representative

Người CBTT/Party to disclose information



Bùi Nguyễn Phương Châu

Nơi nhận/Recipient:

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

RESOLUTION OF FPT CORPORATION'S BOARD OF DIRECTORS
FPT CORPORATION'S BOARD OF DIRECTORS

Pursuant to:

- Law on Enterprises released in 2014;
- Law No. 62/2010/QH12 amending and supplementing a number of articles of Law on Securities No. 70/2006/QH11 and relevant instruction documents;
- Company Charter of FPT Corporation;
- Minutes of the Board of Directors meeting No. 01.03-2020/BB-HDQT/FPT dated March 11th, 2020,

DECIDED THE FOLOWING

Article 1: Approved Agenda of 2020 AGM, details as attached, cordially submit to the AGM for approval.

Article 2: Approved BOD's Report in 2019, strategic directions for the period of 2020-2022 and business plan for 2020, details as attached, cordially submit to the AGM for approval.

Article 3: Approved 2019 Audited Financial Statements. For more details, please visit: <https://fpt.com.vn/vi/nhadautu/cong-bo-thong-tin>, cordially submit to the AGM for approval.

Article 4: Approved 2019 Profit Distribution plan and policy for 2020 cash dividend payment, cordially submit to the AGM for approval. Details are as follows:

Plan for 2019 profit distribution

- Total cash dividend payment of 20% for FY2019 (VND2,000 per share), in which:
 - o Already paid in 2019: 10%
 - o The rest (10%) will be paid following the AGM's approval.
 - o Schedule: 2nd quarter of 2020.

Plan for stock dividend payment

- Ratio of stock dividend is 15% for FY2019 (20:3)
 - o Source: retained earnings
 - o Odd lots plan: the number of shares to be received by each shareholder will be rounded down. The odd lots (less than 10 shares), if any, will be aborted.
 - o Schedule: 2nd quarter of 2020 (at the same time with the rest of FY2019 cash dividend payment)

2020 cash dividend payment policy



- Propose cash dividend plan of 20% for FY2020 (VND 2,000 per share) – on new outstanding shares after the stock dividend.
- The BOD will decide on the cash dividend advance when appropriate during the year, based on the actual business result and other considerations to optimize business activities.
- The actual FY2020 cash dividend will be approved by the 2021 AGM.

Article 5: Approve the plan of share issuance for employees for the period of 2020-2022, cordially submit to the AGM for approval.

- To attach a part of the present income of key staffs who have outstanding performance with shareholders' benefits through this ESOP plan, to ensure sustainable development of the company and maximize shareholders value.
- Number of shares to be issued: Total share to be issue under this plan do not exceed 0.5% of the total shares outstanding of the company at the issue date..
- Issuance timing: 3 times in 2020, 2021 and 2022. Issuance will be implemented after the issuance of the Audited Financial Statements of the preceding year.
- Beneficiaries: Key staffs from level 5 upwards; and people under the talent attraction program.
- Type of share to be issued: common share with lock-up period.
- Lock-up period: 03 years from issuance date.
- Selling price: par value.

Article 6: Approve the plan of share issuance for top executive leaders for the period of 2020-2025, cordially submit to the AGM for approval.

- Purposes and beneficiaries: To ensure the development and maximize shareholders value through the ESOP plan for next generation of leadership of the company.
- Number of shares issued and conditions:
 - The number of shares issued: no more than 0.25% of the total shares outstanding of the company at the issue date.
 - The actual number of share issued depends on the growth of holding company shareholders' profit after tax and the rate of total shareholder return, as follow:

Number of shares issued based on the growth of holding company shareholders' profit after tax (P growth)		Number of shares issued based on the rate of total shareholder return (TSR*)	
P growth >=10% p.a.	$0.2\% * 70\% * \frac{\text{actual P growth}}{\text{target P growth}}$ Number of issuance no more than 0.175%	TSR > 0	$0.2\% * 30\% * \frac{\text{actual TSR}}{\text{target TSR}}$ Number of issuance no more than 0.075%
P growth <10% p.a.	0	TSR < 0	0

Whereas:

- The target for shareholders' profit growth and the rate of total shareholder return for the period of 2020-2025:
 - Target P Growth: 20% per annum

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- Target TSR: 10% per annum

(*): $TSR = \frac{\text{end-of-year stock price} - \text{beginning-of-year stock price} + \text{cash dividend}}{\text{Beginning-of-year stock price}}$

- Type of shares issued: common shares with lock-up period.
- Lock-up period: 10 years from the issuance date.
- In lock-up period, in case of the beneficiaries leaving the list of next generation of leadership, shares must be sold to the company at purchasing price.
- Share price: at par value
- Issuance timing: 5 times in years from 2021 to 2026 2021 and 2022. Issuance will be implemented after the issuance of the Audited Financial Statements of the preceding year.

Article 7: Approved 2020 BOD's remuneration budget, cordially submit to the AGM for approval. Details are as follows:

- Salary and remuneration for the BOD members: **VND 16.51 billion**;
- Bonus for the BOD members: not exceeding **0.49%** profit before tax of the corporation;

Article 8: Approved selection one (1) among four (4) audit firms as below (Big 4) to audit the 2020 financial statements, cordially submit to the AGM for approval.

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

Article 9: Approved regulation on procedures for convening and voting at the 2020 Annual General Meeting of Shareholders, details as attached.

Article 10: Members of Board of Directors, Supervisory Board, and Board of Management of FPT Corporation, and related individuals have obligation to execute this Resolution.

This resolution takes effect immediately upon signing./

Archived by:

- As Article 10 ;
- Admin, BOD Office.

ON BEHALF OF THE BOD
CHAIRMAN



Truong Gia Binh



THE BOARD OF DIRECTORS' REPORT 2019

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

1. Assessment on business performance

In 2019, FPT fulfilled the revenue and profit plan committed to shareholders. Revenue and profit before tax exceeded 4% and 5% of the plan respectively, growing by 19.4% and 20.9% respectively. Profit before tax ratio continued to be improved up to 16.8%. In addition, all business sectors including Technology, Telecommunications and Education made great efforts and achieved good results beyond the plan.

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

2. Results of the implementation of strategic directions

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

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

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

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

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

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

1. Monitoring method

The BOD monitored the BOM's activities by:

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



2. General Assessment

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

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

III. BOARD OF DIRECTORS

1. Activities of committees under the BOD

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

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

1.1. The Personnel and remuneration Committee

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

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



1.2. The Development Policy Committee

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

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

1.3. The Chairman's Office

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

2. Transactions, remuneration and other benefits of BOD

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

Details of income structure of the BOD members in 2019

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



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

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

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

The list of BOD members

No.	Member	Vice Chairman	Percentage of voting rights / share ownership	Current title in the BOD of other companies (as of December 31st, 2019)
1	Mr. Truong Gia Binh	Chairman	7.08%	<ul style="list-style-type: none"> - Member of the BOD of FPT Telecom Joint Stock Company. - Chairman of FPT Education Company Limited. - Member of the BOD of FPT University. - Member of the Board of Members of FPT Information System Company Limited. - BOD member of Vietnam Joint Stock Commercial Bank for Foreign Trade.
2	Mr. Bui Quang Ngoc	Vice Chairman	2.75%	<ul style="list-style-type: none"> - Member of the BOD of FPT Telecom Joint Stock Company. - Member of the BOD of FPT University. - Member of the Board of Members of FPT Information System Company Limited.
3	Mr. Do Cao Bao	Member	1.1%	<ul style="list-style-type: none"> - Member of the BOD of FPT City Joint Stock Company, Da Nang. - Member of the Board of Members of FPT Information System Company Limited.



4	Mr. Le Song Lai	Member	0%	<ul style="list-style-type: none"> - Chairman of the BOD of Bao Minh Insurance Corporation. - Member of the BOD of Vietnam National Reinsurance Corporation. - Chairman of the Board of Members of SCIC Investment Company Limited.
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5	Mr. Jean-Charles Belliol	Independent Member	0%	
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6	Mr. Tomokazu Hamaguchi	Independent Member	0%	<ul style="list-style-type: none"> - Member of the BOD of East Japan Railway Company. - Member of the BOD of Kuraray Company.
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7	Mr. Dan E Khoo	Independent Member	0%	
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4. Activities of the BOD

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

4.1. Number of BOD meetings

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



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

4.2. Content of the meetings and resolutions of BOD

Session	Participants	Resolutions issued	Content
Session One January 29th, 2019	The BOD: 7/7 members attended Observers: - The Supervisory: 1/3 members attended - The BOM: 2/3 members attended	Resolution No. 01.01-2019/NQ-HĐQT-FPT issued, dated 29/01/2019.	- Approved the 2018 business results. - Approved the 2019 business plan - Approved the 2019 – 2021 strategic directions - Implementing Resolution of AGSM 2017 dated March 31st, 2017, Approved the policy on share issuance for employees with notable achievements in 2018 - Approved the record date and Annual General Shareholder Meeting 2019's Date
Session Two March 08th, 2019	The BOD: 7/7 members attended Observers: - The Supervisory: 1/3 members attended - The BOM: 2/3 members attended	Resolution 01.03-2019/NQ-HĐQT-FPT issued, dated 08/03/2019.	- Approved Agenda of 2019 AGM - Approved BOD's Report in 2018, directions and business plan for 2019 - Approved 2019 BOD's remuneration budget, submit to the AGSM for approval - Approved 2018 Audited Financial Statements - Approved 2018 Profit Distribution plan and policy for 2019 cash dividend payment - Approved selection one (1) among four (4) audit firms (Big Four) to audit the Company's 2019 Financial Statements, including: KPMG; Deloitte; PwC; Ernst & Young and submitted to AGM for approval.



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



Session	Participants	Resolutions issued	Content
Session Six November 12th, 2019	The BOD: 7/7 members attended Observers: <ul style="list-style-type: none">- The Supervisory: 1/3 members attended- The BOM: 1/3 members attended	No resolution was issued	

4.3. Activities of independent members of the BOD

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

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

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

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



4.4. Overall evaluation of the BOD's performance

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

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

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

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

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

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

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

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

IV. THE BOD'S OPERATION ORIENTATION FOR 2020

In 2020, in order to ensure that the corporation's operation follows the strategic direction and fulfill the targets, the BOD will focus on implementing the following key tasks:



Strategy Development: Updating market and technology information trends to develop and adjust strategies as well as providing business directions to help FPT quickly seize opportunities and enhance strengths to ensure sustainable growth. At the same time, reviewing the methods and processes of strategy development to ensure consistency and transparency throughout the corporation.

Supervising activities of the BOM: Working closely with the BOM to ensure that the operation of the corporation and subsidiaries closely follow the strategic objectives and action plans.

Policy Development: Directing the development and issuance of personnel and investment policies associated with development strategies and action plans to ensure the growth of the corporation.

Governance: Reviewing, adjusting and supplementing internal rules and regulations on the principles of ensuring the compliance with the law and shareholders' benefits

Personnel Organization: Renovating and arranging personnel structure in the direction of streamlining, effective operation, at the same time, implementing the planning and rotating staffs in the corporation to improve the quality of human resources to create motivation to promote growth for the corporation.

V. STRATEGIC DIRECTIONS FOR THE PERIOD OF 2020-2022 & BUSINESS PLAN FOR 2020

1. Strategic directions for the period of 2020 – 2022

FPT continues to pursue the long-term goal of becoming global solution & services player in digital world, ranking in the Top 50 leading companies in 2030.

1.1. Technology sector

Market Trend

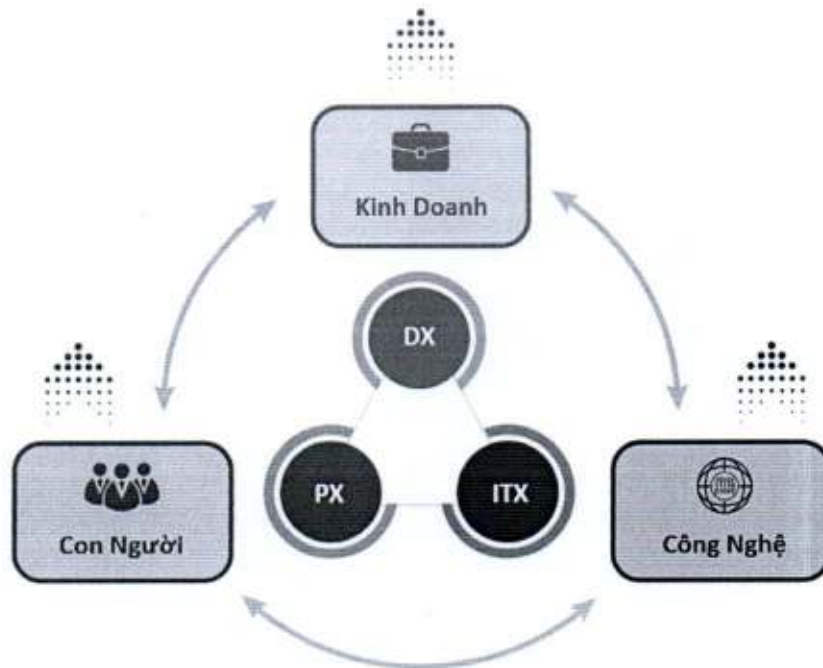
2019 witnessed a boom in IT spending in the field of digital transformation with value of over 1,100 billion USD, increasing by nearly 18% compared to 2018. Spending on IT services in general and on DX in particular are forecasted to get good growth in the coming years.

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

	2019	2020	2021	2022	2023
IT spending (USD billion)	3,737	3,865	4,007	4,146	4,286
Growth (%)	0.53%	3.4%	3.7%	3.5%	3.4%
Inside:					
IT Services (USD billion)	1,030	1,081	1,140	1,203	1,268
Growth (%)	3.6%	5.0%	5.5%	5.5%	5.4%



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



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

1.2. Telecom Sector

Market Trend

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

Long-term Target



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

Action Plan

Focusing on Improving customer experience through: (1) Satisfying customers at all stages when accessing and using the service; (2) Applying new technology to support customers in order to ensure service quality and serve customers' diverse needs; (3) Deploying new utilities services on Internet and FPT Television platforms; (4) Expanding international transmission lines and bandwidth.

1.3. Education Segment

Market Trend

Each year, the market trains about 20 million students of all levels from primary to university and post-graduate.

Long-term Target

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

Action Plan

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

2. Main targets for 2020

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

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

3. The investment plan in 2020

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

- Technology sector: investing in basic construction to meet long-term office demand at



- a reasonable cost; investing in R&D and IT system for business expansion.
- Telecommunication sector: investing in telecommunications infrastructure for business expansion; investing in North-South axis, sea cable line and data center.
 - Education and other sectors: investing in new educational institutions.

Estimated Investment Costs in 2020

Unit: VND billion

Sector	Year 2020
Technology	1,675
Telecommunications	22413
Education and Others	622
Total investment	4,710

Hanoi, March 11th 2020
ON BEHALF OF THE BOD
CÔNG TY CỔ PHẦN
FPT

CHAIRMAN TRUONG GIA BINH



The stamp contains the text: MS.DN - 0101248107, CÔNG TY CỔ PHẦN FPT, QUẬN CẦU GIẤY - TP. HÀ NỘI



REGULATION ON PROCEDURES FOR CONVENING AND VOTING AT THE 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS

According to:

- The 2006 Law on Securities amended and supplemented by Law No. 62/2010/QH12;
- The 2014 Law on Enterprises; Charter of FPT Corporation dated March 29th, 2019;
- Corporate Governace Regulation of FPT issued together with the Resolution of the 2018 AGM dated April 05th, 2018;
- Circular No. 155/2015/TT-BTC dated October 6, 2015 of the Ministry of Finance guiding the information disclosure on securities markets;
- The relevant legal documents.

General Meeting of Shareholders is the highest competent authority of FPT Corporation (“**the Company**”). Competent authority of convening general meeting of shareholders is provided in Article 13 of Charter of the Company. The convening of the meeting, conditions and procedures to conduct the meeting and voting, approve the decisions of General Meeting of Shareholders adhere to Article 17 to Article 20 of Charter of the Company, Article 6 of the Corporate Governace Regulation and Article 138 to Article 144 of the 2014 Law on Enterprises.

Article 1. Convening the Annual General Meeting of Shareholders

- Disclose information of the final list of shareholders entitled to attend the 2019 Annual General Meeting of Shareholders: February 12th, 2020.
 - The record date for the list of shareholders entitled to attend and vote at the Annual General Meeting of Shareholders: March 04th, 2020.
 - Time and venue of the Annual General Meeting of Shareholders (tentative): April 08th, 2020 at Hanoi Daewoo Hotel, 360 Kim Ma, Ngoc Khanh, Ba Dinh, Hanoi
 - Send the notice of invitation to the meeting to all shareholders entitled to attend the meeting as stipulated in Article 17 of Charter of the Company and Article 6, Section 1 of Corporate Governace Regulation and Article 138, 139 of the 2014 Law on Enterprises
1. The notice of the meeting of the General Meeting of Shareholders must be in the following forms:
- o Posted on the website of the Company: www.fpt.com.vn
 - o Announced on the information network of the Ho Chi Minh City Stock Exchange
 - o Sent to such shareholders by direct delivery or by registered courier to the registered address of the shareholders or to authentic email address provided by such shareholders in order to receive information.
 - o Placed in a sealed envelope and sent directly to them at their work place where the shareholders are employees of the Company; or sent to their e-mail address.





2. The notice of the meeting of the General Meeting of Shareholders must comprise the agenda of the meeting, the form of appointing authorized representative to attend and the link to download meeting documents from the website of the Company.
3. The meeting documents, the draft resolution on each issue in the meeting agenda, voting cards and information relating to the issues which will be discussed & voted on will be posted on the website of the Company www.fpt.com.vn.
4. The notice of a meeting of the General Meeting of Shareholders must be sent at least fifteen (15) days prior to the date of the meeting of the General Meeting of Shareholders (calculated from the date on which the notice is validly sent or delivered, the date on which the postal charge is paid, or the date on which the notice is put in the mailbox;
5. A shareholder or a group of shareholders holding more than five (5) per cent of the total ordinary shares for a consecutive period of six (6) months or more shall have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least three (3) business days before the time of opening of the General Meeting of Shareholders. The proposal must contain the full names of the shareholders, the number and class of shares held by them, and the items proposed to be included on the agenda. The convenor of the General Meeting of Shareholders shall have the right to reject a proposal mentioned in the following cases:
 - o The proposal is not sent on time, or insufficient, in relation to an irrelevant matter;
 - o At the time of the proposal, the shareholder or group of shareholders have not owned at least five (5) per cent of the ordinary shares for a consecutive period of six (6) months (in accordance with Section 4 Article 11 of the Charter of the Company);
 - o The proposed items do not fall within the authority of the General Meeting of Shareholders for discussion and approval.

Article 2. Conditions for conducting the General Meeting of Shareholders:

Comply with Article 18 of the Charter of the Company

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 51% of the voting shares;
2. When the number of attendees required is insufficient within thirty (30) minutes from the time set to open the meeting, the convenor cancels the meeting. The meeting shall be reconvened within a period of thirty (30) days from the scheduled date for holding the first General Meeting of Shareholders. The General Meeting of Shareholders which is convened for a second time shall be conducted when the number of attending shareholders and authorized representatives represent at least 33% of the voting shares.



3. When the second General Meeting of Shareholders cannot take place because the number of attendees required is not present within thirty (30) minutes from the time set to open the meeting, the General Meeting of Shareholders may be convened for a third time within twenty (20) days from the scheduled date for holding the second General Meeting of Shareholders. In such a case, the General Meeting of Shareholders shall be conducted irrespective of the number of attending shareholders or authorized representatives, and shall be deemed valid and shall have the right to make decisions on issues which may have been approved at the first General Meeting of Shareholders.

Article 3. Procedures for conducting and voting the General Meeting of Shareholders

Comply with Article 19 of the Charter of the Company, and Article 6, Section 3 of the Corporate Governance Regulation and Article 142 of the 2014 Law on Enterprises.

1. Registration to attend the General Meeting of Shareholders

- On the date of holding the General Meeting of Shareholders, the Company must carry out procedures to register its shareholders and such registration shall continue until all shareholders entitled to attend the meeting and who are present have been registered.
- When a shareholder is registered, the Company shall grant such shareholder with voting rights or his/her authorized representative a voting card which states the number of registration, full name of the shareholder, full name of the authorized representative and the number of votes of such shareholder.
- Any shareholder who comes to the General Meeting of Shareholders late shall be registered and shall have the right to immediately participate in voting at the General Meeting of Shareholders. The chairman shall not delay the General Meeting of Shareholders so that late shareholders may register, and the effectiveness of any voting which has already been conducted before the late shareholders attended shall not be affected.

2. **Meeting form and procedures for conducting the General Meeting of Shareholders:** Comply with Article 19 of the Charter of the Company and Article 6, Section 3 of Corporate Governance Regulation and Article 142 of Law on Enterprises 2014.

3. **Voting at the General Meeting of Shareholders:** Comply with Article 19 of the Charter of the Company and Article 6, Section 3 of Corporate Governance Regulation and Article 142 of Law on Enterprises 2014.

a. Voting Forms:

Shareholder shall have the rights for voting when satisfying one of the two following conditions:

- (i) exercising the rights of voting at the AGM; or
- (ii) exercising via remote vote once satisfying the conditions regulated in section 4 of this article.

b. Vote Counting Committee



- The General Meeting of Shareholders shall elect the persons who shall be responsible to check the votes or to supervise the checking of votes at the request of the chairman. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders on the basis of a request of the chairman but must not exceed the number stipulated by applicable law.

c. Voting and announce the result

- When voting is conducted at the General Meeting of Shareholders, shareholders or authorized representatives shall vote by selecting agree, disagree or abstentions for each issue, then signed their full name on the voting card (granted when registering);
- In case of arising new contents need to be voted or modifying of existing contents at the AGM, the shareholders who vote from distance shall be considered absent for the contents. Voting rate shall be counted based on the Shareholder attending at the AGM.
- The vote counting committee shall collect votes and conduct the counting of votes;
- The voting result will be announced just before the closing of the meeting;
- The minutes of votes counting will be posted on website of the Company within fifteen (15) days since the date of ending counting votes.

4. Remote Vote:

In case where Shareholders do not attend the AGM, the Shareholders may exercise their right of voting by way of remote vote. The remote vote shall be implemented in chronological order as follows:

- a. Shareholders perform procedures to verify the identity of shareholders & register by logging into the website: www.agm.fpt.com.vn or contact telephone number (84 24) 7300 7300/ Ext: 46494 for any support.
- b. The Company provides shareholders with Voting Ballot attached QR code with Shareholders information encrypted.
- c. After receiving the Voting Ballot, Shareholders can print Voting Ballot hard copy (attached QR code), start to vote and send via enhanced message service (EMS) to the Company by **12:00PM** of the date **April 07th, 2020**, with the information of recipient as follows:

Recipient: FPT CORPORATION BOARD OF DIRECTORS

Address: FPT Building, No. 17 Duy Tan Street, Dich Vong Ward, Cau Giay District, Hanoi

Tel: (84 24) 7300 7300

Fax: (84 24) 3768 7410

- d. All information of the Voting Ballot shall be kept in strict confidentiality until vote counting.
- e. At the beginning of registration, checking attendance qualification of the Shareholders at the AGM, Organization Committee will open the Voting Ballot of the Shareholders who exercise their rights of remote vote in order to check attending qualification of Shareholders. For the Shareholders whose eligibility is qualified, their Voting Ballot shall be put into the Ballot-box and shall be examined and collected together with the Voting Ballot distributed at the General Meeting in accordance with this Rules.



5. Voting Ballot

- a. In case shareholders exercise voting at AGM, valid voting ballot must:
 - Not be erased, changed the printed contents. In case of having any content needs to be supplemented, the order of such contents must be complied, additional contents shall not be acceptable except for the contents required by the Organization Committee;
 - For separate content, choose one (01) of three (03) voting status shown on Voting Ballot (Approved, Not approved and Abstain); and
 - Be signed by a Shareholder being an individual or signed by the authorized representative or the legal representative of the Shareholder being an organization.
- b. In case shareholders exercise remote vote, valid voting ballot must:
 - Follow the template attached QR code provided by the Company;
 - Not be erased, changed the printed contents. In case of having any content needs to be supplemented, the order of such contents must be complied, additional contents shall not be acceptable except for the contents required by the Organization Committee;
 - For separate content, choose one (01) of three (03) voting status shown on Voting Ballot (Approved, Not approved and Abstain);
 - Be signed by a Shareholder being an individual or signed by the authorized representative or the legal representative of the Shareholder being an organization; and
 - Voting Ballot and Invitation Letter (original copy) must be put in a stacked and sealed envelope before sending to the Company on time as regulated in Section 4 of this Article.
- c. Ballots not sent to the Company are considered as ballots not participating in the voting.

Article 4. Approval of decisions of the General Meeting of Shareholders

Comply with Article 20 of the Charter of the Company and Article 6, Section 4 of the Corporate Governance Regulation and Article 144 of the 2014 Law on Enterprises.

Article 5. Minutes of the General Meeting of Shareholders

Comply with Article 22 of the Charter of the Company and Article 6, Section 5 of the Corporate Governance Regulation and Article 146 of 2014 Law on Enterprises.

1. Minutes must be prepared in Vietnamese and English (information published in English is for reference only) and must contain the following main contents:
 - Name, head office address, business registration number;
 - Time and location of the General Meeting of Shareholders;
 - Agenda, and content of the meeting;
 - Fullname of the Chairman and the Secretary;
 - Summary of the meeting and opinions stated in the General Meeting of Shareholders;
 - Number of shareholders and total number of votes of attending shareholders, appendix listing registered shareholders and representatives of shareholders attending the meeting with the total number of their shares and the corresponding total number of votes;



- Total number of votes for each issue voted on, specifying the voting method, the number of votes, for, against, and abstentions; and the corresponding percentage on the total number of votes of shareholders attending the meeting;
 - Passed issues and corresponding percentage of “for” votes;
 - Signature of the Chairman and the Secretary.
2. The minutes and resolution of the General Meeting of Shareholders must be completed and approved prior to the closing of the meeting.

Article 6. Demand for cancellation of decisions of the General Meeting of Shareholders

Comply with Article 23 of the Charter of the Company and Article 6, Section 6 of Corporate Governance Regulation.

Article 7. Disclosure of the minutes and the resolution of the General Meeting of Shareholders

Within 24 hours from the closing of the meeting, the minutes and the resolution of the General Meeting of Shareholders will be uploaded on the website of the Company at address www.fpt.com.vn and is submitted to the State Securities Commission and Ho Chi Minh City Stock Exchange for information disclosure under current legal regulations.

Article 8. Execution Provision

This Rules shall be effective from the date the Chairman of BOD signed on promulgation and this Rules shall be applied at the annual General Meeting 2019 held on 08th April 2020./.

Hanoi, March 11th, 2020

ON BEHALF OF THE BOD

CHAIRMAN

TRUONG GIA BINH