

CÔNG TY CỔ PHẦN FPT  
FPT CORPORATION

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

Số: 69/FPT-FAF  
No.: 69/FPT-FAF

Hà Nội, ngày 16 tháng 03 năm 2022  
Hanoi, March 16<sup>th</sup> 2022

**CÔNG BỐ THÔNG TIN ĐỊNH KỲ**  
**PERIODIC INFORMATION DISCLOSURE**

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

1. Tên tổ chức/*Name of organization*: Công ty Cổ phần FPT/ *FPT Corporation*

- Mã chứng khoán / *Stock code*: FPT/ *FPT*

- Địa chỉ/*Address*: Số 10, phố Phạm Văn Bạch, Phường Dịch Vọng, Quận Cầu Giấy, Thành phố Hà Nội, Việt Nam/ *10 Pham Van Bach Street, Dich Vong Ward, Cau Giay District, Hanoi, Vietnam*

- Điện thoại liên hệ/*Tel.*: 024. 7300 7300 Fax: 024. 3768 7410

- E-mail: [ir@fpt.com.vn](mailto:ir@fpt.com.vn)

website: <https://fpt.com.vn>

2. Nội dung thông tin công bố: Công bố thông tin tài liệu Đại hội đồng cổ đông thường niên năm 2022 / *Information disclosure on documents of the 2022 Annual General Meeting of Shareholders*.

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 16/03/2022 tại đường dẫn <https://fpt.com.vn/vi/nhadautu/thong-tin-cong-bo/> *This information was published on the company's website on March 16th 2022, as in the link <https://fpt.com.vn/en/ir/information-disclosures>*

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/*We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

**Tài liệu đính kèm/Attached documents:** Thông báo mời họp Đại hội đồng cổ đông thường niên 2022, Nghị quyết HĐQT số 01.03-2022/NQ-HĐQT/FPT, Tài liệu Đại hội đồng cổ đông thường niên năm 2022/ *Invitation to the 2022 Annual General Meeting of Shareholders, The BOD's Resolution No. 01.03-2022/NQ-HĐQT/FPT, the documents of the 2022 Annual General Meeting of Shareholders.*

**Đại diện tổ chức**

**Organization representative**

Người được UQ CBTT

*Person authorized to disclose information*



Dương Hoàng Phú





## FPT CORPORATION

Address: No 10 Pham Van Bach Street, Dich Vong Ward, Cau Giay District, Ha Noi, Vietnam.

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

Company Code No. 0101248141, 51<sup>st</sup> version issued by Hanoi Department of Planning and Investment on July 06<sup>th</sup>, 2021

Hanoi, March 15<sup>th</sup>, 2022

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### INVITATION TO THE 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS

To:

Address:

Following the spirit of the Government's "National Digital Transformation Program", from 2022 until further notice, official notifications from the Company including but not limited to the Invitation to the AGM will be sent via the official communication channel of **shareholders' email address** registered in the list of shareholders kept at the Vietnam Securities Depository Center. In addition, Shareholders can **register to receive official notification via email** by scanning the QR code below and filling in the required information.

The Board of Directors (BOD) respectfully invites shareholders of FPT to attend the 2022 Annual General Meeting of Shareholders (AGM). Details of the meeting are as follows:

- Time:** 13:00 Thursday, April 07<sup>th</sup>, 2022.
- Attending options:** To facilitate Shareholders' execution of all rights and obligations at the AGM, Shareholders may choose one of the below options to attend the event:
  - Attending virtually:** Due to the complicated development of Covid-19 pandemic, the Company encourages Shareholders to attend virtually at <https://agm.fpt.com.vn>
  - Attending in-person:** Depending on the actual development of the pandemic situation, the Company may limit the number of registrations of in-person attendance.
    - Venue:** Conference room, 8th floor, FPT Tower, No. 10 Pham Van Bach Street, Dich Vong Ward, Cau Giay District, Hanoi.
    - Shareholders or assignees attending the AGM, please bring all the following documents: AGM invitation, ID card/Citizen ID card/Passport used to register the securities account holding FPT shares, Power of attorney (if authorized to attend the AGM).
- Shareholders please register for the mode of attendance from March 17<sup>th</sup>, 2022 by scanning the QR code below and filling in the required information.
- Authorization to attend the AGM:** Shareholders authorize in writing another person or one of the BOD members of FPT Corporation (the attached power of attorney form or download at <https://fpt.com.vn>). Shareholders send the power of attorney by post with the envelope enclosed with this invitation and the documents need to arrive at FPT before 23:00 April 06<sup>th</sup> 2022.
- Voting:** Shareholders carry out the electronic voting via the e-vote platform at <https://agm.fpt.com.vn> or contact directly telephone number +84 287 3028 999 for instruction. Voting can be conducted before the AGM, from March 17<sup>th</sup>, 2022 to before the end of voting period for each voting issue.
- AGM documents:** To protect our environment, the AGM will go paperless. Documents for the AGM will be available on the FPT website on March 17<sup>th</sup>, 2022 at <https://fpt.com.vn>.

It is our great honor to welcome you at the 2022 Annual General Meeting of Shareholders of FPT Corporation.

Yours respectfully,



QR code to register attending form  
and receive information via email



*Note: All expenses related to the attendance at FPT AGM, which include accommodation, traveling and other personal expenses will be borne by shareholders.*







No.: 01.03-2022/NQ-HĐQT/FPT

Hanoi, March 15<sup>th</sup>, 2022

**BOARD OF DIRECTORS RESOLUTION  
FPT CORPORATION**

**BOARD OF DIRECTORS OF FPT CORPORATION**

*Pursuant to Law on Enterprise dated June 17<sup>th</sup>, 2020;  
Pursuant to Law on Securities dated November 26<sup>th</sup>, 2019;  
Pursuant to Company Charter of FPT Corporation (“**the Company**”);  
Pursuant to Minutes of the Board of Directors’ meeting No 01.03-2022/BB-HĐQT/FPT  
dated March 14<sup>th</sup>, 2022;*

**DECIDED:**

**Article 1:** Approve Agenda of 2022 Annual General Meeting of Shareholders (“**the AGM**”) (as attached), cordially submit to the AGM for approval;

**Article 2:** Approve the Regulation on Organizing the 2022 AGM of FPT Corporation.

**Article 3:** Approve Report of the Board of Director (“**BOD**”) in 2021, directions and business plan for 2022, details as attached, cordially submit to the AGM for approval.

**Article 4:** Approve the 2022 BOD’ remuneration package, cordially submit to the AGM for approval. Details are as follows:

- Salary for executive members of the BOD: **VND 10.76 billion**;
- Bonus for executive members of the BOD: not exceeding **0.49%** FPT Corporation’s profit before tax;
- Compensation for non-executive members of the BOD: **VND 6 billion**.

**Article 5:** Approve Audited Financial Statements for the year 2021. For more details, please visit: <https://fpt.com.vn/vi/nhadautu/cong-bo-thong-tin>, cordially submit to the AGM for approval.

**Article 6:** Approve 2021 Profit Distribution plan and policy for 2022 dividend payment, cordially submit to the AGM for approval. Details are as follows:

**Plan for 2021 profit distribution**

- FY2021 cash dividend payment of 20% (VND 2,000 per share), in which:
  - o Already paid in 2021: 10%
  - o The rest (10%) will be paid following the AGM’s approval.
  - o Schedule: Before the end of the 3<sup>rd</sup> quarter of 2022.

**Plan for stock dividend payment**

- FY2021 ratio of stock dividend is 20% (5:1)
  - o Source: Undistributed after-tax earnings of the holding company.
  - 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.





- Schedule: immediately after the AGM's approval (at the same time with the rest of FY2021 cash dividend payment)

#### **FY2022 cash dividend payment plan**

- FY2022 cash dividend plan of 20% (VND 2,000 per share – on new outstanding shares after the stock dividend).
- The BOD will decide on the cash dividend advance when appropriate during the year, based on the actual business result and other considerations to optimize business activities.
- The actual FY2022 cash dividend will be approved by the 2023 AGM.

**Article 7:** Approve selection one (1) among four (4) audit firms as below (Big 4) to audit the 2021 financial statements, cordially submit to the AGM for approval.

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

**Article 8:** Approve the proposal and submit to the AGM for approval and election of the BOD and the Supervisory Board for 2022-2027 term, details as the attached.

**Article 9:** Approve the proposal of amending the details of the registered business lines as attached, cordially submit to the AGM for approval.

**Article 10:** This Resolution takes effect on signing date.

**Article 11:** Board of Directors, Board of Supervisors, Board of Management of FPT Corporation, and the relevant entities/individuals are obliged to execute this Resolution./.

**To:**

- As Article 11;
- BOD Office.

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



  
**Trung Gia Binh**





Hanoi, March 15<sup>th</sup>, 2022

## **REGULATION ON ORGANIZING 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*Pursuant to Law on Enterprises No. 59/2020/QH14 regulated by National Assembly of Vietnam on June 17<sup>th</sup> 2020;*

*Pursuant to Law on Securities No. 54/2020/QH14 regulated by National Assembly of Vietnam on November 26<sup>th</sup> 2019;*

*Pursuant to Decree 155/2020/ND-CP dated on December 31<sup>st</sup> 2020 of Government on Law on Securities;*

*Pursuant to Charter of FPT Corporation (The "Corporation");*

*Pursuant to Corporate governance regulations in accordance with Resolution of 2021 Annual General Meeting of Shareholders dated on April 8<sup>th</sup> 2021;*

*Pursuant to Relevant legal documents.*

### **Article 1. Scope and Subject of application**

1. This Regulation stipulates the organization and operation of the 2022 Annual General Meeting of Shareholders ("**AGM**") of FPT Corporation (here after referred to "Corporation").
2. This Regulation shall be applied to the Representatives participating in 2022 Annual General Meeting of Shareholders of FPT Corporation.

### **Article 2. Definition of Terms**

1. "**Representative**" is a shareholder or an authorized representative of a shareholder attending the 2022 Annual General Meeting of Shareholders of the Corporation.
2. "**Online General Meeting of Shareholders**" is a form of organizing the AGM using electronic means to transmit images and sound via the Internet, allowing Representatives in different locations to follow the progress of the meeting, discuss and exercise their voting rights.
3. "**E-voting**" is the use of computers or other devices connected to the Internet to vote through the Electronic Voting System regulated and announced by the Corporation.
4. "**E-voting system**" is a system that provides the Members with tools to exercise related rights, including but not limited to the right of E-voting, when attending the General Meeting of Shareholders.
5. "**Identification factor**" is the information needed to accurately identify a subject in a context.

### **Article 3. Notice of invitation to the AGM**

- Disclosure of information on the closing of the list of shareholders entitled to attend the 2022 AGM: January 26<sup>th</sup>, 2022.
- Final registration date to determine the eligible shareholders to participate and vote at the AGM: March 03<sup>rd</sup>, 2022.
- Scheduled date: April 07<sup>th</sup>, 2022.
- Venue:





- Offline venue: Conference room, 8th floor, FPT building, 10 Pham Van Bach street, Dich Vong ward, Cau Giay district, Hanoi
  - Online venue: any location at the discretion of the Representatives to attend the online AGM and E-vote in accordance with this Regulation.
  - The meeting invitation is sent to each shareholder who is eligible to attend the meeting in compliance with Article 17 of the Corporate Charter, Clause 1 Article 6 of the Corporate Governance Regulation and Article 142, 143 of the Enterprises Law 2020.
1. Forms of notice of the General Meeting of Shareholders:
    - Publish on the Corporation's website at: <http://fpt.com.vn/>;
    - Publish on the media of the Ho Chi Minh Stock Exchange;
    - Send to shareholders by hand delivery or secured mail delivery to the registered address of the shareholders and send to shareholders' confirmed email address for information sharing purpose;
    - In case shareholders register with the Corporation a fax number and/or email address, the notice of the General Meeting of Shareholders may be sent to that fax number and/or email address.
    - In case the shareholder is working in the Corporation, notice can be sent in a sealed envelope to their workplace; or send a notice to that shareholder's work email address.
  2. The notice of the AGM includes the agenda and a link to download meeting documents from the website of the Corporation.
  3. Documents used in the meeting, draft resolutions for each agenda issue, and other related information on the issues to be discussed and voted at the meeting shall be posted on the Corporation's website <http://fpt.com.vn/>.
  4. The meeting invitation of AGM must be sent to all shareholders in the list of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the AGM (from the date on which the notice is duly sent or transmitted, paid for, or placed in the mailbox).
  5. The shareholder or group of shareholders holding 5% of the total number of common shares has the right to propose issues to be included in the agenda of the AGM. Proposals must be made in writing and must be sent to the Corporation at least seven (07) working days before the opening of the AGM. The proposal must include the full name of the shareholder, the number and type of shares he/she holds, and the proposal content. The convener of the AGM has the right to reject these proposals in the following cases:
    - The proposal was not sent in time or with insufficient information or not the right content;
    - At the time of proposal, the shareholder or group of shareholders does not have at least 5% of the common shares specified in Clause 4 Article 11 of the Corporate Charter;
    - The proposed issue is not within the scope of competence of the AGM to discuss and approve.





#### **Article 4. Conditions for conducting the Annual General Meeting of Shareholders**

1. The AGM shall be conducted when the number of attending shareholders represents at least 50% of the voting shares. A shareholder is considered to attend the meeting when he/she attends the meeting directly or confirms their attendance online through the E-Voting System.
2. In case the first meeting is not eligible to conduct, the General Meeting of Shareholders must be convened for a second time within thirty (30) days from the intended date of holding the first General Meeting of Shareholders. The reconvened AGM is only allowed when attended by the shareholders and authorized representatives who represent at least 33% of the shares with voting rights.
3. In case the second AGM is not eligible to conduct, AGM has the right to convene the third meeting within twenty (20) days from the intended date of organizing the second meeting. In this case the meeting shall be conducted regardless of the number of voting shares of attending shareholders.

#### **Article 5. Rights and obligations of representatives when attending the General Meeting of Shareholders**

- Representative attending the General Meeting of Shareholders are entitled to vote on all issues within their competence in accordance with the law and the Corporate Charter in the form of electronic voting.
- Representative attending the online General Meeting of Shareholders must be responsible for keeping the access information confidential to ensure that only representative has the right to vote on the Electronic Voting System. The result of a representative's vote on the Electronic Voting System is considered as the final decision of representative. Representative is responsible for the law and the Corporation for the results of the E-Voting that was conducted on the Electronic Voting System.
- When detecting that the sign-in information and/or other identification factor is lost, stolen, revealed, or suspected, Representative must immediately notify the Corporation to take measures to ensure security. Representative shall be responsible for any damages, losses and risks caused by representative's fault.
- Representative arriving after opening of the meeting are still registered and have the right to vote after registration; in this case, the effectiveness of the contents voted previously will remain no change. This regulation also applies to representatives who log in to the system to attend the online General Meeting of Shareholders.

#### **Article 6. Procedures for conducting and voting at the General Meeting of Shareholders**

In compliance with the provisions of Article 19 of the Corporate Charter, Clause 3, Article 6 of the Corporate Governance Regulation and Article 146 of the Enterprise Law 2020.

##### **1. Registration to attend the AGM**

- On the day of the AGM, the Corporation conducts shareholder registration procedure and must do this procedure so until all shareholders who are entitled to attend the meeting have registered.
- Representative who attends the AGM late has the right to register immediately, participate and vote at the Meeting. The Chairperson is not responsible for stopping





the meeting so that the late representative can register and the effectiveness of the voting conducted before the attendance of late representative will not be affected.

- For delegates to attend the General Meeting of Shareholders online, delegates will access the link sent in the Meeting Invitation, choose to log in as a Shareholder with the username as “ownership registration number, ID card”. Shareholders will be confirmed to have attended after authentication and logging in the e-vote platform in one of the following ways:

- + Authenticate via eKYC information of ID card/passport used to register the securities account holding FPT shares;

- + Authenticate via OTP sent via SMS/Email registered in the list of shareholders or internal email in case shareholders are employees of the Company.

2. **The form of meeting and the procedure to conduct the AGM:** complied with the provisions of Article 19 of the Corporate Charter and Article 146 of the Enterprise Law 2020.

3. **Form of participation and voting at the AMG**

- a. **Forms of participation and voting**

Representatives can attend the AGM offline or online, and perform E-voting as specified in Clause 4 of this Article. Detailed instructions for attending the AGM will be issued and available on the Corporation's website <https://fpt.com.vn/>.

Due to the complicated development of Covid-19 pandemic, the Company encourages Shareholders to attend virtually. In order to ensure the disease prevention for offline meetings, the Company will limit the number of in-person attendance according to the instructions on epidemic prevention and control of the competent state agencies during the General Meeting of Shareholders, those who have registered to attend in-person with the registration form attached to the Meeting Invitation Letter will be prioritized to attend the meeting in case the number of registered people exceeds the regulations of competent state agencies on organizing events with a large gathering of people.

- b. **The Vote Counting Committee**

The meeting elects the people responsible for counting votes or supervising the counting of votes at the request of the Chairman. Members of the Vote Counting Committee do not exceed three people.

- c. **Method of voting and announcement of results**

- Voting publicly by electronic voting;
- Voting via electronic voting shall comply with the provisions of Clause 4 of this Article;
- The vote counting results are announced right before the closing of the meeting;
- Minutes of vote counting will be posted on the Corporation's website within fifteen (15) days from the date of completion of vote counting.

4. **Electronic voting**

- a. **Principles and methods of conducting E-voting:**

- From March 17<sup>th</sup>, 2022, Delegates have the right to access and vote on matters under the competence of the AGM. At the end of the voting time specified on the notice of the E-voting System, the system will not record additional E-voting results of the Representative.
- The Representative votes on each content in the agenda. In the form of E-voting, for





each content, the Representative chooses one of the three options "Agree", "Disagree", "No opinion" on the voting form in the E-Voting System. After completing voting on all contents that need to be voted at each voting round, the Representative presses "vote" to save and send the voting results to the system.

- In case the agenda of the meeting is added with the content proposed by a shareholder/group of shareholders and approved by the AGM, the Representative may conduct additional voting. If the Representative does not conduct additional voting, it is considered not to vote on these contents.
- A Representative can change the voting result many times but cannot cancel the voting result. The E-voting system only records the final voting results at the end of the each voting round as specified.

**b. Method of counting votes:**

The votes of each Representative are recorded by the system by: number of "Agree" votes, "Disagree" votes, and "No opinion" votes.

**5. Discussion at the AGM:**

- The discussion at the AGM is coordinated by the Chairman or the representative of the Organizing Committee of the AGM, ensured compliance with the provisions of the Corporate Charter.
- Representatives attending the AGM, shareholders or authorized representatives can ask questions directly or send questions to the Corporation through the online system of the AGM. The Secretary Committee of the Meeting is responsible for recording the name of the Representative, the code of the Representative (if any) and the content of the question.
- Depending on the time of the AGM, the AGM organizing committee can select a suitable online channel for participants to speak, comment and receive answers from the Corporation.

**6. Authorization procedure**

- a. Shareholders can authorize all or a portion of owning shares to other individuals or organizations to attend and vote on their behalf at the meeting.
- b. Shareholders who are organizations owning at least 10% of the total number of common shares can authorize all or a portion of their owning shares to up to 03 representatives to attend and vote on their behalf at the meeting.
- c. An authorization takes effect when it satisfies the following conditions:
  - Shareholders complete the information in the power of attorney of the Corporation, and have not logged in and authenticated to attend the General Meeting of Shareholders at <http://agm.fpt.com>;
  - Power of Attorney is printed under the power of attorney sample of the Company with full signature, full name, stamp (if an organization) of the authorizing party and the authorized party;
  - In case that Shareholders authorized another to attend the General Meeting of Shareholder virtually, the hard copy of the power of attorney should be have beent sent to the address: FPT Tower, No.10 Pham Van Bach street, Dich Vong Ward, Cau Giay district, Hanoi before 23h, April 06<sup>th</sup>, 2022.

If a shareholder conducts authorization to an individual or an organization to attend the AGM on his/her behalf without using the authorization form of the Corporation, the authorization document must be made in accordance with the civil law and must clearly specify the name of individuals, organizations to be authorized and the





number of shares to be authorized. Besides, the power of attorney should have information of ID card/Passport of the assignee in order to ensure to log in e-vote platform of the Company.

- d. Cancellation of authorization for authorized shareholders: the shareholder sends the official written request to cancel the authorization prior to the official opening of the meeting. The period of recognizing the cancellation takes effect from the time the Corporation receives the official written request to cancel the authorization of the shareholder. The notification of cancellation of authorization should be sent to the Assignee and FPT in writing, including:
- Information of Asignor: Full-name, ID card/Passport/Business Registration, number of owned shares.
  - Information of Assignee: Full-name, ID card/Passport/Business Registration, number of representative shares.
  - Content to cancel authorization.
- e. Cancellation of authorization has no effect if the authorized representative has voted on any issue of the content in the agenda of the General Meeting of Shareholders.

#### **Article 7. Approval of decisions of the General Meeting of Shareholders**

In compliance with Article 20 of the Corporate Charter, Clause 4 Article 6 of the Corporate Governance Regulations and Article 148 of the Law on Enterprises 2020.

#### **Article 8. Minutes of the General Meeting of Shareholders**

In compliance with Article 22 of the Corporate Charter, Clause 5 Article 6 of the Corporate Governance Regulations and Article 150 of the Law on Enterprises 2020.

1. The minutes are made in Vietnamese and English (the information published in English is for reference only), including the following main contents:
  - Name, address of head office, enterprise code;
  - Time and location of the General Meeting of Shareholders;
  - Agenda and contents of the meeting;
  - Full name of the Chairman and Secretary;
  - Summary of the meeting progress and opinions at the meeting on each content in the agenda;
  - Number of shareholders and the number of votes of the attending shareholders, the list of shareholder registration appendix, shareholder representatives attending the meeting with the corresponding number of shares and number of votes;
  - Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, "Agree", "Disagree" and "No opinion" votes; corresponding rate on the total number of votes of shareholders attending the meeting;
  - The issues passed and the respective percentage of votes passed;
  - Signature of the Chairman and the Secretary.
2. Minutes of the meeting and Resolutions of the AGM must be completed and approved by the AGM before the end of the meeting.

#### **Article 9. Request to revoke decisions of the General Meeting of Shareholders**

In compliance with Article 23 of the Corporate Charter.





**Article 10. Disclosure of Meeting Minutes and Resolutions of the General Meeting of Shareholders**

Within 24 hours from the end of the meeting, the minutes and resolutions of the AGM will be posted on FPT's website at <https://fpt.com.vn/> and sent to the State Securities Committee and Ho Chi Minh City Stock Exchange to publish information in accordance with current law.

**Article 11. Implementation term**

This Regulation takes effect from the date of being signed by the Chairman of the Board of Directors and shall be applied at the 2022 Annual General Meeting of Shareholders scheduled to be held on April 07<sup>th</sup>, 2022.

**ON BEHALF OF THE BOD  
CHAIRMAN**



*(Handwritten signature)*  
**Truong Gia Binh**







Hanoi, March 15th, 2022

**REGULATION ON ELECTING  
MEMBERS OF THE BOARD OF DIRECTORS AND MEMBERS OF THE  
SUPERVISORY BOARD OF FPT CORPORATION**

*(as an attachment to the Regulation on organizing the AGM in 2022)*

*Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17<sup>th</sup>, 2020;*

*Pursuant to Decree No. 155/2020/ND-CP dated December 31<sup>st</sup>, 2020;*

*Pursuant to the Charter of FPT Corporation.*

The Annual General Meeting of Shareholders ("AGM") in 2022 of FPT Joint Stock Company ("**the Corporation**") conducts the election of members of the Board of Directors ("**BOD**") and members of the Supervisory Board ("**BOS**") for the term 2022-2027 according to the following regulations:

**Article 1. Election principles**

1. Voting in accordance with the Law, the Charter, ensuring democracy and the legitimate interests of all shareholders.
2. Voting publicly by voting through the Electronic Voting System regulated by the Corporation.

**Article 2. Criteria and conditions of members of the BOD and Supervisors**

1. For members of the BOD:
  - Members of the BOD must meet the standards and conditions specified in Clauses 01 and 02, Article 155 of the Law on Enterprises.
  - A member of the BOD is only allowed to concurrently be a BOD member at a maximum of five other companies.
2. For Supervisors:

Supervisors must meet the standards and conditions as prescribed in Article 169 of the Law on Enterprises and do not fall into the following cases:

  - Working in the accounting and finance department of the Corporation;
  - Being a member or employee of an audit organization approved to audit the Corporation's financial statements for the previous three years.

**Article 3. List, candidate profiles, and the tenure of members of the BOD and Supervisors**

According to the Proposal of "Ref. election of the Board of Directors and Supervisory Board for the 2022 – 2027 term" approved by the AGM.

**Article 4. Number of members of the BOD and Supervisors**

The number of the BOD and the BOS members for the term 2022-2027 shall comply with the provisions of Clause 01, Article 24 and Clause 01, Article 36 of the current Corporate Charter unless the General Meeting of Shareholders decides otherwise:







- The number of elected members of the BOD is 07 members.
- The number of elected BOS members is 03 members.

**Article 5. Election method**

Voting to elect members of the BOD and BOS must be carried out by cumulative voting. Each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of members elected by the BOD or the BOS. Shareholders have the right to pool all their votes for one or several candidates.

**Article 6. Principles of the election of members of the BOD and Supervisors**

The elected members of the BOD or BOS are determined by the number of votes counted from the highest to the lowest, starting from the candidate with the highest number of votes until the number of members specified in the Charter is sufficient. If two or more candidates obtain the same number of votes for the last member of the BOD or BOS, a re-election will be conducted among the candidates with the same number of votes.

**Article 7. Preparation and publication of Election Minutes**

The Vote Counting Committee must make a record of counting votes. The full text of the vote-counting minutes must be announced before the General Meeting.

**Article 8. Complaint settlement**

Complaints about voting and counting of votes will be resolved by the Chairman and recorded in the minutes of the General Meeting of Shareholders.

**Article 9. Effect of Regulations**

This Regulation consists of 09 articles, which are read publicly in the AGM and takes effect immediately after the AGM votes to approve./.

**ON THE BEHALF OF THE ORGANIZING COMMITTEE OF  
2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**CHAIRMAN**



**Truong Gia Binh**





**2022**

**AGM DOCUMENTS**

**FPT CORPORATION**







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**TENTATIVE AGENDA**  
**2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Time:** 13:00, Thursday, April 07<sup>th</sup>, 2022  
**Venue:** Conference Room, 8<sup>th</sup> Floor, FPT Tower, No.10 Pham Van Bach Street, Dich Vong Ward, Cau Giay District, Hanoi  
**Online:** At address <https://agm.fpt.com.vn>

No.	Time	Content (draft)	Person in Charge
1	13:00 – 14:00	Registration	Organization Committee
2	14:00 – 14:05	Opening ceremony	Organization Committee
3	14:05 – 14:10	Report on the validity of AGM	Supervisory Board
4	14:10 – 14:20	Introduction of the presidium, nomination of AGM secretary, election of the voting committee and approval of the meeting agenda	Chairman
5	14:20 – 14:30	BOD's 2021 Report BOD's 2022 Budget and remuneration for BOD	BOD
6	14:30 – 14:45	Board of Management's 2021 Report on business activities and 2022 Plan	BOM
7	14:45 – 15:00	2021 Audited Financial Proposals 2021 Profit Distribution plan 2022 Cash dividend Payment plan Proposal of amending business lines	BOM
8	15:00 – 15:10	Supervisory Board's 2021 Report Supervisory Board's 2022 Budget & Remuneration Proposal of list of Auditors for 2022 Financial Statements	Supervisory Board
9	15:10 – 15:25	2022-2024 Strategic Intentions	BOD
10	15:25 – 15:45	Election of the BOD & the Supervisory Board term 2022-2027	BOD
11	15:45 – 16:00	Discussions on Voting Issues	Chairman
12	16:00 – 16:05	Voting	Voting Committee
13	16:05 – 16:25	Discussions on other issues	Chairman
14	16:25 – 16:30	Announcement on Voting & Election result	Voting Committee
15	16:30 – 16:35	Introduction of BOD & Supervisory Board term 2022-2027	BOD & Supervisory Board
16	16:35 – 16:40	Approval on 2022 AGM Resolutions	BOD
17	16:40 – 16:45	Approval on 2022 AGM Minutes	Secretary
18	16:45 – 16:50	Closing Speech	Chairman





No. 01

Hanoi, March 15<sup>th</sup>, 2022

**PROPOSAL**

**Ref. approval of the Report of the Board of Directors in 2021, Strategic Direction for the period of 2022-2024, Business plan for 2022 and Remuneration budget for the Board of Directors in 2022**

To: The 2022 Annual General Meeting of Shareholders of FPT Corporation

*Pursuant to the 2020 Law on Enterprises;*

*Pursuant to the Charter of FPT Corporation;*

*Pursuant to the 2021 actual situation of remuneration payment for members of the Board of Directors and Business plan for 2022.*

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders to approve the Report of the BOD in 2021, Strategic Direction for the period of 2022 – 2024, Business plan for 2022, remuneration budget for the BOD in 2022 as follows:

1. **The BOD’s 2021 Report** (as attached).
2. **Strategic Direction for the period of 2022 – 2024** (as attached).
3. **Business plan for 2022:**

*Unit: billion VND*

Business Sector	Revenue			Profit Before Tax		
	2021	2022	Change	2021	2022	Change
Technology	20,736	24,900	21.1%	2,799	3,360	19.3%
Telecommunications	12,686	14,560	14.8%	2,395	2,812	17.4%
Education, Investment & Others	2,235	2,960	32.5%	1,143	1,446	28.4%
<b>Total</b>	<b>35,657</b>	<b>42,420</b>	<b>19.0%</b>	<b>6,337</b>	<b>7,618</b>	<b>20.2%</b>

**4. Remuneration budget for the BOD in 2022:**

- 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 6 billion**.

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

**ON BEHALF OF THE BOD  
CHAIRMAN**



**Trương Gia Bình**





Hanoi, March 15<sup>th</sup>, 2022

## THE BOARD OF DIRECTORS' REPORT

### I. ASSESSMENT OF THE BOARD OF DIRECTORS (BOD) ON THE CORPORATION'S PERFORMANCE IN 2021

In 2021, the Covid-19 pandemic prolonged its significant impacts on every country's production and business activities. Nearly two years, the successive pandemic waves with the rapid spread of new variants seriously hit every society and economy. However, FPT has achieved encouraging results under consistent leadership, drastic corporate governance, the consensus of the management team at all levels, and the employees' engagement.

#### 1. Assessment on business performance

The Annual General Meeting of Shareholders 2021 (AGM 2021) approved a challenging year plan. Nevertheless, the BOD not only maintained steady growth but also exceeded the goals with the initiatives in responding and flexibly adapting to the "new normal". Accordingly, FPT had been awarded Top 50 most influential companies in Vietnam for ten consecutive years. It was also listed among 2020-2021 billion-dollar enterprises and in the Top 5 Vietnamese companies with the best corporate governance in 2021.

The 2021 consolidated revenue reached 35.657 billion VND, up 19.5% YoY and profit before tax reached 6.337 billion VND, increasing by 20.4% YoY, equivalent to 103% of the revenue plan and 102% of the profit plan.

In particular, Technology still maintained its position as the core business sector. The Global IT service segment recorded the growth in all markets – marking the gradual recovery of the global economy. The domestic IT service segment has experienced stable development based on the enhancement of Made-by-FPT solutions and platforms and the capability improvement of digital transformation products and services. Digital transformation services' revenue grew dramatically at 71.5%, showing that FPT had been catching up with the higher-demand digital transformation trend. Besides, the Telecommunications and Education sectors also shot up during the pandemic period.

#### 2. The implementation of strategic directions

According to the strategic direction, in 2021, major programs and projects of the Corporation were implemented in all three aspects: Business - Technology - Governance with positive performance.

##### **Business:**

- FPT approached and cooperated with more than 20 largest corporations in Vietnam, bringing strong growth in the private sector with a 45% increase in winning new contracts. In particular, contracts with banking customers experienced outstanding growth, while the Real Estate Segment explored many large-scale digital transformation contracts.
- The Digital Transformation Program for localities also encouraging good results, when FPT engaging when FPT signed a cooperation agreements to promote Digital Transformation and participated in training programs on changing the digital transformation awareness of leaders of more than 40 provinces/cities





- Concurrently, to improve service quality, FPT reorganized many business divisions such as FPT Smart Cloud and FPT Digital Transformation Consulting Company, IPTV Services and FPT Play were also unified.
- In the direction of product development for SMEs, the Corporation had completed the Made-by-FPT technology ecosystem by announcing the M&A deal with Base.vn. Not only to meet the needs of businesses of all sizes, but the deal also brought back 713 billion VND in revenue. In addition, more than 3,000 SMEs had access to the FPT eCovax solution suite, thereby ensuring uninterrupted business even in the context of social distancing.

### **Technology:**

New technology products and services (AI, RPA, Low-code, Blockchain...) continued to experience rapid growth (more than 50%). Remarkably, FPT Cloud platform introduced 37 new products to the market. In addition, nearly 20% of FPT's internal systems have been migrated to the FPT Cloud platform to help optimize costs and improve performance. Besides, EduNext – a learning platform based on social construction methods – was successfully deployed throughout the FPT Education system from universities, colleges, and high school levels with nearly 9,000 teachers and students attended with more than one 7,600 learning hours. OnMeeting - the smart online meeting solution on multiple platforms supported 30,000 users across the system with total of more than 6 million meeting hours. Concurrently, FPT sponsored a large-scale series of digital transformation training programs to more than 40 provinces/cities.

### **Governance:**

- The rotation program was drastically implemented in 2021 to discover and foster young, capable managers and leaders to become the core force of the Corporation in the future. As a result, the program has rotated nearly 500 positions.
- FPT strongly shifted from the annual to the quarterly business tracking. The objective-based management method (OKRs) was applied profoundly and widely throughout the Corporation. Business goals and strategic programs were reviewed and adjusted quarterly instead of every six months and year-end. Moreover, the objectives of the Corporation/Subsidiaries/Departments were changed into OKRs with specific and clear roles for each individual, helping to improve organizational consistency.
- Internal digital transformation programs brought about 240 billion VND of benefit. In addition, 75% of internal digital transformation projects achieved expected results, helping automate most business activities and improving labor productivity and efficiency throughout the Corporation. For example, the Data Lake project was successfully implemented, collecting all data from the Finance, Human Resources, and Sales departments. In addition, the project helped build governance reports to speed up the decision-making process.

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

The BOD highly appreciated the 2021 business performance in the circumstance of responding and adapting to the Covid-19 pandemic domestically and globally. With business results achieved in 2021 and strategic premises created in the past two years, the BOM has demonstrated its capacity and readiness to bring FPT into a vigorous growth cycle.





## 1. Supervisory activities

In accordance with the Corporate Charter and the Corporate Governance Regulations, the BOD has supervised the activities of the CEO and members of the BOM in operating business and implementing resolutions of The AGM 2021 and the BOD, including:

- The execution of business strategy and plan.
- The implementation of the BOD resolutions.
- The strict implementation of quarterly/semi-annual/annual financial statements and annual reports.
- The implementation of high-level personnel programs and policies.
- Investment activities.

## 2. Supervisory results

Firstly, smooth and effective corporate governance helped maintain business continuity and flexible adaptation in the highly complicated context. Additionally, it kept up the growth rate and created development momentum, closely following the Corporation's strategy and vision.

Secondly, the resolutions of the BOD were executed on time and ensured by transparent information disclosure as well as the implementation of periodical management reports following regulations.

Third, the BOM strictly implemented quarterly/semi-annual/annual financial statements and annual reports. During the pandemic period, the BOM tightened the control of business results and debt situation in every weekly manner, ensuring the annual financial plan and making timely adjustments, if any.

Fourth, the BOM drastically promulgated the rotation program and coordinated with the human resources department to evaluate and appoint talents to enhance the organizational leadership. In addition, the BOM issued many remuneration policies in the "new normal" period, ensuring employees' wellbeing and contributing to the Corporation's development amid the common global difficulties.

Fifty, this year marked the cooperation of FPT with the authorities of localities through many cooperation agreements of digital transformation consultancy and training programs to raise awareness on a large scale.

## III. ACTIVITIES OF BOD

### 1. Activities of subcommittees under the BOD

There are three subcommittees under the BOD:

No	Committee	Member	Position
1	The Personnel and Remuneration Committee	Mr. Do Cao Bao	Head
2	The Development policy Committee	Mr. Truong Gia Binh	Head
3	The Chairman's Office	Ms. Do Kim Phuong	Head





### **1.1. The Personnel and Remuneration Committee**

In its role of directing the development of human resource policies and procedures, in 2021, the Committee helped issue 17 human resource policies and regulations, ensuring business continuity and readiness to respond to the Covid-19 situations.

Some activity highlights of the Committee:

- Supervising, reviewing, and prioritizing the internal transfers among subsidiaries to ensure employees' stable jobs.
- Developing human resource policies to best support employees and their relatives affected by the Covid-19 pandemic.
- Directing the issuance and implementation of programs on planning, evaluation, appointment, rotation, and improvement of the senior leadership at the Corporation and its subsidiaries. In 2021, the rotation program was implemented to discover and foster young, capable managers and leaders who will potentially become the core force of the Corporation shortly. The program rotated nearly 500 positions in total.
- Orienting the issuance of human resource key policies: Remuneration policy, Job wage policy, Policy to motivate employees to participate in coaching/mentoring, Policy for former leaders with significant contributions.

### **1.2. The Development Policy Committee**

In response to the complicated situation of the Covid-19 pandemic, the Development Policy Committee proactively advised and proposed business initiatives for developing the latest technology products. Inevitably, it not only brought more value to the community but also ensured business continuity and accelerated growth.

Objectives and Key Results (OKRs) methodology kept being strictly deployed throughout the system. After three years of implementation, OKRs have become a smooth and effective strategic management tool to help focus on critical tasks. As a result, FPT doubled in profit every three years and asserted its leading position in the market.

In proposing development orientation, the Committee also consulted the investment deal with Base.vn and M&A opportunities in the South American and Indian markets. It helped the Corporation expand its technology ecosystem and scale its operations globally.

For enhancing labor productivity, the Committee also reviewed and implemented the job wage policy for all employees, based on the evaluation and analysis of the iPMS system.

### **1.3. The Chairman's Office**

Along with fulfilling the role of supporting the BOD in professional activities, in 2021, the Chairman's Office also actively maintained and promoted external relationships with key partners to ensure business continuity. Concurrently, the Office provided timely and accurate information disclosure of corporate governance resolutions and reports. Besides, it coordinated with other departments to successfully organize the 2021 AGM in April 2021.

## **2. Transactions, remuneration, and other benefits of BOD**

The remuneration of the BOD, the Supervisory Board, and BOM was publicly announced in the Annual Report/Financial Statements of the Corporation. The payment of compensation of the BOD and the Supervisory Board complied with the Resolution of the AGM 2021 and





Resolution 01.03-2021/NQ-HDQTFPT dated 12/03/2021. The remuneration of BOD members was 16.51 billion VND, and the bonus must not exceed 0.49% of the Corporation's total profit before tax. The expected remuneration and operating expenses of the Supervisory Board were 1.42 billion VND. Accordingly, the actual payment of the BOD was 16.26 billion VND, and that of the Supervisory Board was 1.25 billion VND. FPT also published the income information of the BOM in the annual financial statements, in accordance with the provisions of Article 298 of Decree 155/2020/ND-CP.

### Remuneration of BOD members in 2021

Unit: VND

BOD member	Position	Remuneration
Mr. Truong Gia Binh	Chairman	0
Mr. Bui Quang Ngoc	Vice Chairman	0
Mr. Do Cao Bao	Member	0
Mr. Le Song Lai	Member	264,000,000
Mr. Jean-Charles Belliol	Member	600,000,000
Mr. Tomokazu Hamaguchi	Member	2,292,000,000
Mr. Dan E Khoo	Member	2,292,000,000

### 3. The BOD's members and structure

FPT's BOD consists of 07 members with professional qualifications and long-term experience in IT, finance, international business, and corporate governance. With 03 independent BOD members, FPT's BOD member structure ensures compliance with relevant legal regulations.

Since 2013, FPT has separated the roles of Chairman and CEO. Effectively it enhanced the independence and division in the BOD and the BOM activities, concurrently ensuring the decentralization in decision-making.

#### Members of BOD

No	Member	Position	Percentage of voting shares	Concurrent positions on the BOM of other companies (As of December 31, 2021)
1	Mr. Truong Gia Binh	Chairman	7.05%	<ul style="list-style-type: none"> <li>- Member of the BOD of FPT Telecom.</li> <li>- Chairman of FPT Education.</li> <li>- Member of the BOD of FPT University.</li> </ul>





				<ul style="list-style-type: none"> <li>- Member of the BOD of FPT IS (till 25/03/2021)</li> <li>- Member of the BOD of Joint Stock Commercial Bank for Foreign Trade of Vietnam.</li> </ul>
2	Mr. Bui Quang Ngoc	Vice Chairman	1.98%	<ul style="list-style-type: none"> <li>- Member of the BOD of FPT Telecom.</li> <li>- Member of the BOD of FPT University.</li> <li>- Member of the BOD of FPT IS (till 25/03/2021)</li> </ul>
3	Mr. Do Cao Bao	Member	1.13%	<ul style="list-style-type: none"> <li>- Member of the BOD of FPT City Danang Joint Stock Corporation</li> <li>- Member of the BOD of FPT IS (till 25/03/2021).</li> </ul>
4	Mr. Le Song Lai	Member	0%	<ul style="list-style-type: none"> <li>- Deputy CEO of SCIC Corporation.</li> <li>- Member of the BOD of Vietnam Steel Corporation.</li> <li>- Chairman of SCIC Investment Company Limited.</li> </ul>
5	Mr. Jean-Charles Belliol	Independent member	0%	
6	Mr. Hamaguchi Tomokazu	Independent member	0%	- Member of the BOD of Kuraray Company Limited.
7	Mr. Dan E Khoo	Independent member	0%	Independent member of the BOD of Vstecs Berhad.

#### 4. Activities of the BOD

In 2021, the BOD conducted 07 meetings to ensure compliance with regulations on the number of 01 meeting quarterly. The BOD also issued 09 resolutions.



#### 4.1. The number of meetings

No	Members	Position	Commencement date	Number of meetings attended	Percentage of attendance
1	Mr. Truong Gia Binh	Chairman, non-executive member	31/03/2017	07/07	100%
2	Mr. Bui Quang Ngoc	Vice Chairman, non-executive member	31/03/2017	07/07	100%
3	Mr. Do Cao Bao	Non-executive member	31/03/2017	07/07	100%
4	Mr. Le Song Lai	Non-executive member	31/03/2017	07/07	100%
5	Mr. Jean-Charles Belliol	Independent member	31/03/2017	07/07	100%
6	Mr. Hamaguchi Tomokazu	Independent member	31/03/2017	07/07	100%
7	Mr. Dan E Khoo	Independent member	31/03/2017	07/07	100%

#### 4.2. Content of the meetings & resolutions of the BOD

Session	Participation	Content and Resolutions
Session 01 January 26 <sup>th</sup> , 2021	Board of Directors: 07/07 members Observers: - Supervisory Board: 03/03 - Board of Management: 03/03  Resolution No. 01.01-2021/NQ-HĐQT FPT dated January 26 <sup>th</sup> , 2021	<ul style="list-style-type: none"> <li>- Approving the 2020 business results;</li> <li>- Approving the 2021 business plan and submitting it to the General Meeting of Shareholders for approval;</li> <li>- Approving the strategic orientation of 2021-2023 and submitting it to the General Meeting of Shareholders for approval;</li> <li>- Approving the increase in chartered capital of FPT Software Company Limited and FPT Investment Company Limited;</li> <li>- Approving the establishment of FPT Digital Company;</li> </ul>



Session	Participation	Content and Resolutions
		<ul style="list-style-type: none"> <li>- Implementing the resolution of the 2020 Annual General Meeting of Shareholders, approving the Regulation on the employee stock ownership plan (ESOP) for those with remarkable achievements in 2020 and the Regulation on the ESOP for senior leaders in 2021;</li> <li>- Approving the closing date of the General Meeting of Shareholders list and the date of the 2021 AGM.</li> </ul>
Session 02 March 12 <sup>th</sup> , 2021	Board of Directors: 07/07 members Observers: - Supervisory Board: 03/03 - Board of Management: 02/03 Resolution No. 01.03-2021/NQ-HDQTFPT dated March 12 <sup>th</sup> , 2021 Resolution No. 02.03-2021/NQ-HDQTFPT dated March 12 <sup>th</sup> , 2021	<ul style="list-style-type: none"> <li>- Approving the Agenda of the 2021 AGM and submitting it to the General Meeting of Shareholders for approval;</li> <li>- Approving the 2020's BOD Report, 2021 strategic orientation, and submitting it to the General Meeting of Shareholders for approval;</li> <li>- Approving the remuneration budget of the BOD in 2021 and submitting it to the General Meeting of Shareholders for approval;</li> <li>- Approving the 2020 audited financial statements and submitting them to the General Meeting of Shareholders for approval;</li> <li>- Approving the 2020 profit distribution plan &amp; the 2021 dividend payment policy and submitting them to the General Meeting of Shareholders for approval;</li> <li>- Approving the proposal of designating (1) out of (4) auditing companies (Big4) to audit the 2021 financial statements and submitting it to the General Meeting of Shareholders for approval;</li> <li>- Approving the plan to sell treasury shares to employees under the employee selection program (ESOP); submitting it to the General Meeting of Shareholders to approve and authorize the BOD to decide on details and organize the implementation;</li> <li>- Approving the proposal to change the address of the Corporation's head office and submitting it to the General Meeting of Shareholders for approval;</li> <li>- Approving the proposal to amend the Corporate Charter and submitting it to the General Meeting of Shareholders for approval;</li> <li>- Approving the proposal to amend the Internal</li> </ul>



Session	Participation	Content and Resolutions
		<p>Regulations on corporate governance and submitting it to the General Meeting of Shareholders for approval;</p> <ul style="list-style-type: none"> <li>- Approving the operating regulations of the BOD and submitting to the General Meeting of Shareholders for approval;</li> <li>- Approving the Regulation on organizing the FPT Annual General Meeting of Shareholders 2021;</li> <li>- Approving the charter capital increase of FPT Education Company Limited;</li> <li>- Approving the policy of implementing contracts and transactions between the Corporation and related parties.</li> </ul>
Session 03 April 28 <sup>th</sup> - 29 <sup>th</sup> , 2021	Solicitation of written opinions Resolution No. 01.04-2021/NQ-HĐQT FPT dated April 29 <sup>th</sup> , 2021 Resolution No. 02.04-2021/NQ-HĐQT FPT dated April 29 <sup>th</sup> , 2021	<ul style="list-style-type: none"> <li>- Approving the increase of charter capital for FPT JSC,. by issuing shares under the employee stock ownership plan (ESOP) for those with remarkable achievements in 2020 and the ESOP for senior leaders in 2021;</li> <li>- Assigning the CEO to carry out the procedures for amending the Business Registration and the corresponding Corporate Charter;</li> <li>- Approving the plan to pay the remaining dividend in 2020 in cash;</li> <li>- Approving the procedure to pay stock dividends from retained earnings to existing shareholders;</li> <li>- Authorizing the Chairman to deploy the plan to pay the remaining dividend in 2020 and stock issuance.</li> </ul>
Session 04 June 02 <sup>nd</sup> - 03 <sup>rd</sup> , 2021	Solicitation of written opinions Resolution No. 01.06-2021 /NQ-HĐQT FPT dated June 3 <sup>rd</sup> , 2021	Approving the selection of PwC Vietnam Co., Ltd. to be the auditing firm of the 2021 Financial Statements for the Corporation and its subsidiaries.
Session 05 July 30 <sup>th</sup> , 2021	Board of Directors: 07/07 members Observers: - Supervisory Board: 03/03 - Board of Management: 03/03 Resolution No. 01.07-2021/NQ-HĐQT FPT dated July 30 <sup>th</sup> , 2021	Approving to make an advanced payment of the first dividend of 2021 in cash.



Session	Participation	Content and Resolutions
Session 06 November 9 <sup>th</sup> , 2021	Board of Directors: 07/07 members Observers: - Supervisory Board: 03/03 - Board of Management: 03/03 Resolution No. 01.11- 2021/NQ-HĐQT FPT dated November 09 <sup>th</sup> , 2021	Approving the plan and promulgating the regulations on issuing shares according to the ESOP from treasury shares.
Session 07 December 04 <sup>th</sup> – 08 <sup>th</sup> , 2021	Solicitation of written opinions Resolution No. 01.12- 2021 /NQ-HĐQT FPT dated December 8 <sup>th</sup> , 2021	Approving the list of employees who can buy shares under the ESOP from treasury shares.

#### 4.3. Activities of independent members of the BOD

By December 31<sup>st</sup>, 2021, FPT's BOD have had 03 independent members, namely Mr. Jean Charles Belliol, Mr. Tomokazu Hamaguchi, and Mr. Dan E Khoo. These independent members participated in 100% of BOD meetings in 2021, during which they contributed significant recommendations to the corporate development and operation strategy. In addition, they proactively discussed business targets, development orientations, suggestions, and appropriate solutions in each business sector. Independent board members with years of experience in corporate governance have also played essential roles in FPT's management activities.

**Mr. Jean-Charles Belliol:** For his extensive practical experiences in finance, Mr. Belliol gave in-depth comments on financial and investing activities, the business targets in 2021 and for the 2021-2023 period of FPT and its subsidiaries. In 2021, he diligently made contributions to the talent development policies to foster the next generations of FPT leaders.

**Mr. Tomokazu Hamaguchi:** With years of experience in globalization and the Japanese market, Mr. Hamaguchi made significant suggestions to promote activities and enhance competitiveness in some areas, such as Software outsourcing and Telecommunications Services. At the same time, he helpfully advised boosting FPT's operation in the Japanese market. Furthermore, in 2021, he contributed many initiatives supported the OKR methodology and the strategic directions of the 2021-2023 period in IT and other governance issues, improving labor productivity throughout the Corporation.

**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. With critical practical experiences, he gave strategic advice to invest and develop products, services, and solutions to meet technology transformation trends, especially in digital transformation. Furthermore, in the role of strategic consultant for the Corporation in





developing countries, he always gave a positive and practical view of FPT's strategic planning and management methods towards globalization and pioneering in the digital transformation journey.

#### **4.4. Assessment on activities of the BOD**

Based on the general regulations for the BOD's activities and the Corporate Charter, in 2021, the BOD promptly directed, closely supervised, and timely consulted the BOM to realize strategic objectives.

Strategic planning continued to be consolidated throughout the Corporation. Hence critical targets and action plans were implemented responsively, clearly, and consistently.

Inheriting previous years' experiences and high reputation in the regional IT industry, along with an extensive network of BOD members, especially independent members, FPT remained its corporate governance transparency, thereby maintaining its position as one of the leading technology corporations in Vietnam and the world.

#### **4.5. Assessment of the BOD's independent members on the operations of the Corporation**

**Mr. Jean-Charles Belliol:** Throughout 2021, the BOD carried out the resolutions approved by the AGM with high performance, making significant contributions to the Corporation's development and bringing benefits to shareholders and other parties, despite Covid-related challenges. The BOD, the BOM, and functional directors had transparent and effective debates, covering a full range of topics: business, technology trends as well as strategies, implementation methods, finance, human resources, operations, M&A. Furthermore, the BOD was ready to acknowledge the recommendations of independent BOD members on financial and investment activities as well as some business targets for 2022 and 2022-2024 of the Corporation and its subsidiaries.

**Mr. Tomokazu Hamaguchi:** In the pandemic context, the Corporation achieved remarkable results each month, each quarter, and the whole year. Specifically, the BOD gave strategic directions with key areas such as digital transformation and future development trends – Metaverse, also orienting the 2022-2024 plan in finance, human resources, and other industries.

**Mr. Dan E Khoo:** 2021 began with the expectation that vaccination can help the world recover from the severe impacts in 2020. However, new variants of Covid19-19 continued to put pressure on efforts of reopening economies around the world. In that circumstance, FPT has strived and achieved remarkable results both in terms of business activities and international competitiveness. The Chairman and BOD have worked diligently to supervise and consult the BOM for governance excellence. Decisive orientations and actions focused on customer-centric and data-driven governance, maintaining sustainable development in the long term. Refreshing existing solutions and creating new ones with innovative technology and flexible business models also helped the Corporation enhance its value. It was worth noting that FPT continuously promoted investment in human resources and a well-equipped working environment to attract talents.

#### **IV. ORIENTATIONS AND ACTION PLAN OF THE BOD IN 2022**

With strategic directions and achievements in 2021, the BOD announces the 2022 business plan as follows:





## 1. Main targets

Unit: billion VND

Business Sector	Revenue			Profit Before Tax		
	2021	2022	Change	2021	2022	Change
Technology	20,736	24,900	21.1%	2,799	3,360	19.3%
Telecommunications	12,686	14,560	14.8%	2,395	2,812	17.4%
Education, Investment & Others	2,235	2,960	32.5%	1,143	1,446	28.4%
<b>Total</b>	<b>35,657</b>	<b>42,420</b>	<b>19.0%</b>	<b>6,337</b>	<b>7,618</b>	<b>20.2%</b>

### 1.1. Strategic development direction for segments in 2022

#### 1.1.1. Technology

Grasping the initial success in developing digital transformation products and services for businesses and governments, FPT will keep launching advanced solution packages applying emerging technologies such as Cloud Computing (Cloud), Artificial Intelligence (AI), Blockchain... The Corporation will also expand domestic and foreign sales channels to boost growth in the future years.

##### 1.1.1.1. IT Service for Oversea Market

- Continuing to promote cloud computing, Low-code, and automation services. Besides, FPT will develop its solutions for customers' core technology systems.
- Focusing on providing products, services, solutions for Fortune Global 500 enterprises in fast-growing industries and expanding markets through M&A.
- Promoting recruitment of top experts and talented students to provide innovative capacity and exploring M&A opportunities in order to improve capacity improves its capacity for innovation and developing AI platform, new products and IT solutions.

##### 1.1.1.2. IT Service for Domestic Market

- Focusing on the private sector, specifically, large enterprises in the Top 500 Vietnam Private Enterprises (VNR500), based on the Corporation's position, experiences, and technological resources. In particular, FPT will pay more attention to technology solutions for businesses in critical industries such as Real Estate, Banking & Finance, Manufacturing...
- Expanding consulting campaigns and implementing digital transformation for central and local public agencies, contributing to building an effective digital government.
- Developing the Made-by-FPT ecosystem to serve consumer markets.
- Developing the leading AI solution in Vietnam and specific products for sectors making notable contributions to the economy.
- Continue to develop policies to attract technology human resources and focus proactively on high-quality human resources through training activities of FPT Education Organization.

#### 1.1.2. Telecommunications

Affected by the pandemic, Vietnamese people and businesses rapidly shift their daily activities to cyberspace. As a result, the demand for technology infrastructure and data





processing capacity has grown enormously, pushing telecom service providers to expand investment to meet customers' needs.

Besides, changes in customer behaviors such as spending more time on working, entertaining, and learning via the Internet create opportunities for entities capable of digital content development. With the development of new technologies such as virtual reality and augmented reality, FPT hopes to shortly integrate digital content experiences and new technologies into future events.

#### **1.1.2.1. Telecommunications service**

- Focusing on enhancing customer experiences by utilizing big data and other technologies to analyze customer behaviors. Closely managing and innovating the customer care process from sales to after-sales, maintenance, and value-added services.
- Expanding Pay TV service with new and localized content to attract new users, especially those using FPT's Internet and TV packages.
- Expanding services and products for businesses such as OnCX, SD Swan..., and developing a modern data center system to serve the increasing needs of digital transformation.
- Building new sales channels to help approach customers in suburban and rural areas more effectively.
- Continuously invest in technology infrastructure and the international Internet transmission system, ensuring high service quality for users.

#### **1.1.2.2. Digital content service**

- Expanding event activities, primarily focusing on hybrid events.
- Building high-growth content centers, focusing on potential topics such as real estate, health, automobiles.

#### **1.1.3. Education**

With a population of 100 million people, nearly 20 million are of high school age (6-17 years old) and 10 million under six years old, Vietnam is a large-scale education market, reaching an estimated 10 billion USD in scale (Euromonitor). The Vietnamese middle class has also proliferated, creating a great demand for high-quality private educational institutions. Therefore, education expects to shoot up in the coming years. The number of public schools tends to decrease while non-public schools have increased sharply in recent years.

Grasping the trend, FPT will expand both vertically (adding new curriculums for different educational levels) and horizontally (expanding new campuses in nationwide localities) to become a large-scale "mega" education system in Vietnam. Accordingly, FPT will digitally transform to ensure training quality, enhance the student experience and promote FPT's education brand.

## **2. Development strategy for the 2022 – 2024 period**

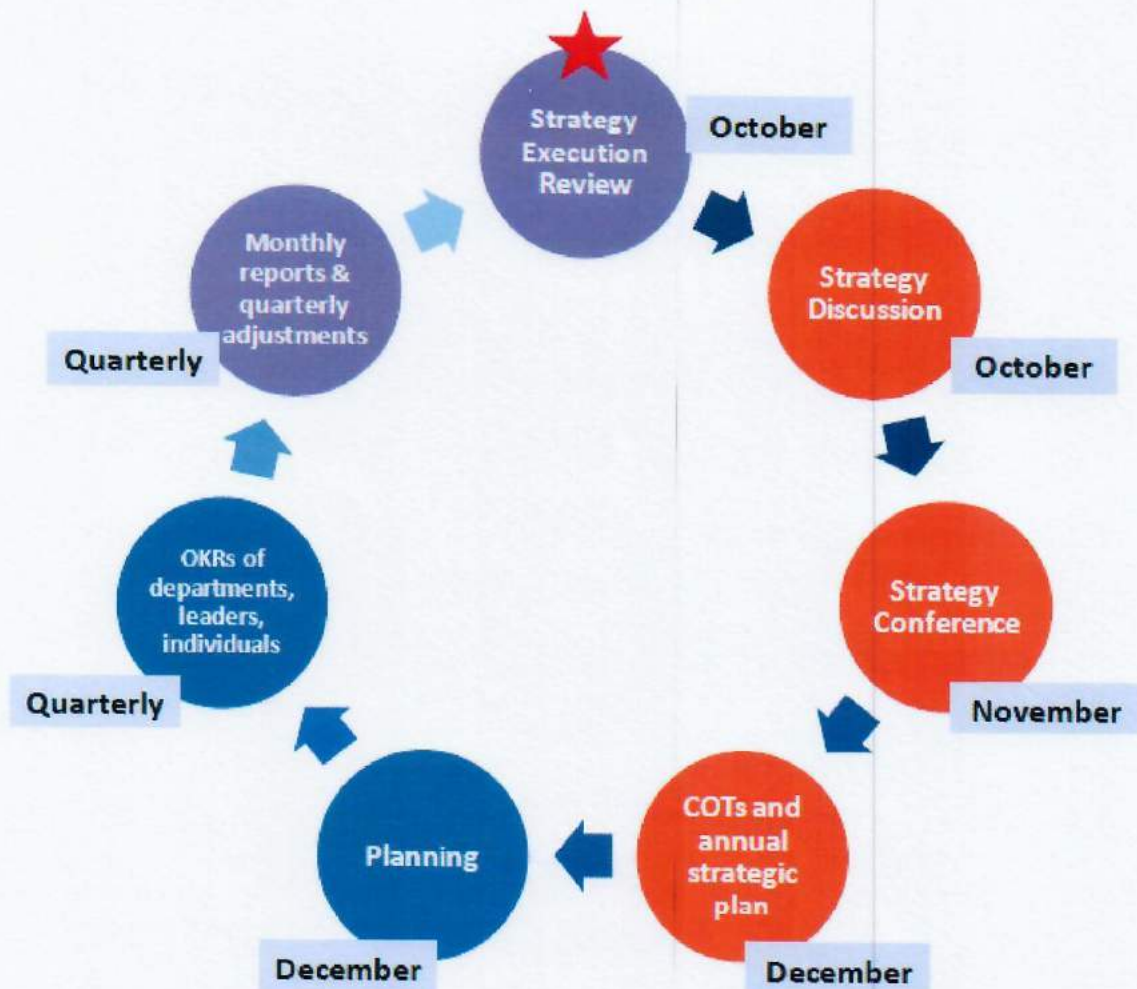
### **2.1. Corporate governance methodology**

Technology is a changeable and innovative industry. Therefore, FPT implements the annual strategic development and governance process based on two core factors: (1) Assessment of the implementation of strategies, key programs/plans/objectives and (2) Analysis of



macroeconomic context, market trend/technology/start-up, customers' tastes/needs, competitive advantage.... The Corporation and its subsidiaries will clarify adjustments, supplements, or orientations for the next three years. Critical programs will be implemented in three pillars: Business - Technology – Governance. The leadership team is responsible for monthly evaluating those projects and quarterly adjusting goals in line with the business situation and market fluctuations.

*The cycle of developing and managing FPT's strategy*



**2.2. The 2022 – 2024 strategy and the 2030 vision**

**The Corporation focuses on profitability, productivity, and innovation towards the big, long-term goal of becoming a digital enterprise and standing in the Top 50 global digital transformation service providers by 2030.**

Since 2021, FPT has been concentrating on the Data-Driven and Customer-Centric strategy with the desire to become a reliable partner of businesses and organizations that brings excellent digital experiences through near-real-time data-driven governance and operations.

In the 2022 - 2024 period, the Corporation still steadfastly pursues this orientation with the core mission of "Promoting rapid growth, developing new technology products, as well as providing digital transformation services on a large scale".





### 2.3. The 2022 – 2024 agenda

In the next three years, The Corporation will implement key programs and projects on the balanced basis in all three aspects: Business - Technology - Governance.

#### 2.3.1. Business

**With the customer-centric orientation, the Corporation continues to innovate business and sales activities to expand the customer base of all sizes and fields, promoting sustainable growth in the long term.**

In oversea market, FPT will focus on building consulting capacity and developing new technology solutions to complete the digital solution package for global customers. Besides, continue to pursue the strategy of "whale hunting", focusing on exploiting customers with large scale of revenue. In order not to miss any opportunities, the Corporation prioritizes human resource development not only in Vietnam but also in other regional centers such as India, Philippines, Slovakia, Czech, Canada, Costa Rica, Columbia, Japan...; expanding investment in new markets, meeting rising demand on a global scale. Since then, the Corporation has become a strategic partner in the digital transformation journey of million-of-dollar customers globally.

With private enterprises, especially leading corporations in the Finance, Real Estate, and Manufacturing industries, the Corporation focuses on providing technology systems and platforms such as ERP, CRM, HRM, production management... Alongside, FPT will integrate applications, specialized high-tech solutions, cloud IT infrastructure management services.

With SMEs, FPT continues to develop and expand Made-by-FPT solutions. In combination with Base.vn - the business management platform, FPT's technology ecosystem will create a single all-in-one platform that meets the customers' needs of all fields.

Furthermore, FPT promotes new services and products for end-users, bringing the best service experiences in every touch point. Accordingly, the consuming services and products developed/distributed by FPT will be widely available throughout 63 provinces and cities in our stores, distribution channels, and agents. At the same time, customer service will continuously be improved using Chatbot, Voicebot, AI systems...

#### 2.3.2. Technology

As a leading technology company in Vietnam, FPT aims to anticipate global technology trends, paving the way for the development of the domestic technology market for the urgent needs of businesses, organizations, individuals, and sustainable corporate development.

To pursue the orientations, the Corporation will continue to invest in technology in the following directions:

**Set aside at least 5% of pre-tax profits of the previous year to spend on research and development activities.** In particular, the Corporation will spend 300 billion VND and even more on AI in the next five years, depending on actual needs. Work closely with AI Research Institute - Mila in training artificial intelligence human resources. In which, FPT proposed to the Director of this world's leading AI Research Institute to open a research and development center of Mila in Vietnam in the near future.





**Strategically invest in potential technology platforms, solutions, and products.** In 2021, FPT made a strategic investment in Vietnam's most popular corporate governance platform - Base.vn, expanding SME's products and services ecosystem. There are 7,000 SMEs using apps on Base/vn,

**Promote innovation, "start-ups within the Corporation".** In the past five years, through iKhien - an award for finding, promoting, and replicating FPT's innovations, more than 2,500 initiatives were implemented throughout the Corporation, helping increase labor productivity by 30%. There are innovations that have become popular platforms in Vietnam and actively contributed to the Group's development such as: Business process automation platform - akaBot; blockchain technology platform - akaChain.

**Attract talented young technology experts.** Joining FPT, technology experts will have opportunities to challenge themselves in technology problems at the national, industry, and sector level and discover the power of technology. For example, in 2021, FPT experts successfully solved the national problem of HOSE's technical issues within 100 days.

### **2.3.2.1. Core technologies**

In 2022 and the following years, FPT will continue to invest in the Made-by-FPT technology ecosystem. This ecosystem is based on trend-leading technologies such as AI, Cloud, BigData, Blockchain, Hyper Automation in order to develop and provide products, solutions, and platforms that are open, reliable and flexible, innovative, secured, and highly applicable in all fields such as e-government, transportation, healthcare, finance and banking goods, telecommunications, education, manufacturing, consumption...

#### **2.3.2.1.1. Artificial intelligence**

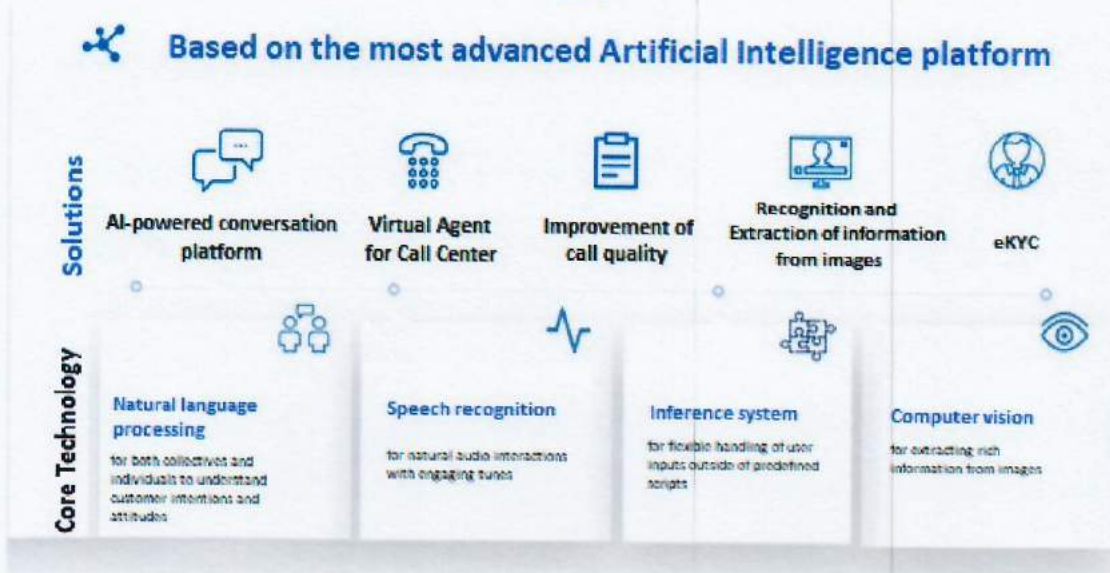
We will improve AI's ability to create "virtual experts" in each field/industry, thereby resonating the power of humans and machines in all socio-economic fields. Furthermore, AI technology will also be integrated into all Made-by-FPT products, solutions, and services to create smart products and solutions with outstanding features.

The FPT.AI platform with more than 20 solutions has been serving more than 11 million end-users and 200 million requests per year. In addition, FPT has developed and trained virtual specialists such as virtual recruitment specialists, virtual customer care specialists, virtual medical specialists, and virtual sales specialists, helping businesses and organizations achieve breakthroughs in performance.

- Virtual customer care specialist: 3 million messages/month; 132 million calling minutes/month
- Virtual medical professionals: 80% of them can work independently in monitoring and taking care of patients without humans.

We are also promoting the formation of an AI research community in the AI center built in Quy Nhon, Binh Dinh. Currently, the Corporation has gathered more than 300 experts and 40 doctors with remarkable AI achievements.





### 2.3.2.1.2. Cloud Computing

The Corporation tends to become one of the leading cloud service providers with a diverse ecosystem of products to meet all customer needs. Cloud will help accelerate innovation, thereby creating a leap in labor productivity and customer experience.

In the next 3 years, FPT's total investment in Cloud technology research (including infrastructure equipment and application development costs) is expected to be VND 2,300 billion. In particular, focus on building Cloud equipment infrastructure (Data Center) that meets Tier III Constructed facility standards.

FPT's Cloud services have exceptional features due to:

- The virtualization platform of VMWare and OpenStack;
- FPT's modern 04 Data Center system located in Vietnam, stable operating with 07 international fiber optic connection;
- Direct connection to Public Cloud system from big firms (Microsoft, AWS, Google);
- Ready-to-expand backup storage system for operating more than 10,000 virtual servers.
- A variety of products, solutions, and utilities from infrastructure services (IaaS), platform services (PaaS) to software services (SaaS);
- Flexible system architecture, ensuring strict requirements on system design and information security;
- Being ready to expand and enhance, ensuring the stability of operational business processes;
- Active security, multi-layer security model compliant with ISO 27001, 27017 standards that integrates advanced technology with leading security partners globally.

FPT's Cloud ecosystem currently has more than 50 services, products, and solutions and will reach 100 in 2022. In the same year, FPT also trained about 4,000 experts to improve their qualifications to meet the needs of conversion and application. Cloud upgrade for customers and internal Cloud strategy.

In addition, FPT is a Cloud service provider of more than 100 large enterprises in many fields with more than 10,000 developers, such as GreenFeed, WorldBank...





### **Some projects successfully migrated to Cloud in 2021:**

- Implemented ERP system on FPT Cloud environment as well as other advanced technologies for 90 member companies of Dat Xanh Group in 28 months. The project is expected to shift the entire IT infrastructure, deploy digital transformation solutions on the FPT Cloud environment in order to promote the advantages of speed and scalability of cloud computing, and build a Integrated data platform to optimize data analytics in the Cloud.
- Migrated the entire ERP system to the Cloud helps GreenFeed reduce operating costs, save 50% of investment costs for the system, easily upgrade, manage on demand and fully meet the security commitment according to the requirements. international standards.

#### **2.3.2.1.3. BigData analysis**

Data is like the new oil source of the business. Most current and future values have been deriving from data. FPT will focus on exploiting the power of data to help improve agility and flexibility in operation and management and enhance labor productivity.

Accordingly, we will focus on:

- Establishing standard data collection, processing, and analysis processes, which can be flexibly applied to businesses of all sizes and fields;
- Building the Data Lake with data sources collected from all relevant connection points in business operations and corporate governance.

From 2020, the Corporation has invested 1 million USD in building a data lake that gathered all data from finance, sales management, and human resources of the Corporation and its subsidiaries. This data lake allowed all levels of management to maximize governance efficiency by quickly getting all the nearly real-time data in multiple dimensions. At the same time, the data lake is also automatically alerted based on planned goals, helping the management team capture accurate information/issues to make timely decisions.

Typical BigData projects:

- **Customer data platform:** built from 2021, to provide appropriate care, sales, and operation suggestions based on big data processing systems and data learning models. This platform has benefited FPT VND 124 billion from exploiting data resources. FPT has expanded this platform to market segments of advertising services, sales, retail customer care, etc. The corporation expects to increase 50% - 70% of data usage efficiency on the system compared to before.
- **Multi-channel customer care:** Synchronous connection system - consistent real-time data from all online & offline customer care channels helps automate customer touchpoints, personalize interactions with customers, and optimize channel resources. The system made 2 million calls/year, saving 25 billion VND in operating costs and increasing the operator's productivity, especially during the lockdown.

#### **2.3.2.1.4. Blockchain**

FPT aims to become a leading company in Blockchain technology. Accordingly, we have been continuing to promote the research and development of Blockchain technology in the direction of:

- Focusing on bringing Blockchain into the financial and banking sector;



- Developing the akaChain platform by providing automated deployment resolution on various cloud infrastructures, pre-made business application templates, and professional support services.



### 2.3.2.2. Made-by-FPT technology ecosystem

With advanced **platforms, solutions, products, and services**, the Made-by-FPT technology ecosystem helps businesses and organizations of all sizes and fields accelerate digital transformation, **increase productivity, save costs**, and take advantage of all resources to overcome challenges. With a revenue growth rate of 42.8% in 2021, the Made-by-FPT technology ecosystem is considered one of FPT's **key growth drivers** in the long term.

The Made-by-FPT technology ecosystem is developed based on core technology platforms, including AI, Blockchain, Cloud, IoT, and Low-code. It has broad applicability in any required fields such as e-government, transportation telecommunications, healthcare, finance and banking, telecommunications, education, manufacturing...

### 2.3.3. Governance

Governance activities focus on 06 critical programs, including training, improving corporate governance capacity and efficiency, job wage program, rotation, OKRs, digital transformation.

**Training:** The Corporation continues to motivate employees in training activities to supplement and share up-to-date knowledge and experiences. Combining various training forms from face-to-face, online, or hybrid formats with the constructivism learning method to bring the best effectiveness.

**Improve governance capacity and efficiency:** FPT will improve reporting channels, alignment, and synergy throughout the whole Corporation, improve quality and efficiency in business administration/support activities, and underpin sustainable growth.

**Job wage:** we create transparency and equality in compensation, in which everyone gets paid based on performance to motivate them to contribute.





**Rotation:** Leaders and managers at all levels across the Corporation will continue to rotate in order to maintain their creativity and motivation to dedicate themselves to a common goal.

**OKRs:** Each individual, each department, each subsidiary, and the Corporation continues to set challenging goals with specific actions. The OKRs will be monthly and quarterly evaluated to promote efforts and flexibly adapt to organizational operation and task deployment.

**Digital transformation:** We continue to create an environment to promote and implement digital initiatives to accelerate the Digital Transformation process within the Corporation under FPT Digital Kaizen methodology. The application of technology in management activities helps the Board of Directors to quickly and accurately capture information, support timely decision making, thereby optimizing management and operation activities.

### 3. The investment plan

In order to ensure long-term growth momentum, FPT will enhance its investment activities. Detail as follows:

- Technology: Expanding office facilities in Hanoi, Da Nang, Ho Chi Minh City... as well as investing in technology infrastructure.
- Telecommunications: Investing in one more backbone to ensure the domestic Telecommunications system. Continuously enhancing the quality of domestic network infrastructure and data center systems.
- Education: Expanding campuses in Hanoi, Ho Chi Minh City, Can Tho, Da Nang, Binh Dinh. Putting two new high schools in Bac Ninh and Hai Phong into operation. Promoting investment procedures in establishing escalator schools in Quang Nam, Bac Giang, Ha Nam...

#### 2022 investment plan:

*Unit: billion VND*

Business sector	2022
Technology	1,200
Telecommunications	2,000
Education and others	800
<b>Total</b>	<b>4,000</b>

ON BEHALF OF THE BOD  
CHAIRMAN



**Trương Gia Bình**





No. 02

Hanoi, March 15<sup>th</sup>, 2022

**PROPOSAL**  
**Ref. approval of Y2021 audited financial statements**

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To: The 2022 Annual General Meeting of Shareholders of FPT Corporation

The BOD kindly submits to the General Meeting of Shareholders to approve the audited financial statements for the year 2021. Key indicators were summarized as follows. For more details, please visit: <https://fpt.com.vn/vi/nhadautu/cong-bo-thong-tin>.

No.	Indicators	Y2021 (VND in billions)
1	Revenue	35,657
2	Profit before tax	6,337
3	Profit after tax	5,349
4	Profit after tax attributable to parent company's shareholders	4,337
5	Bonus and welfare fund	397
	<i>5.1 Bonus and welfare fund of parent company</i>	0
	<i>5.2 Bonus and welfare fund at subsidiaries (up to 10%)</i>	397
6	Profit after tax attributed to parent company's shareholders	3,940

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

**ON BEHALF OF THE BOD  
CHAIRMAN**



**Trương Gia Bình**





No. 03

Hanoi, March 15<sup>th</sup>, 2022

**PROPOSAL**  
**Ref. approval of the Supervisory Board's 2021 Report, budget for**  
**Supervisory Board's activities in 2022**

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*Pursuant to the 2020 Law on Enterprises;*  
*Pursuant to the Charter of FPT Corporation.*

The Supervisory Board respectfully submits to the General Meeting of Shareholders to approve the Supervisory Board's Report in 2021 and Budget for Supervisory Board's activities in 2022 as follows:

- 1. The Supervisory Board's 2021 report** (as attached);
- 2. Budget for the Supervisory Board's activities in 2022:**

No.	Expense item	Unit	Quantity	Price (VND)	Total (VND)
1	Outside consultant	H	50	2,000,000	100,000,000
2	Remuneration for activities of the Supervisory Board members	H	1,040	1,200,000	1,248,000,000
3	Travel, business expenses	Time	5	15,000,000	75,000,000
<b>Total:</b>					<b>1,423,000,000</b>

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

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



  
**Nguyen Viet Thang**



**REPORT ON ACTIVITIES IN 2021 AND PLAN IN 2022  
THE SUPERVISORY – FPT CORPORATION**

**I. REPORT ON ACTIVITIES IN 2021**

According to the law, the Supervisory Board of FPT Corporation has the following main tasks:

- Exercise the right to supervise the implementation of the Company's Charter;
- Supervise the implementation of the Resolution approved by the 2021 Annual General Meeting of Shareholders (AGM), in order to protect the interests of the Company's shareholders;
- Supervise, jointly with independent auditors to monitor the transparency of the Company's financial activities;
- Supervise the implementation and transparency of the Board of Directors (BOD) and the Board of Management (BOM) in accordance with the law.

**1. 2021 Supervisory Board's members' information**

No.	Name	Title	Commencement date	Dismissal date	Number of meetings attended	Percentage of attended	Reason for absence
1	Mr. Nguyen Viet Thang	Head	April 12 <sup>nd</sup> , 2012, reelected as a member of the Supervisory Board for the term 2017 – 2022 by the 2017 AGM on March 31 <sup>st</sup> , 2017 and reelected as Head of the Supervisory Board on April 03 <sup>rd</sup> , 2017		4/4	100%	
2	Mr. Nguyen Khai Hoan	Member	April 12 <sup>nd</sup> , 2012, reelected as a member of the Supervisory Board by the 2017 AGM on March 31 <sup>st</sup> , 2017		4/4	100%	
3	Ms.	Member	March 31 <sup>st</sup> , 2017		4/4	100%	



No.	Name	Title	Commencement date	Dismissal date	Number of meetings attended	Percentage of attended	Reason for absence
	Nguyễn Thị Kim Anh		(Elected as a member of the Supervisory Board by 2017 AGM on March 31 <sup>st</sup> , 2017)				

In 2021, the Supervisory Board held 04 meetings. Details are as follows:

Session	Participation	Meeting content
<b>Session 01</b> Date: January 21 <sup>st</sup> 2021	3/3	<ul style="list-style-type: none"> <li>- Discuss the financial data of the fourth quarter of 2020 and the consolidated report for the whole year of 2020 prepared by the BOM for the meeting of the BOD on January 26<sup>th</sup>, 2021.</li> <li>- Review and evaluate the proposal of the BOM to increase the charter capital for two subsidiaries, which are FPT Software (increasing VND 500 billion from VND 2,800 billion to VND 3,300 billion) and FPT Investment (increasing VND 200 billion from VND 800 billion to VND 1,000 billion), which is proposed to the BOD meeting on January 26<sup>th</sup>, 2021.</li> <li>- Discuss and develop the operation plan of the Supervisory Board in 2021.</li> </ul>
<b>Session 02</b> Date April 5 <sup>th</sup> , 2021	3/3	<ul style="list-style-type: none"> <li>- Evaluate the content of the financial statements in 2020; review and evaluate the 2020 business results of the subsidiaries as well as the consolidated 2020 accounting book report of the whole group, review the preparation of documents for the AGM 2021 prepared by the BOM.</li> <li>- Discuss and evaluate the supervision of the compliance with regulations of the members of the BOD; members of the BOM and other managers of the Company in 2020.</li> <li>- Approve the drafted contents in the report of the Supervisory Board to submit to the 2021 AGM</li> <li>- Discussing the content of the report Summary of the operation of the Supervisory Board in 2020 and the proposed work plan for 2021 presented by the Head of the at the 2021 Annual General Meeting of Shareholders.</li> </ul>
<b>Session 03</b> Date July 23rd,	3/3	<ul style="list-style-type: none"> <li>- Review the contents of the 2021 operation plan.</li> <li>- Propose a plan to coordinate activities between the Supervisory Board and the Company's Internal</li> </ul>



Session	Participation	Meeting content
2021		Compliance Inspection Committee. - Review the financial statements for the first 6 months of 2021 and the plan for the third quarter of 2021 presented by the BOM in the meeting of the BOD on July 30 <sup>th</sup> , 2021.
<b>Session 04</b> Date October 18th, 2021	3/3	- Review and discuss the financial results of the third quarter of 2021 sent by the BOM for the content of the BOD meeting on November 9th, 2021. As well as consider the Company's expected report on achieving business targets in the fourth quarter as well as for the whole year of 2021 in the situation affected by the Covid-19 pandemic. - Plan to control overdue debts, overdue inventories and prevent financial risks in 2021. - Review and evaluate the validity of the issuance of preferred shares for employees in 2020 approved by the 2021 AGM.

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

Business results in 2021 were positive in the context that the Vietnam and world's economies were continuously affected for the second year by the Covid-19 pandemic.

The Company's BOD and BOM and managers have drastically managed business activities to exceed the main planned targets such as revenue; profit; EPS, which was a huge effort with a number of policies and implementation plans to adapt to the "New Normal" in 2021. Some details as following:

- Consolidated revenue was VND 35,657 billion, 19.5% higher than 2020 and 3% higher than planned. This was a huge challenge when the prolonged Covid pandemic waves caused the closure of many industries in 2021.
- Profit after tax reached an impressive level of VND 5,349 billion, 20.9% higher than 2020 and 2% higher than the plan;
- EPS reached 4.349, an increase of 21.5% compared to 2020. It was an important indicator measuring investment efficiency for existing shareholders.

In 2021, the Company continued to promote the effectiveness of management tools such as OKR; OKRs converge, etc. in business administration. This had good impacts on business results, improve discipline, self-discipline and self-responsibility for the implementation and completion of the Company's plan as well as each individual's targets. In addition, the policy of 20% reduction in salary of managers from lever 5 and above demonstrates the company's adaptability and prudence in operating, improvising with the economic period having unpredictable fluctuations caused by the pandemic.

## 3. Supervisory activities of the Supervisory Board for the BOD, BOM and shareholders

The Supervisory Board arranged members to attend all BOD meetings in person in 2021.





The Supervisory Board exercised the right to supervise the implementation of the issuance of preferred shares policy for employees with stunning contributions in 2020, ensuring that the program complies with the content of the resolution approved by the 2021 AGM, as well as ensuring transparency and fairness.

Monitoring the implementation of advance payment of remuneration of the BOD and the Supervisory Board in 2021: The Company made the advance payment to members of the BOD and the Supervisory Board in accordance with regulations approved by the 2021 AGM.

In 2021, the Supervisory Board did not receive any complaints from shareholders about the violations of the BOD, the BOM, and the Supervisory Board during the implementation of assigned tasks.

#### **4. Operational coordination of the Supervisory Board for the activities of the BOD, the BOM and other managers**

In 2021, the Supervisory Board always receives full information about the company's business plan and implementation situation, which was updated regularly for 4 quarters in 2021.

The Supervisory Board actively coordinated closely with the BOD and the BOM in the process of implementing professional activities. In addition, the Supervisory Board regularly discussed with the BOM when problems arose; and discussed the contents of the quarterly and annual independent audit report.

#### **5. Compliance Monitoring**

In 2021, the Supervisory Board did not record any abnormal signs that affected or violated the regulations of the Government's as well as the Company's in operating and managing activities of the members of the BOD, members of the BOM, and other managers that may impact shareholders' interests.

In 2021, the coordination between the Supervisory Board and the Company's Compliance Inspection Committee was promoted, but not regularly or planned. The Supervisory Board acknowledges this and will adjust it to be more effective in 2022.

#### **6. Summary of remuneration and operating expenses of the Supervisory Board**

Advance remuneration and operating expenses of the Supervisory Board in 2021:

- Advance payment of VND **1,248,000,000** for the remuneration of the Supervisory Board, included in the total operating expenses of the Supervisory Board members approved by the 2021 AGM.
- In 2021, due to the content and work needs, the Supervisory Board did not have to use 2 budget items: Outsourcing consulting services and Travel expenses for the year.
- Details below:

<b>Content</b>	<b>Budget approved (VND)</b>	<b>Advance payment (VND)</b>
1 Outside consultant	100,000,000 VND	
2 Remuneration for activities of the Supervisory Board members	1,248,000,000 VND	1,248,000,000 VND
3 Travel, business expenses	75,000,000 VND	
<b>Total:</b>	<b>1,423,000,000 VND</b>	<b>1,248,000,000 VND</b>





## **7. Transaction control report between the Company and related parties**

According to Article 290, Clause 4 of Decree 155/2020/ND-CP stipulating the supervision of transaction reports between the company and related parties. In 2021, the Supervisory Board recorded a report from the BOM on this activity. This report has been reflected in the annual report of the BOD as well as the independent audit report for 2021.

The main transactions between the company and its member companies and subsidiaries are normal goods and services exchange operations such as: purchasing software services, training services, purchasing computer equipment, short-term loans, etc. The Supervisory Board did not record any abnormal signs in these transactions. Specifically, the total transactions in 2021 reported to be monitored are as follows:

- Total transactions of providing services, sharing costs and sharing utilities: VND 274 billion
- Total purchases of goods; software services, training: VND 508 billion
- Total loan transactions: VND 16,765 billion
- Total loan repayment transactions: VND 16,412 billion
- Total loan transactions: VND 394 billion
- Total loan recovery transactions: VND 185 billion

During the year, there were no improper transactions between the Company and the other organization that relevant persons of the Company as either members of the BOD or members of the Supervisory Board or the CEO are members of the BOD or CEO.

The Supervisory Board also did not realize that there were other transactions of the company that could bring financial or non-financial benefits to members of the BOD, members of the Supervisory Board, and the CEO during the year.

## **II. OPERATION PLAN OF THE SUPERVISORY BOARD IN 2022**

### **1. Perform key tasks as prescribed by law:**

- Monitor compliance with the Resolution approved by the 2022 AGM. The Supervisory Board considers this a key task to ensure the best interests of the Company's shareholders.
- Supervise the election of the new BOD and the new Supervisory Board for the new term (2022-2027) to ensure the seriousness and compliance with regulations, especially for new members of the BOD and the Supervisory Board (if any).
- Continue to work closely with the Independent Auditor in reviewing the member companies' evaluation reports and monitor the implementation of the issues raised by the auditor in the notes and recommendations. (if any).
- Supervise the issuance of financial regulations, operating regulations as well as policy regulations issued by the BOD and the BOM during the year. Ensure compliance with the law and evaluate the impact on the interests of shareholders of the implementation of these regulations.
- Strengthen the coordination between the Supervisory Board and the Compliance Inspection Committee (under the BOD) to promptly assess and handle arising problems and supervise the handling during and after inspection.

### **2. Budget plan for operating expenses of the Supervisory Board in 2022**





The Supervisory Board submits to the 2022 Annual General Meeting of Shareholders for approval the operating budget in 2022 as follows:

No.	Expense item	Unit	Quantity	Price (VND)	Total (VND)
1	Outside consultant	H	50	2,000,000	100,000,000
2	Remuneration for activities of the Supervisory Board members	H	1,040	1,200,000	1,248,000,000
3	Travel, business expenses	Time	5	15,000,000	75,000,000
<b>Total:</b>					<b>1,423,000,000</b>

*(One billion four hundred twenty-three million dong./.)*

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



*Nguyễn Việt Thang*  
**Nguyễn Việt Thang**







## PROPOSAL

### Ref. FY2021 profit distribution and 2022 dividend payment plan

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*Pursuant to the 2020 Law on Enterprises;  
Pursuant to the Charter of FPT Corporation.*

The BOD kindly submits to the General Meeting of Shareholders to 2021 profit distribution and 2022 dividend payment plan as follows:

#### 1. FY2021 profit distribution

- With regards to:
  - o FY2021 cash dividend plan of 20% as approved by the Annual General Meeting (AGM).
  - o Actual result of FY2021 and the company's current financial position.
- The Board of Management (BOM) kindly requests to the Board of Directors (BOD) to approve and propose to the AGM the total cash dividend of 20% for FY2021 (VND 2,000 per share). Of which:
  - o Already paid in 2021: 10%
  - o The rest (10%) will be paid following the AGM's approval.
  - o Schedule: before the end of the 3rd quarter of 2022

#### 2. Stock dividend proposal

- With regards to:
  - o The purpose of improving the company stock's liquidity, enhancing shareholders' value.
- The Board of Management kindly requests to the Board of Directors to approve and propose to the AGM the total stock dividend of 20% for FY2021 (5:1)
  - o Source: retained earnings of parent company.
  - o Odd lots plan: the number of shares to be received by each shareholder will be rounded down. The odd lots (less than 10 shares), if any, will be aborted.
  - o New shares' listing: the newly issued shares (as stock dividend) will be listed immediately after listing approval is obtained.
  - o Schedule: immediately after the AGM's approval (at the same time with the rest of FY2021 cash dividend payment)

#### 3. FY2022 cash dividend plan

- With regards to:
  - o FY2022 Business plan and Capex plan as approved by the Board of Directors.
- The BOM kindly requests the BOD to approve and propose to the AGM the cash dividend plan for FY2022 as follows:





- Cash dividend plan of 20% (VND 2,000 per share) – on new outstanding shares after the stock dividend.
- The BOD will decide on the cash dividend advance when appropriate during the year, based on the actual business result and other considerations to optimize business activities.
- The actual FY2022 cash dividend will be approved by the 2023 AGM.

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

**ON BEHALF OF THE BOD  
CHAIRMAN**



**Truong Gia Binh**





No. 05

Hanoi, March 15<sup>th</sup>, 2022

**PROPOSAL**

**Ref. proposal of selecting the audit companies to audit 2022 financial statements**

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To: The 2022 Annual General Shareholders Meeting of FPT Corporation

*Pursuant to the Charter of FPT Corporation;*

*Pursuant to the need to choose the audit firm of the Company.*

The Supervisory Board respectfully submits to the General Meeting of Shareholders to approve the proposal of selecting an independent audit firm to audit 2022 Financial Statements as follows:

- Select one (1) from four (4) following audit firms (Big 4) to audit the 2022 Financial Statements:
  1. KPMG
  2. Deloitte
  3. PwC
  4. Ernst & Young
- Authorize the Board of Directors to select an audit firm.

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

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



  
Nguyen Viet Thang



**PROPOSAL****Ref. amending details of registered business lines of FPT Corporation**

To: The 2022 Annual General Shareholders Meeting of FPT Corporation

*Pursuant to the Charter of FPT Corporation;*  
*Pursuant to the Enterprise Law 2020 and guiding documents;*  
*Pursuant to the Securities Law 2019 and guiding documents;*  
*Pursuant to the Investment Law 2020 and guiding documents.*

FPT Corporation (“**Company**”) is a foreign-invested economic organization, operating business activities according to Certificate of business registration No. 0101248141 issued by Hanoi Department of Planning and Investment containing 04 codes of industries covering a number of business activities in the group of restricted market access for foreign investors specified in Appendix I - promulgated together with Decree No. 31/2021/ND-CP (*List of industries and occupations with restricted market access for foreign investors*).

Therefore, in order to ensure compliance with the provisions of the law, absorb the content of the official dispatch No. 1498/UBCK-PTTT dated April 20<sup>th</sup>, 2021 of the State Securities Commission of Vietnam ref. notification of the maximum foreign ownership ratio of FPT, the Board of Directors (“**BOD**”) respectfully submits to the Annual General Shareholders Meeting (“**AGM**”) to consider and approve the detailed amendment of the Company's business lines. Details are as follows:

1. Approving the detailed amendment of the Company's business lines as follows:

No.	Code of business line	Business lines according to current business registration (before updating)	Business lines proposed for adjustment (after updating)
1	4659	Wholesale of other machinery, equipment and spare parts.  <i>Details: Purchase and sale of equipment and machinery in the fields of healthcare, education and training, science and technology, manufacture, environment, telecommunications, consumer goods, automobiles, motorbikes;</i>	Wholesale of other machinery, equipment and spare parts.  <i>Details: Purchase and sale of equipment and machinery in the fields of healthcare, education and training, science and technology, industry, environment, telecommunications, consumer goods, automobiles, motorcycles and machinery equipment in other fields, <u>except for the case of foreign-invested economic organizations in Vietnam not allowed</u></i>



No.	Code of business line	Business lines according to current business registration (before updating)	Business lines proposed for adjustment (after updating)
			<i>to carry out in accordance with current laws.</i>
2	8299	Other business supporting services which are not categorized <i>Details: Import and export of the company's products</i>	Other business supporting services which are not categorized <i>Details: Import and export of the company's products except for the case of foreign-invested economic organizations in Vietnam not allowed to carry out in accordance with current laws.</i>
3	4610	Agents, brokers, auction goods <i>Details: Buying, selling and consigning goods agent</i>	Agents, brokers, auction goods <i>Details: Buying agent, selling agent, consigning goods except for the case of foreign-invested economic organizations in Vietnam not allowed to carry out in accordance with current laws.</i>
4	6312	Portal	Portal <i>Details: except for press activities, news collecting activities and other activities that foreign-invested economic organizations are not allowed to carry out in accordance with current laws.</i>



2. Authorizing the Chairman of the BOD and the legal representative of the Company to carry out necessary procedures in accordance with the provisions of law and internal regulations of the Company.

Respectfully submit to the AGM for consideration and approval./.

**ON BEHALF OF THE BOD  
CHAIRMAN**



**Trương Gia Bình**



**PROPOSAL****Ref. election of the Board of Directors and Supervisory Board for 2022 – 2027 term**  
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To: The 2022 Annual General Shareholders Meeting of FPT Corporation

*Pursuant to the Charter of FPT Corporation;*

*Pursuant to the practical operational needs of the Company.*

The term of the Board of Directors (“**BOD**”) and the Supervisory Board for the term of 2017 – 2022 will expire after the 2022 Annual General Shareholders Meeting (“**AGM**”). The BOD respectfully submit to the AGM for consideration and approval of the election of the BOD and the Supervisory Board as following:s

**1. Number of members of the BOD and the Supervisory Board for 2022-2027 term:**

- Number of members of the BOD: 07 members
- Number of members of the Supervisory Board: 03 members

**2. List of candidates for the BOD and the Supervisory Board for 2022-2027 term:****- Candidates for the BOD**

No.	Full name	Nationality
1	Mr. Truong Gia Binh	Vietnamese
2	Mr. Bui Quang Ngoc	Vietnamese
3	Mr. Do Cao Bao	Vietnamese
4	Mr. Jean Charles Belliol	French
5	Mr. Hiroshi Yokotsuka	Japanese
6	Mr. Hampapur Rangadore Binod	Indian
7	Ms. Tran Thi Hong Linh	Vietnamese

*Resumes attached.*

**- Candidates for the Supervisory Board**

No.	Full name	Nationality
1	Mr. Nguyen Viet Thang	Vietnamese
2	Mr. Nguyen Khai Hoan	Vietnamese
3	Ms. Duong Thuy Duong	Vietnamese

*Resumes attached.*

Respectfully submit to the AGM for review and approval./.

**ON BEHALF OF THE BOD  
CHAIRMAN**



*[Signature]*  
**Truong Gia Binh**





**SOCIALIST REPUBLIC OF VIETNAM**  
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**RESUME**

**CANDIDATE FOR THE BOARD OF DIRECTORS OF FPT CORPORATION**

*With 33 years of experience in IT and being the founder of FPT, he is the soul, the gatherer of forces and a strategist, he has important strategic directions to help FPT develop and achieve its position. With the vision of a pioneering leader, he is constantly exploiting innovative ideas, catching up with modern technology trends, leading FPT to steadily grow in the context of a difficult pandemic.*



**MR. TRUONG GIA BINH**

**1. Personal information**

- Full-name: Truong Gia Binh
- Date of Birth: 19/05/1956
- Place of Birth: Nghe An, Vietnam
- Gender: Male
- Nationality: Vietnamese

**2. Education Background**

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

**3. Work Experience**

Period	Position	Organization
1982	Officer	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 – 2001	Chairman	Council of Vietnam Young Entrepreneurs
2002 – 2005	Chairman	Vietnam young entrepreneurs Association – Course I
2001 – 2021	Chairman	Vietnam Software and IT Services Association (VINASA)
2009 – present	Chairman	FPT Corporation
2017 – present	Deputy Chairperson	Advisory Council of APR of Prime Minister
2017 – present	Dean	Private Sector Development Committee, Advisory Council of APR of Prime Minister
2018 – present	Chairman	Vietnam Digital Agriculture Association





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

- ❖ Certificate of Merit of Ministry of Information and Communications in 2005.
- ❖ 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.

**4. Positions held at other organizations:**

No.	Name of organization	Business license registration No.	Position (The position in Board of Directors, Board of Management)	Date of occupation
1	FPT Telecom Joint Stock Company	0101778163	BOD member	
2	FPT Education Ltd., Co.	010490076	Chairman	
3	FPT University	QĐ 208/2006/QĐ-TTG	BOD member	
4	Joint Stock Commercial Bank for Foreign Trade of Vietnam	0100112437	BOD member	

**5. Relevant interests of the Company (if any)**

No.	Name of company	Business license registration No.	Percentage (%) of the shares/ capital	Note
1	FPT Corporation	0101248141	7.05%	Closing date is Dec 31 <sup>st</sup> , 2021

**6. Declaration of relationship with FPT**

No.	Relationship	Details of relationship (In case the "Yes" column is checked, this column describe the relationship in details and the candidate needs to attach the relevant documents)	
		Yes	No
1.	Employee relations with FPT	✓	Chairman of the BOD
2.	Auditing, consulting relations with FPT		✓
3.	Ownership relations (shareholder of FPT)	✓	7.05% share ownership Related persons are shareholder of FPT: sister, brother-in-law, daughter
4.	Economic relations		✓
4.1.	Selling relations (Supplier)		✓
4.2.	Buying relations (Customer)		✓
4.3.	Partnerships		✓
5.	Other relations		✓





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**RESUME**

**CANDIDATE FOR THE BOARD OF DIRECTORS OF FPT CORPORATION**

*With 33 years of experience in the IT field, he is considered an outstanding leader of FPT, keeping pioneer role in modernizing the company's governance system for all effective and accurate activities according to international standards. During his tenure, with long-term experience in the fields of project management, quality assurance, and process standardization, he always closely followed and supported FPT's major projects.*



**MR. BUI QUANG NGOC**

**1. Personal information**

- Full-name: Bui Quang Ngoc
- Date of Birth: 12/03/1956
- Place of Birth: Nghe An, Vietnam
- Gender: Male
- Nationality: Vietnamese

**2. Education Background**

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

**3. Work Experience**

Period	Position	Organization
1979 – 1982	Lecturer	Institute of Mechanics, Vietnam Institute of Science
1986 – 1995	Deputy Dean	Steclop Institute of Mathmatics, Soviet Academy of Science
1990 – 1994	Vice Director/Director	Max-plant Institute, Gottingen, Germany
1995 – 2009	Executive Vice President of Information Technology and Telecommunication	FPT Corporation
2009 – 2011	Chairman of the Internal Control Committee	FPT Corporation
2013 – 2019	Chief Executive Officer	FPT Corporation
2002 – present	Vice Chairman	FPT Corporation

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

**4. Positions held at other organizations:**

No.	Name of organization	Business license registration No.	Position (The position in Board of	Date of occupation
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			Directors, Board of Management)
1	BQ Realty Ltd., Co.	0104388443	Owner
2	FPT University	QĐ 208/2006/QĐ-TTG	BOD member

**5. Relevant interests of the Company (if any)**

No.	Name of company	Business license registration No.	Percentage (%) of the shares/ capital	Note
1	FPT Corporation	0101248141	1.98%	Closing date is Dec 31 <sup>st</sup> , 2021

**6. Declaration of relationship with FPT**

No.	Relationship	Details of relationship	
		Yes	No
<i>(In case the "Yes" column is checked, this column describe the relationship in details and the candidate needs to attach the relevant documents)</i>			
1.	Employee relations with FPT	✓	Vice Chairman of the BOD
2.	Auditing, consulting relations with FPT		✓
3.	Ownership relations (shareholder of FPT)	✓	7.05% share ownership
4.	Economic relations		✓
4.1.	<i>Selling relations (Supplier)</i>		✓
4.2.	<i>Buying relations (Customer)</i>		✓
4.3.	<i>Partnerships</i>		✓
5.	Other relations		✓





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**RESUME**

**CANDIDATE FOR THE BOARD OF DIRECTORS OF FPT CORPORATION**

*Being one of the prestigious software experts of Vietnam with 33 years of experience, he participated in creating and managing many national IT projects and has made a great contribution to the development of FPT. From 1994 to 2015, he has led FPT to be the leader of the system intergration, software development in Vietnam. Also, as the Chairman of the Personnel and Remueration Committee, he plays an important role in strategic human resource planning and senior leadership rotation, training the next generation of FPT leaders.*



**MR. DO CAO BAO**

**1. Personal information**

- Full-name: Do Cao Bao
- Date of Birth: 18/06/1957
- Place of Birth: Hanoi, Vietnam
- Gender: Male
- Nationality: Vietnamese

**2. Education Background**

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
2007 – 2017	Executive Committee Member	Vietnam Computer Association
2017 – 2021	Vice Chairman	
2009 – 2015	Chủ tịch	FPT Information System
2010 – 2014	Council member	Vietnam Information Security Association
2016 – 2019	Executive Vice President	FPT Corporation
2009 – present	BOD member	

- Reward/Discipline (if any):

**4. Positions held at other organizations:**

No.	Name of organization	Business license registration No.	Position (The position in Board of Directors, Board of Management)	Date of occupation
1	FPT City Danang Joint Stock Company	0401328052	BOD member	

**5. Relevant interests of the Company (if any)**

No.	Name of company	Business license registration No.	Percentage (%) of the shares/ capital	Note
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1	FPT Corporation	0101248141	1.13%	Closing date is Dec 31 <sup>st</sup> , 2021
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**6. Declaration of relationship with FPT**

No.	Relationship	Yes	No	Details of relationship <i>(In case the "Yes" column is checked, this column describe the relationship in details and the candidate needs to attach the relevant documents)</i>
1.	Employee relations with FPT	✓		BOD member
2.	Auditing, consulting relations with FPT		✓	
3.	Ownership relations (shareholder of FPT)	✓		1.13% share ownership Related persons are shareholder of FPT: brother, spouse, sister, daughter, son
4.	Economic relations		✓	
4.1.	<i>Selling relations (Supplier)</i>		✓	
4.2.	<i>Buying relations (Customer)</i>		✓	
4.3.	<i>Partnerships</i>		✓	
5.	Other relations		✓	





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**RESUME**

**CANDIDATE FOR THE BOARD OF DIRECTORS OF FPT CORPORATION**

*He has nearly 30 years of experience in corporate finance, technical finance and project finance in Vietnam, France and Japan. He has extensive experience in corporate doanh nghiệp, contributing positively to FPT's financial policies and key programs every year. He used to represent many big-name investment funds in the financial industry and always strives for the highest values of corporate governance and shareholders' interests.*



**MR. JEAN CHARLES BELLIOL**

**1. Personal information**

- Full-name: Jean Charles Belliol
- Date of Birth: 28/01/1958
- Place of Birth: Courbevoie, France
- Gender: Male
- Nationality: French

**2. Education Background**

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
1997 – 2001	First Vice President	Credit Lyonnais Japan
2001 – 2004	Country Manager	Credit Lyonnais Vietnam
2004 – 2007	Country Manager	Calyon Corporate and Investment Bank
2008 – 2015	Chief Representative	Trí Tin International Hà Nội (TTI)
2015 – 2016	Head of FDI	Vietnam International Bank HCMC
2016 – 2019	Business Development and IR Director	FIT Group JSC
2002 – present	French Commercial Counsellor	
2020 – present	Strategic Finance Advisor	Aden Services Vietnam JSC

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

**4. Positions held at other organizations:**

No.	Name of organization	Business license registration No.	Position (The position in Board of Directors, Board of Management)	Date of occupation
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1	French Chamber of Commerce in Vietnam	BOD member	2011

**5. Relevant interests of the Company (if any)**

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

**6. Declaration of relationship with FPT**

No.	Relationship	Yes	No	Details of relationship (In case the "Yes" column is checked, this column describe the relationship in details and the candidate needs to attach the relevant documents)
1.	Employee relations with FPT	✓		BOD member
2.	Auditing, consulting relations with FPT		✓	
3.	Ownership relations (shareholder of FPT)	✓		Spouse is shareholder of FPT
4.	Economic relations		✓	
4.1.	<i>Selling relations (Supplier)</i>		✓	
4.2.	<i>Buying relations (Customer)</i>		✓	
4.3.	<i>Partnerships</i>		✓	
5.	Other relations		✓	





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**RESUME**

CANDIDATE FOR THE BOARD OF DIRECTORS OF FPT CORPORATION

*With nearly 50 years of contribution in IT industry, he launched and succeeded in a huge IT reform for Tokio Marine & Nichido Fire Insurance in particular and the insurance industry in general with a large-scale restructuring project in the period 2004-2009. This success can be considered a turning point of digital transformation (DX) for the Japanese insurance industry. Formerly the Chairman of the Japan IT Services Industry Association and a member of several committees on IT policies of government, he participated as an advisor for the prosperity of Japan's IT industry. Currently, as the chairman of CeFIL (an NPO related to Keidanren striving for the innovation), he supports and promotes DX for Japanese companies.*



**MR. HIROSHI YOKOTSUKA**

**1. Personal information**

- Full-name: Hiroshi Yokotsuka
- Date of Birth: 18/03/1951
- Place of Birth: Tokyo
- Gender: Male
- Nationality: Japanese

**2. Education Background**

Period	School/Training Center	Degree
1973	Hitotsubashi University, Faculty of Commerce	Bachelor

**3. Work Experience**

Period	Position	Organization
1973		Join Tokio Marine & Fire Insurance (Currently Tokio Marine & Nichido Fire Insurance)
2007 – 2009	CIO	Tokio Marine & Nichido Fire Insurance Co., Ltd.
2009 – 2013	Director	Tokio Marine & Nichido Systems
2015 – 2019	Chairman	Japan Information Technology Services Industry Association (JISA)
2014 – present	Chairman	CeFIL (NPO Center for Innovation Leader)
2016 – present	Representative	DBIC (Digital Business Innovation Center)
2022 ~	Director	Japan Disease Prediction Research Institute Co., Ltd.
2022 ~	Part-time lecturer	Faculty of Economics, University of Toyama
2022 ~	Advisory Committee	Takasaki University of Commerce

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

**4. Positions held at other organizations:**

No.	Name of organization	Business license registration No.	Position	Date of occupation
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**SOCIALIST REPUBLIC OF VIETNAM**  
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**RESUME**

CANDIDATE FOR THE BOARD OF DIRECTORS OF FPT CORPORATION

*He has got 36 years of experience in the IT industry. Joining Infosys, an Indian IT company ranked 4th in the world (according to Brand Finance), from the early years, he had devoted nearly 28 years to this corporation in many different important roles. Binod made a major contribution to the development of various campuses in India and offices outside India. Developing the Infosys Software Engineering World-class Global Education Center, he has greatly contributed to the development of high-quality, talented human resources, training the world's top senior managers and international standard IT experts, creating a desirable working environment at Infosys.*



**MR. HAMPAPUR  
RANGADORE BINOD**

**1. Personal information**

- Full-name: Hampapur Rangadore Binod
- Date of Birth: 30/07/1962
- Place of Birth: Bangalore, India
- Gender: Male
- Nationality: Indian

**2. Education Background**

Period	School/Training Center	Degree
1978	VVS Sardar Patel English High School	Matriculation/10 <sup>th</sup> Grade
1980	St Josephs College	Pre University/12 <sup>th</sup> Grade
1985	B M S College of Engineering, Bangalore University	Bachelor of Engineering – Industrial & Production Engineering

**3. Work Experience**

Period	Position	Organization
Dec 1985 – Feb 1986	Production Engineer	FACIT Asia Ltd, Hosur
Mar 1986 – July 1993	Senior Engineer - Technical Sales	MICO BOSCH India
Aug 1993 – May 2021	Executive Vice President – Talent & Technology Operations	INFOSYS Ltd

- Reward/Discipline (if any):

**4. Positions held at other organizations:**

No.	Name of organization	Business license registration No.	Position (The position in Board of Directors, Board of Management)	Date of occupation
1	Bangalore Kidney Foundation	DIN - 06576632	Trustee	02 May 2007
2	Sree Sankara College Association	DIN - 06576632	Trustee	25 Mar 2013
3	FPT India Pvt Ltd	DIN - 06576632	BOD member	15 Feb 2022





**5. Relevant interests of the Company (if any)**

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

**6. Declaration of relationship with FPT**

No.	Relationship	Yes	No	Details of relationship (In case the "Yes" column is checked, this column describe the relationship in details and the candidate needs to 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>Partnerships</i>		✓	
5.	Other relations	✓		Chief Advisor, FPT Software from 1Sept 2021





**SOCIALIST REPUBLIC OF VIETNAM**  
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**RESUME**

**CANDIDATE FOR THE BOARD OF DIRECTORS OF FPT CORPORATION**

*Over 10 years working in the field of investment and corporate governance, she has made many significant contributions to the management and representation of state capital in enterprises in the positions of a member of the Board of Directors and a member the Supervisory Board.*



**MS. TRAN THI HONG LINH**

**1. Personal information**

- Full-name: Tran Thi Hong Linh
- Date of Birth: 14/11/1979
- Place of Birth: Ha Tinh, Vietnam
- Gender: Female
- Nationality: Vietnamese

**2. Education Background**

Period	School/Training Center	Degree
1997 – 2001	National Economics University (Vietnam)	Bachelor
2006 – 2009	National Economics University (Vietnam)	Master

**3. Work Experience**

Period	Position	Organization
2001 – 2010	Specialist at Dept. of Planning – Sales – Bidding	Traffic Construction 208 JSC – member of Traffic Construction Corporation 4 – JSC
2010 – 2021	Investment Specialist	State Capital Investment Corporation (SCIC)
2021 – present	Deputy Head of Dept. of Investment 4	State Capital Investment Corporation (SCIC)
<b>Concurrent Positions</b>		
12/2014 – 05/2016	BOD Member, Capital Representative of SCIC	Hanoi Pharmaceutical & medical equipment import-export JSC (Hapharco)
06/2017 – 06/2019	Member of the Supervisory Board	Vietnam vegetable oils industry corporation – acting as JSC (Vocarimex)
05/2018 – 04/2019	Capital Representative of SCIC	Tuyen Quang Mechanic JSC
06/2019 – 12/2021	BOD Member, Capital Representative of SCIC	Vietnam vegetable oils industry corporation – acting as joint stock company (Vocarimex)
08/2016 – present	BOD Member, Capital Representative of SCIC	Vietnam environment and hydrometeorological equipment JSC (Hymetco)

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

**4. Positions held at other organizations:**







No.	Name of organization	Business license registration No.	Position <i>(The position in Board of Directors, Board of Management)</i>	Date of occupation
1	Vietnam environment and hydrometeorological equipment JSC (Hymetco)	0100510766	BOD Member, Capital Representative of SCIC	08/2016

**5. Relevant interests of the Company (if any)**

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

**6. Declaration of relationship with FPT**

No.	Relationship	Yes	No	Details of relationship <i>(In case the "Yes" column is checked, this column describe the relationship in details and the candidate needs to attach the relevant documents)</i>
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>Partnerships</i>		✓	
5.	Other relations		✓	

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**SOCIALIST REPUBLIC OF VIETNAM**  
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**RESUME**

**CANDIDATE FOR THE SUPERVISORY BOARD OF FPT CORPORATION**



**MR. NGUYEN VIET THANG**

*With 32-year experience in business finance, he has been a member of the Supervisory Board of FPT since 2008 and was elected as Head of the Supervisory Board for the term of 2012 - 2017 and 2017 - 2022.*

**1. Personal information**

- Full-name: Nguyen Viet Thang
- Date of Birth: 01/11/1968
- Place of Birth: Hanoi, Vietnam
- Gender: Male
- Nationality: Vietnamese

**2. Education Background**

Period	School/Training Center	Degree
1985 – 1989	Vietnam University of Commerce	Bachelor
1999 – 2001	Hanoi Law University	Bachelor
5/1999	James Madison University (US)	Operation manager
6/2000	University of California, Riverside (US)	Training course of Advanced Business Administration
2004 – 2006	Rushmore University (US)	Master
2010 – 2014	Bulacan State University (Philippines)	Ph.D

**3. Work Experience**

Period	Position	Organization
1992 – 1999	Vice Head of Finance Department Vice President of Company Union	FPT Corporation
1995 – 2013	Co-Founder, Vice Dean of Faculty	Hanoi School of Business and Management (HSB), Vietnam National University
2008 – 2012	BOD member	Tienphong Commercial Joint Stock Bank
2009 – 2014	Director	FPT School of Business & Technology, FPT University
2014 – 2016	Vice Rector	FPT University
2008 – present	Member of Supervisory Board Head of Supervisory Board	FPT Corporation
2009 – present	Vice Rector	FPT University
2016 – present	Director	FPT School of Business & Technology, FPT University

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





**4. Positions held at other organizations:**

No.	Name of organization	Business license registration No.	Position <i>(The position in Board of Directors, Board of Management)</i>	Date of occupation
1	FPT University	QĐ 208/2006/QĐ-TTg	Vice Rector	2009

**5. Relevant interests of the Company (if any)**

No.	Name of company	Business license registration No.	Percentage (%) of the shares/ capital	Note
1	FPT Corporation	0101248141	0.01%	Closing date is Dec 31 <sup>st</sup> , 2021

**6. Declaration of relationship with FPT**

No.	Relationship	Details of relationship <i>(In case the "Yes" column is checked, this column describe the relationship in details and the candidate needs to attach the relevant documents)</i>	
		Yes	No
1.	Employee relations with FPT	✓	Head of the Supervisory Board
2.	Auditing, consulting relations with FPT		✓
3.	Ownership relations (shareholder of FPT)	✓	0.01% share ownership Related persons are shareholders of FPT: elder brother and younger brother
4.	Economic relations		✓
4.1.	<i>Selling relations (Supplier)</i>		✓
4.2.	<i>Buying relations (Customer)</i>		✓
4.3.	<i>Partnerships</i>		✓
5.	Other relations		✓







**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

**RESUME**

CANDIDATE FOR THE SUPERVISORY BOARD OF FPT CORPORATION



**MR. NGUYEN KHAI HOAN**

*With 28 years in finance, he has been a member of the Supervisory Board of FPT since 2007 and has many years of experience in the financial field.*

**1. Personal information**

- Full-name: Nguyen Khai Hoan
- Date of Birth: 12/11/1975
- Place of Birth: Hanoi, Vietnam
- Gender: Male
- Nationality: Vietnamese

**2. Education Background**

Period	School/Training Center	Degree
1999	Academy of Finance, Russian	Bachelor
2000	Finance University under the Government of the Russian Federation	Master
2003	Institute of Economy Russian Academy of Science	Ph.D

**3. Work Experience**

Period	Position	Organization
06 – 12/2003	Finance and accounting specialist	FPT Corporation
2004 – 2008	Chief Accountant	FPT Software
2009 – 2010	Chief Accountant, Head of Finance Department	FPT Software
2014 – 2015	Co Managing Director	FPT Slovakia
2009 – present	Executive Vice President, CFO	FPT Software
2011 – present	Member of the Supervisory Board	FPT Corporation

- Reward/Discipline (if any)

**4. Positions held at other organizations:**

No.	Name of organization	Business license registration No.	Position <i>(The position in Board of Directors, Board of Management)</i>	Date of occupation
1	FPT Software	0101601092	Executive Vice President, CFO	

**5. Relevant interests of the Company (if any)**

No.	Name of company	Business license registration No.	Percentage (%) of the shares/ capital	Note
1	FPT Corporation	0101248141	0.08%	Closing date is Dec 31 <sup>st</sup> , 2021





## 6. Declaration of relationship with FPT

No.	Relationship	Yes	No	Details of relationship (In case the "Yes" column is checked, this column describe the relationship in details and the candidate needs to attach the relevant documents)
1.	Employee relations with FPT	✓		Member of the Supervisory Board
2.	Auditing, consulting relations with FPT		✓	
3.	Ownership relations (shareholder of FPT)	✓		0.08% share ownership Spouse is shareholder of FPT
4.	Economic relations		✓	
4.1.	<i>Selling relations (Supplier)</i>		✓	
4.2.	<i>Buying relations (Customer)</i>		✓	
4.3.	<i>Partnerships</i>		✓	
5.	Other relations		✓	





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**RESUME**

CANDIDATE FOR THE SUPERVISORY BOARD OF FPT CORPORATION



*Working in the investment field for 7 years right after graduation, she is a young talent with a lot of experience in corporate governance, has contributed and effectively supported the management of state capital in businesses.*

**MS. DUONG THUY DUONG**

**1. Personal information**

- Full-name: Duong Thuy Duong
- Date of Birth: 16/01/1993
- Place of Birth: Hanoi, Vietnam
- Gender: Female
- Nationality: Vietnamese

**2. Education Background**

Period	School/Training Center	Degree
2011 – 2015	National Economics University (Vietnam)	Bachelor

**3. Work Experience**

Period	Position	Organization
2015 – present	Investment Specialist	State Capital Investment Corporation

- Reward/Discipline (if any): None

**4. Positions held at other organizations:**

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

**5. Relevant interests of the Company (if any)**

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

**6. Declaration of relationship with FPT**

No.	Relationship	Details of relationship (In case the “Yes” column is checked, this column describe the relationship in details and the candidate needs to 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>Partnerships</i>	✓
5.	Other relations	✓





DRAFT

Hanoi, April 07<sup>th</sup>, 2022

**RESOLUTION**  
**THE 2022 ANNUAL GENERAL SHAREHOLDERS MEETING**  
**FPT CORPORATION**

*Pursuant to the Law on Enterprise dated June 17<sup>th</sup>, 2020;*  
*Pursuant to the Law on Securities dated November 26<sup>th</sup>, 2019;*  
*Pursuant to the Charter of FPT Corporation (“the Company”);*  
*Pursuant to the Proposals of the Board of Directors (“the BOD”) and the Supervisory Board at the 2022 Annual General Meeting of Shareholders (“AGM”);*  
*Pursuant to the Meeting Minutes of the Company’s 2022 AGM dated April 07<sup>th</sup>, 2022;*  
*Pursuant to the Voting Report of the Company’s AGM dated April 07<sup>th</sup>, 2022,*

**DECIDED:**

**Article 1: Approve the 2021 BOD’s Report and Remuneration budget for 2022.** Details are as follows:

- Salary for executive members of the BOD: **VND 10.76 billion;**
- Bonus for executive members of the BOD: not exceeding **0.49%** FPT Corporation’s profit before tax;
- Compensation for non-executive members of the BOD: **VND 6 billion.**

**Article 2: Approve Audited Financial Statements for the year 2021.** For more details, please visit: <https://fpt.com.vn/vi/nhadautu/cong-bo-thong-tin>.

**Article 3: Approve the Supervisory Board’s Report in 2021 and the Budget for the Supervisory Board’s activities in 2022 is VND 1,423,000,000.**

**Article 4: Approve 2021 Profit Distribution plan and policy for 2022 dividend payment.** Details are as follows:

**Plan for 2021 profit distribution**

- FY2021 cash dividend payment of 20% (VND 2,000 per share), in which:
  - o Already paid in 2021: 10%
  - o The rest (10%) will be paid following the AGM’s approval.
  - o Schedule: Before the end of the 3<sup>rd</sup> quarter of 2022.

**Plan for stock dividend payment**

- FY2021 ratio of stock dividend is 20% (5:1)
  - o Source: Retained earnings of the parent company.





- Odd lots plan: the number of shares to be received by each shareholder will be rounded down. The odd lots (less than 10 shares), if any, will be aborted.
- Schedule: immediately after the AGM's approval (at the same time with the rest of FY2021 cash dividend payment)

**FY2022 cash dividend payment plan**

- FY2022 cash dividend plan of 20% (VND 2,000 per share – on new outstanding shares after the stock dividend).
- The BOD will decide on the cash dividend advance when appropriate during the year, based on the actual business result and other considerations to optimize business activities.
- The actual FY2022 cash dividend will be approved by the 2023 AGM.

**Article 5: Approve selection one (1) among four (4) audit firms as below (Big 4) to audit the 2022 financial statements, cordially submit to the AGM for approval.**

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

**Article 6: Approve the proposal of amending the details of the registered business lines as attached.**

**Article 7: The results of the election of the Board of Directors and the Supervisory Board for the 2022-2027 term are as follows:**

**A. The Board of Directors:**

Thus, the list of elected members of the Board of Directors for the term 2022 - 2027 includes 07 members:

**B. The Board of Supervisors:**

Thus, the list of elected members of the Supervisory Board for the term 2022 - 2027 includes 03 members:

The Resolution was approved by the 2022 AGM of FPT Corporation. The BOD bascs on the Resolution to implement accordingly.

**ON BEHALF OF SECRETARY**

**CHAIRMAN**

**Do Kim Phuong**

**Truong Gia Binh**