



**FPT CORPORATION**

# **DOCUMENTS**

## **ANNUAL GENERAL MEETING OF SHAREHOLDERS 2016**



March 2016



## LIST OF DOCUMENTS

No.	Document	Page
1.	Agenda (tentative)	3
2.	Voting issues	4
3.	Report of the Board of Directors in 2015, direction and 2016 plan	5
4.	Remuneration budget for the Board of Directors in 2016	23
5.	Report of the Supervisory Board in 2015, Plan and Budget for the Supervisory Board in 2016	24
6.	Proposal of 2015 profit distribution plan, share dividend payment and policy of cash dividend payment in 2016	27
7.	Proposal to select an audit firm	29
8.	Proposal to amend the Company Charter	30
9.	Draft Resolution of the AGM 2015	60



**TENTATIVE AGENDA**  
**2016 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Time:** 13:00 Thursday, March 31<sup>st</sup>, 2016  
**Venue:** Grand Ballroom, Ground floor, Hanoi Daewoo Hotel, 360 Kim Ma, Ngoc Khanh, Ba Dinh, Hanoi

<b>No.</b>	<b>Time</b>	<b>Content (draft)</b>	<b>Person in Charge</b>
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	The Supervisory Board
4.	14:10 – 14:15	Nomination of the secretary, election of the voting committee and approval of the meeting agenda	Chairman
5.	14:15 – 14:25	Presentation of 2015 Director Board’s Report, the direction and 2016 plan. Budget and remuneration for Director Board in 2016	The BOD
6.	14:25 – 14:35	Presentation of Management Board’s Report about business activities and audited financial statements in 2015	The BOM
7.	14:35 – 14:40	Presentation of 2015 Supervisory Board’s Report. Budget and remuneration for Supervisory Board in 2016	The Supervisory Board
8.	14:40 – 14:45	Presentation of 2015 Profit Distribution Plan, proposal of cash dividend payment 2016 and proposal of independent audit companies to audit financial report 2016	The BOD
9.	14:45 – 14:55	Presentation on Proposal of Charter Amendment in accordance with Business Laws 2014	The BOM
10.	14:55 – 15:25	Presentation of ‘ FPT – INNOVATION FOR GROWTH’ Strategy	The BOD
11.	15:25 – 15:50	Discussions on Voting Issues	Chairman
12.	15:50 – 16:00	Voting	Voting Committee
13.	16:00 – 16:25	Discussions on other issues	Chairman
14.	16:25 – 16:40	<i>Break</i>	
15.	16:40 – 16:45	Announcement on Voting result	Voting Committee
16.	16:45 – 16:50	Approval on 2016 AGM Resolutions	The BOD
17.	16:50 – 16:55	Approval on 2016 AGM Minutes.	Secretary
18.	16:55 – 17:00	Meeting closing	Chairman



## VOTING ISSUES

- Content 1:** Ratify the 2015 Audited Financial Statements; the Board of Directors' Report in 2015, the Strategic Business Directions for the 2016-2018 period, the business plan for 2016; and the Supervisory Board's Report in 2015.
- Content 2:** Ratify the plan for 2015 profit distribution and share dividend payment.
- Content 3:** Ratify policy for cash dividend payment in 2016.
- Content 4:** Ratify the proposal to amend the Company Charter in accordance with Law on Enterprises 2014.
- Content 5:** Ratify the proposal to select an independent audit firm for 2016 Financial Statements.
- Content 6:** Ratify the 2016 remuneration package for the Board of Directors; the 2016 action plan and remuneration package for the Supervisory Board.



## REPORT OF THE BOARD OF DIRECTORS

### I. THE BOD REVIEW OF CORPORATE ACTIVITIES

#### 1. Business performance review

In 2015, FPT fulfilled its commitments in revenue and profit gained which were earlier approved at the 2015 Annual General Shareholders Meeting (AGM). Specifically, consolidated revenue for the year 2015 was VND40,003 billion, equal to 101% of the plan. Profit before tax were VND2,851 billion, completing 100% of the plan.

The result underscores the great efforts of all subsidiaries in a difficult business context in which there were many adverse movements, including the distribution segment being affected by partners' changes in distribution policies, the telecom services segment being under competitive pressure and the domestic information technology market has not yet recovered as expected.

Globalization direction continued to show positive results, mirrored by a 40.9% increase in revenue from overseas markets in 2015. With the expansion of business activities in emerging markets, impressive milestones were reached, including the signing of a USD33.6 million contract to implement the VAT system for the Government of Bangladesh, obtaining the telecommunications license in Myanmar and putting an ERP project into operation for the United Paints Group, a Myanmar-based leading paint corporation,...

#### 2. Implementation of strategic directions

- **Becoming a global corporation**

In 2015, globalization direction continued to achieve good results and most of the main targets of the strategic direction for the 2015–2017 period were reached. Details were as follows:

- *Revenue for globalization grew by 40.9% YoY.*
- *Momentum was created in developing markets.* Especially, in Myanmar and Bangladesh, FPT has opened new development directions in Telecommunications and IT solution areas in the following years.
- *Significant contributions were made in the technology ecosystems of the technology corporations* such as Amazon Web Services (AWS) and Microsoft,... being on par with key players from Japan and India like Hitachi, Fujitsu, NEC, Accenture, Tata, and Cognizant.
- *The number of foreign employees* was 1,135, accounting for 4.2% of the total number of employees.
- *The “10,000 Bridge Software Engineer” program:* In 2015, nearly 1,000 participants of the program were trained in Japan and Vietnam.

- **Becoming the Number 1 company for S.M.A.C**



Wishing to pioneer the SMART revolution by applying S.M.A.C in business and management activities, FPT focused on investing in and applying new technologies and applications in the solutions/services provided to customers as well as business operations, accelerating revenue growth.

- ***Enhancing S.M.A.C application in business operation to cut costs and increase revenue*** such as FPT University enrollment, FPT Retail's sales, FPT Telecom's internet service provision and the operation of FPT Software's service delivery system.
- ***Continuously winning a number of S.M.A.C-based service provision contracts with big players*** in the areas of aviation, broadcasting, energy, and automotive in developed countries, particularly in the United States and Japan.
- ***Delivering revenue growth of 74% p.a. from providing S.M.A.C-based services and solutions (SMART) to customers globally.***

- **Signing higher value contracts**

In 2015, FPT strived and won several large-scale and long-term contracts to provide solutions and full-package services.

- ***A record contract of USD33.6 million*** was signed to provide a VAT Management System in Bangladesh. This is by far the largest turnkey contract in Bangladesh;
- ***A USD25 million contract*** was signed with a world's leading customers in the field of broadcasting;
- ***A contract with a new outsourcing client in the field of logistics was signed, valued at USD4 million.***

### **3. Sustainable development direction**

Along with achieving the objectives of business growth, FPT has made positive contributions to the overall development of the economy, society and environment. In 2015, FPT contributed VND6,000 billion to the State budget and created nearly 5,000 new jobs, and actively implemented various social responsibility activities, propagated environmental protection awareness.

### **4. Personnel and Organization changes**

- ***Achieving initial positive results in restructuring FPT IS & FPT Education***

In 2015, the BOD continued to work closely with the BOM to strictly monitor the activities of FPT IS and FPT Education after the restructuring. Furthermore, they directly join with the managers of these subsidiaries in deploying key projects and major programs during the year.

Restructuring activities have improved business results of these two subsidiaries:

- FPT IS reported slight revenue growth after a period of showing no growth, having signed several record contracts overseas and won many important projects under the IT leasing model for customers in the Government sector and state-owned enterprises.
- FPT Education: after restructuring, the university has delivered a remarkable growth in enrollment with an increase of 32.6% compared to 2014, it continued to reach a



higher level in QS Stars assessment system with four criteria being rated 5-star, the highest-rating under QS Stars - one of the prestigious ranking standards for worldwide universities.

- ***Approving the new organizational structure of FPT Software***

The BOD has approved a new organizational structure of FPT Software, to accelerate the progression towards the goal of reaching USD1 billion and 30,000 staff by 2020.

- ***Appointing some senior managers to enhance competitiveness and empowering younger generation:***

- In April 2015: Appointed Mr. Uwe Schlager to serve as Director of Merger and Acquisitions (M&A) to boost M&A activities of the corporation - one of the most important directions of FPT's globalization strategy to quickly heighten FPT's position.
- In April 2015: Appointed Mr. Hoang Viet Ha to serve as Chief Operating Officer (COO) to improve FPT business efficiency and effectiveness.
- In November 2015: Appointed Mr. Le Hong Viet to serve as Chief Technology Officer (CTO) to promote technology development of the corporation.

## **II. THE BOD'S REVIEW ON THE BOM'S PERFORMANCE**

In 2015, the BOD has closely monitored the CEO and the BOM in implementing the resolutions of the AGM and the BOD Meetings.

- ✓ **Monitoring methods**

- Supervising the completion of important indicators in the year 2015, which CEO and the BOM had committed.
- Requiring the CEO and the BOM to report on business performance at the quarterly BOD meetings. Also, Chairman and some members of the BOD continued to attend the BOM Meetings and directed some important tasks.
- Coordinating with the Supervisory Board to oversee those operations of the company for which they can make practical comments to help the CEO and the BOM to fulfill the tasks assigned at the AGM and the BOD meetings.

- ✓ **General assessment**

- The BOD highly appreciated the efforts and the discipline of CEO and the BOM at different levels in accomplishing 2015's targets. Therefore, in the difficult business context, FPT completed 2015 business plan as committed and returned to the double-digit profit growth trajectory.
- The BOM proposed the appropriate policies to ensure the corporation's growth, such as restructuring some subsidiaries and supplementing senior managers at the headquarters and subsidiaries.
- The BOM adopted use of the Balanced Scorecard (BSC) to increase corporate governance efficiency and provide important corporate indicators. In addition, thanks



to the computerization of this administrative tool, the BOM can always monitor the implementation of important criteria and provide timely reminds as well as come up with solutions when targets are not reached periodically.

- During operations, the BOM has always complied with the provisions of law, the Company Charter, the Resolutions of the AGM, the resolutions of the BOD, and the Decisions of the Chairman.

### III. THE BOD'S PLANS AND ORIENTATIONS FOR 2016

2016 is predicted to be an even more difficult year due to macroeconomic situation of domestic and foreign markets. However, there are numerous opportunities for Vietnam enterprises to grow, especially in IT industry for companies like FPT. Therefore, the BOD has decided the 2016 development directions as following:

- Regarding personnel and organization:
  - Supervising the deployment of the new organizational model at FPT Software;
  - Strictly monitoring the implementation of the plan of developing the next generation of the company's top executives.
- Regarding corporate governance:
  - Further enhancing the corporate governance's effectiveness in accordance with international standards, focusing on management and risk control in financial management, accounting and auditing, and corporate risk management;
  - Continuing to improve transparency in the corporate operation, enhancing the role of the independent BOD members;
  - Strengthening corporate governance training for members of the BOD, the BOM and the Supervisory Board.
- Regarding sustainable development:
  - Maximizing shareholder benefits and ensuring the sustainable development of the corporation;
  - Further improving competitiveness to enable sustainable growth and contribute to the national development.

### IV. ACTIVITIES OF THE BOD

#### 1. Board members and structure

No.	Member	Position	Ownership of voting rights	Concurrent posts on the BOD of other companies
1	Mr. Truong Gia Binh	Chairman	7.13%	Member of the BOD of FPT Telecom and FPT Education
2	Mr. Bui Quang	Vice	3.72%	Member of the BOD of FPT Telecom and FPT



	Ngoc	Chairman		Education
3	Mr. Do Cao Bao	Member	1.18%	Chairman of FPT City Da Nang JSC.
5	Mr. Le Song Lai	Non-executive member	0.00%	Member of the BOD of Vinamilk, Bao Minh Insurance Corporation and Vietnam National Reinsurance Corporation
7	Mr. Jean-Charles Boliol	Non-executive member	0.00%	Member of the BOD of Everpia Vietnam JSC and Tri Tin International JSC
8	Mr. Tomokazu Hamaguchi	Independent member	0.00%	Member of the BOD of the IHI Corporation, the JR East Railway Company and Kurakay Co., Ltd.
9	Mr. Dan E Khoo	Independent member	0.00%	None

*(Note: The number of owned shares is referred to in the list of shareholders as of February 24, 2016)*

## 2. Activities of the BOD

Number of BOD meetings:

No.	Board member	Position	Participation	Ratio	Reasons of absence
1	Mr. Truong Gia Binh	Chairman	6/6	100%	
2	Mr. Bui Quang Ngoc	Vice chairman	6/6	100%	
3	Mr. Do Cao Bao	Member	6/6	100%	
4	Mr. Le Song Lai	Member	6/6	100%	
5	Mr. Jean-Charles Belliol	Member	6/6	100%	
6	Mr. Tomokazu Hamaguchi	Member	6/6	100%	
7	Mr. Dan E Khoo	Member	6/6	100%	



- Content and results of the meetings

Session	Participants	Main content
Session 1 January 28, 2015	The BOD: 7/7 members  Observers: - The Supervisory Board: 1/3 - The BOM: 4/4	<ul style="list-style-type: none"> <li>- Reported 2014 business result;</li> <li>- Reported 2015 plan and 2015-2017 business plan;</li> <li>- Reported 2016-2017 growth direction;</li> <li>- Reported 2015–2017 strategy;</li> <li>- Reported 2014 Employee Stock Ownership Plan (ESOP) program;</li> <li>- Proposed the record date for shareholders attending the AGM and the AGM date.</li> </ul>
Session 2 March 19, 2015	The BOD: 7/7 members  Observers: - The Supervisory: 1/3 - The BOM: 2/4	<ul style="list-style-type: none"> <li>- Reported the program and proposals for FPT’s AGM 2015 to be submitted to the 2015 AGM for approval;</li> <li>- Reported the BOD report and 2015 BOD budget plan to be submitted to the 2015 AGM for approval;</li> <li>- Reported 2014 audit financial statements to be submitted to the 2015AGM for approval;</li> <li>- Reported the plan to allocate profit 2014 and the dividend payment plan for 2015 to be submitted to the 2015 AGM for approval.</li> </ul>
Session 3 March 26–April 6, 2015	Gathering written form	<ul style="list-style-type: none"> <li>- Reported 2014 ESOP program;</li> <li>- Reported the termination proposal of Ms. Chu Thi Thanh Ha from FPT’s Executive Vice President position.</li> </ul>
Session 4	Gathering written form	<ul style="list-style-type: none"> <li>- Reported the remaining 2014 dividend payment in cash and by</li> </ul>



April 22–27, 2015		shares.
Session 5 July 30, 2015	<p>The BOD: 7/7 members</p> <p>Observers:</p> <ul style="list-style-type: none"> <li>- The Supervisory Board: 3/3</li> <li>- The BOM: 3/4</li> </ul>	<ul style="list-style-type: none"> <li>- Reported business result for the first half of 2015 and the plan for the second half of 2015;</li> <li>- Reported proposal to increase charter capital for some subsidiaries, including FPT Software, FPT Trading and FPT Investment;</li> <li>- Reported cash dividend payment plan in advance for the first phase of 2015;</li> <li>- Reported the implementation of the BOD resolutions in the first half of 2015;</li> <li>- Presented on M&amp;A plan</li> </ul>
Session 6 November 13, 2015	<p>The BOD: 7/7 members</p> <p>Observers:</p> <ul style="list-style-type: none"> <li>- The Supervisory Board: 2/3</li> <li>- The BOM: 1/4</li> </ul>	<ul style="list-style-type: none"> <li>- Reported the business result for the first nine months of 2015 and the plan to reach the whole-year target;</li> <li>- Reported on the implementation of the BOD resolutions in the first nine months of 2015 and other activities.</li> </ul>

Resolutions passed by the BOD in 2015:

No.	Name of Resolution/Decision	Date	Content
1	01.01-2015/NQ-HĐQT-FPT	Jan 29, 2015	<ul style="list-style-type: none"> <li>- Approved 2014 business result;</li> <li>- Approved 2015 business plan;</li> <li>- Approved 2016-2017 growth direction;</li> <li>- Approved 2015–2017 strategy;</li> <li>- Approved the record date for shareholders attending AGM and the AGM date;</li> <li>- Exercised the 2014 AGM Resolution on issuing shares to employees; Approved 2014 Employee Stock Ownership Plan (ESOP)</li> </ul>



			program.
2	01.03-2015/NQ-HĐQT-FPT	March 19, 2015	<ul style="list-style-type: none"> <li>- Approved program and proposals for FPT's AGM 2015 to be submitted to 2015 AGM for approval;</li> <li>- Approved the BOD report and 2015 BOD remuneration budget plan to be submitted to the 2015 AGM for approval;</li> <li>- Approved 2014 audited financial statements to be submitted to the 2015 AGM for approval;</li> <li>- Approved plan to allocate profits from 2014 and the dividend payment plan for 2015 to be submitted to the 2015 AGM for approval.</li> </ul>
3	03.04-2015/NQ-HĐQT-FPT	March 31, 2015	<ul style="list-style-type: none"> <li>- Approved 2014 ESOP program.</li> </ul>
4	04.04-2015/NQ-HĐQT-FPT	April 6, 2015	<ul style="list-style-type: none"> <li>- Approved the termination proposal of Ms. Chu Thi Thanh Ha from FPT's Executive Vice President position.</li> </ul>
5	05.04-2015/NQ-HĐQT-FPT	April 27, 2015	<ul style="list-style-type: none"> <li>- Approved 2014's remaining dividend payments in cash;</li> <li>- Approved dividend payment by shares from retained earnings.</li> </ul>
6	01.07-2015/NQ-HĐQT-FPT	July 30, 2015	<ul style="list-style-type: none"> <li>- Approved proposal to increase charter capital for FPT Software, FPT Trading and FPT Investment;</li> <li>- Approved cash dividend payment plan in advance for the first phase of 2015.</li> </ul>

### 3. Activities of Committees under the BOD

#### *The Personnel and Remuneration Committee*

- **Implementing the program to organize and develop the leadership team**
  - Organizing, evaluating, alternating and training 16 group-level managers (upper 6<sup>th</sup> level) and appointing Chief Operating Officers (COOs) at subsidiaries.
  - Continuing to direct subsidiaries to determine levels and organize the leadership team at units; make the organizing list, implement evaluation, selection and coaching.
  - Completing the evaluation of subsidiary-level leaders/managers for FPT IS and FPT Education under 13 criteria of the corporation.



- **Implementing the restructuring and enhancing competitiveness following the BOD's orientation**
  - Restructuring FPT IS towards: rebuilding the whole organization model which is more competitive and suitable with strategies of the corporation; reorganize subsidiaries of FPT IS under the business domain.
  - Restructuring FPT Software towards: rebuilding the whole organization model which is more competitive and suitable with S.M.A.C and FPT's globalization strategy; reorganize foreign affiliates of FPT Software (Japan, America, APAC, and Europe), strategic business units under business domain, and strategic customers.
  - Continuing to direct and complete issues and solutions after the Competitiveness Enhancement Program for seven FPT subsidiaries. The committee worked with leaders of the subsidiaries to implement these solutions and form a specific action plan in order to reform the subsidiaries' system to bring forth innovation and enhance competitiveness of the corporation.
- **Issuing personnel policies for the corporation**
  - Issuing and implementing FPT's remuneration policy for the whole corporation in 2015.
  - Issuing and amending some policies/regulations: Promotion and dismissal regulations, Regulation on local travel expenses, Regulation on foreign travel expenses, Regulation on the operation of two globalized companies (FPT Myanmar and FPT Asia Pacific), basic salary scale policy.
  - Directing and supervising the drafting, issuance and application of personnel regulations and policies of subsidiaries in accordance with FPT regulations.
- **Drafting the personnel strategy**
  - Directing the development of personnel at different levels for the corporation under the Balanced Score Card – BSC model at each subsidiary with detailed action plans and indicators for each period at each subsidiary.
  - Directing the drafting of action plans in 2016 in accordance with personnel strategy.
  - Directing the drafting of job descriptions (MyFPT project) to be implemented at subsidiaries and globalization-related positions.
- **Directing the drafting and implementation of the project to develop core staff members**
  - Making a list of the core staff members of FPT and its subsidiaries; directing the training and caring for core staff members.
  - Managing and caring for core staff members through training and skills development programs for each group, drafting specific policies for core staff members.
- **Directing the drafting and implementation of the project to improve FPT's human resources to meet global standards**
  - Directing the drafting of a full Job Description for globalization-related positions and working standards in a global environment; preparing human resources for globalization using domestic and foreign resources; branding FPT in recruitment.



- Directing the drafting and supervising the implementation of training plans and programs in terms of foreign language and special skills to meet global standards (implemented positively by FPT Software and FPT IS); directing communication and guiding staffs members who work globally in projects such as Global Talk, publishing an online notebook on globalization, providing essential information on the nine nations in which FPT staff members are working.
- Working with the FPT Corporate University to implement training programs appropriate for every FPT staff member; ensuring teaching and studying hour of each employee; putting online training programs such as MOOC into operation.

#### ***The Development Policy Committee***

- Watching for and estimating economic development trends in domestic and foreign markets to propose long and short-term strategic orientations to the BOD.
- Supervising and evaluating the quality of implementation policies of the BOD
- Supporting to develop strategies of FPT and its subsidiaries.
- Supervising and reporting on implementation of strategies throughout the whole corporation.
- Supporting Chairman and senior staff members organize trips to develop international relationships, participating in such events as the World Economic Forum in Davos, the ASOCIO and meetings of large enterprises in Japan and the US.

#### ***The Advisory Board***

In 2015, in addition to regular communications by email and phone, the Advisory Board held quarterly meetings in order to:

- Giving advices and recommendations to the BOD and the Chairman on strategy-related issues and long-term development orientation of the corporation.
- Providing recommendations on critical issues for the corporation.

#### ***The Chairman's Office***

- Assisting the Chairman and the BOD to hold periodic meetings, collect opinions on paper, and draft and issues documents of the BOD in accordance with regulations such as Operation regulation, the Corporate Charter, the Enterprise Law and other legal regulations.
- Coordinating to hold the AGM in April 2015 and the Advisory Board's meetings during the year.
- Providing information to members of the BOD and the Supervisory Board and the corporation's shareholders when requested.

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

- **Mr. Jean-Charles Belliol:** He actively participated in all regular meetings of the Corporation, such as the weekly briefing of the corporation, strategic conferences, etc. He usually contributes ideas and recommendations for the operation and strategy of



the subsidiaries and the corporation as a whole. Mr. Jean-Charles Belliol is particularly serious about monitoring the implementation of the corporation's business plan.

- **Mr. Tomokazu Hamaguchi:** In 2015, he paid working visits to some subsidiaries such as FPT Telecom, FPT IS and FPT Software to learn more about their activities and provide advices. With his vast experience in NTT Data's globalization process, he made several valuable recommendations and proposals to FPT's leaders concerning the implementation of the globalization plan. Especially, Mr. Hamaguchi usually contributes ideas and recommendations on M&A - one direction in FPT's globalization strategy which it has been pushing into the forefront.
- **Mr. Dan E Khoo:** He usually provides advice to FPT about global technology trends which helps FPT define strategic directions and develop the information technology services. In addition, with his management experience in global markets, Mr. Dan E Khoo also makes constructive contributions in the areas of M&A for FPT.

## 5. Overall evaluation of the BOD's performance

In 2015, FPT's BOD strictly supervised the operation of the BOM to ensure the implementation of strategic goals and plans.

Development of strategy continues to be promoted in a way that the whole business will be mobilized to achieve common goals. The strategy building model is implemented at the corporate level to define strategic goals, strategic actions and actions plans that must be implemented immediately. The BOD Chairman directs and supervises the dissemination and implementation of strategic building models in every subsidiary to ensure consistency in direction and performances at all levels.

The corporation continues to improve transparency in corporate governance. The BOD's independent members are all foreigners who have held leadership positions for years and have highly-regarded reputations in the regional information technology sector. They also have profound experience and an extensive network of contacts which allows them to make a large contribution to FPT's globalization strategy in terms of direction and development of new markets in 2015.

## 6. Salaries, bonuses, compensation and other benefits

Pursuant to the 2015 remuneration package approved by the AGM in 2015, the actual remuneration for the BOD and the CEO is as follows:

	Salary (VND)		Bonus (% pre-tax profit)		Compensation(VND)	
	Approved by the AGM	2015	Approved by the AGM	2015	Approved by the AGM	2015
<b>Executive</b>	10.76	9.2	0.49%	0.44%	None	None



	billion	billion				
<b>Independent, Non-executive</b>	None	None	None	None	4.92 billion	4.98 billion

The detailed salary, bonus and compensation for all BOD members in 2015 are as follow:

Members	Position	Executive	Independent, Non-executive	Monthly compensation	Salary (%)	Bonus (%)	Compensation (%)
Truong Gia Binh	Chairman	x			43%	57%	None
Bui Quang Ngoc	Vice Chairman, CEO	x			39%	61%	None
Do Cao Bao	Member	x			47%	53%	None
Le Song Lai	Member		x	20,000,000 VND	None	None	100%
Jean-Charles Belliol	Member		x	20,000,000 VND	None	None	100%
Tomokazu Hamaguchi	Member		x	187,117,515 VND	None	None	100%
Dan Khoo	Member		x	187,117,515 VND	None	None	100%

## V. STRATEGIC DIRECTIONS AND THE 2016 BUSINESS PLAN

### 1. Macroeconomic Prospects

- Regarding the prospects of the global economy, in the context of many remaining risks and uncertainties, the International Monetary Fund (IMF) forecasts a GDP growth of the world economy of 3.6% in 2016, higher than the growth rate of 3.3% in 2015.

- Regarding the prospects of the Vietnamese economy, the National Assembly set the target for GDP growth at 6.7% in 2016, as compared to 6.68% in 2015. Besides, joining



free trade agreements, particularly the Trans-Pacific Strategic Economic Partnership Agreement (TPP) and the ASEAN Economic Community (AEC) will create numerous technology opportunities for Vietnam in international cooperation.

## 2. Industrial prospects and opportunities for FPT

### 2.1 Global market to bring great opportunities

#### ✓ Global IT services trends

According to Gartner's Invest Quarterly Sector outlook report, the global IT services market is expected to grow 4.0% in 2016, reaching over USD 1,000 billion and will continue to grow at an average of 4.3% per annum for the next three years.

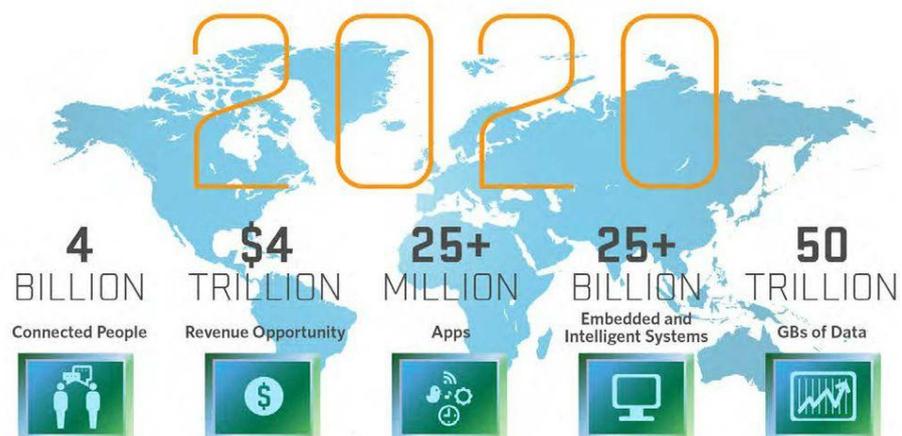
In 2016, it is forecasted that outsourcing contracts will require greater flexibility and efficiency, Big Data will be used more; companies with limited financial resources will look to external suppliers to increase their ability to handle big data, and cloud computing-equipped vendors will have a competitive advantage in the IT services market.

#### ✓ S.M.A.C, IoT migration trends

According to Gartner, enterprises now consider information and Internet to be key elements to become digital enterprises. However, fewer than 10% of companies have integrated their activities with a digital business strategy and this is the opportunity for technology companies, like FPT, to help customers shift to the digital world.

In particular, SMAC and IoT continue to be the two mainstreams of the global IT industry. According to IDC's forecast regarding IoT, by 2020 there will be:

- + 4 billion people connecting together
- + US\$4 trillion in revenue
- + More than 25 million applications
- + More than 25 billion embedded and intelligent systems
- + 50 trillion Gigabytes of data

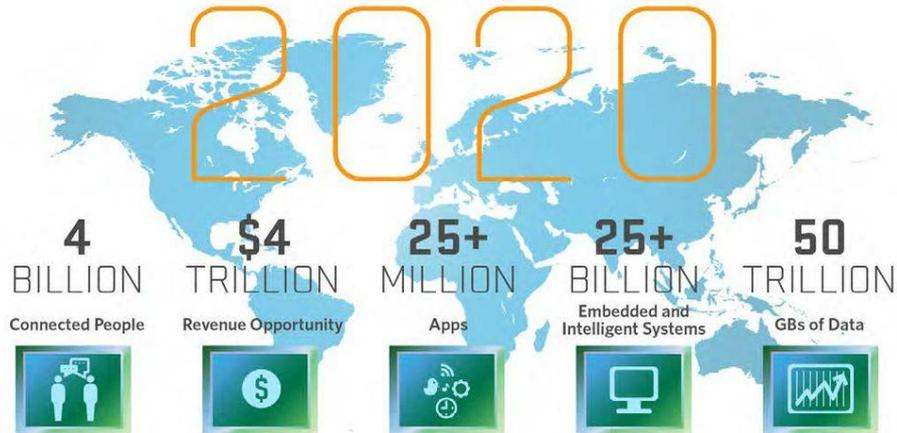


Source: Mario Morales, IDC



## 2.2 Domestic IT-Telecommunication Market Trends

- ✓ **Integrated system and infrastructure solutions market - Expectations of new policies**



Source: Mario Morales, IDC

On October 14, 2015, the Government issued Resolution No. 36a/NQ-CP on e-government for the 2015-2017 period. This Resolution focuses on three main objectives to develop e-government which are: connecting electronic documents from the central government to the provincial, district and communal levels; 100% of public services are to be provided via electronic network; and establishing a national public service portal at a single website. Resolution No. 36a/NQ-CP was promulgated to improve the position of the Vietnam Electronic government as ranked by the United Nations, and to provide FPT, and other Vietnamese IT enterprises, with the opportunity to participate in the process of administrative reform and e-government.

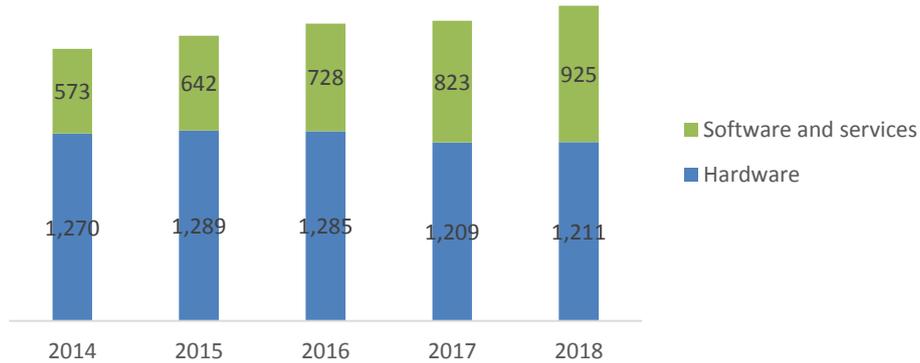
Decision No. 80/2014/QĐ-TTg regulating on pilot leasing IT in state agencies which officially took effect in February 2015, created a new business model for enterprises delivering IT services. FPT had its first success with this business model with its implementation of the e-ticketing system for the Vietnam Railways Corporation.

Meanwhile, according to International Data Corporation (IDC), Vietnam is developing strongly and more investment is needed in infrastructure, especially IT infrastructure. Besides, spending on IT also tends to shift from hardware to software and services. IDC forecasted that in the 2016-2018 period, spending on hardware growth rate will decrease 2.1% per year averagely, while the growth rate of spending on software and services is expected to remain double-digit of 12.9% per annum. This is also in line with FPT's growth strategy which focuses on investing in software solutions development and IT services provision.

Unit: USD in millions



### IT spending in information systems in Vietnam during 2014 - 2018



Source: IDC, 2015

#### ✓ **Fixed-line telecommunication and PayTV market – Full of growth potential**

According to The summary report on 2015 performance and plan for 2016 of the Ministry of Information and Communications, from 2011 to 2015, the telecommunication market has grown an average of 30-50% per year. Vietnam’s telecommunication network and Internet infrastructure is continuously growing and new Internet resources are being developed which are consistent with the trend of science and technology convergence and development.

In the PayTV sector, we have witnessed impressive growth and the expansion of various forms of services such as: cable TV, digital terrestrial television, satellite television, Internet protocol TV and mobile TV in recent years.

#### ✓ **Mobile phone and IT product market**

According to a recent GfK report, the phone consumption market in Vietnam has witnessed positive movements thanks to the growth of smartphones, which support online activities. Accordingly, in the first three quarters of 2015, 9 million smartphones were sold in Vietnam, an increase of 28.6% year-over-year (YoY). This makes Vietnam the fastest growing and also the third largest smartphone market in Southeast Asia.

### **3. Strategic Business Directions for the 2016-2018 period**

#### ***3.1 Becoming a global corporation***

##### ✓ Target:

- Revenue from overseas markets to account for 30% of total revenue in 2020;
- Internationalizing the ‘FPT Culture’

##### ✓ Strategic actions

- Providing new products/services for global markets
- Applying international standards
- Pursuing cross-border M&A



- Popularizing the use of English throughout the Corporation

### ***3.2 Pioneering in the digital world***

✓ Target:

- Being a pioneer in the digital world; participating in the formation of the global technology ecosystems;
- Growing revenue from providing digital services to customers by more than 70% a year.

✓ Strategic actions

- Providing digital services to customers;
- Pioneering in digitalizing management and business model;
- Investing in IT startups which complement FPT's ecosystems;
- Inspiring FPT employees to be pioneers in the digital world.

### ***3.3 Transforming into a world-class company***

✓ Target

- Being on the Forbes Global 2000 list by 2020;
- Becoming a learning organization, improving leadership ability.

✓ Strategic actions:

- Enhancing the international rankings of all business segments;
- Signing high value contracts and developing turnkey products and services in specialized domains and value added services;
- Growing strategic 'start-ups' that can contribute to generate revenue growth;
- Requiring FPT staff to spend at least 20hours/year on learning so that they can improve their skills and increase their knowledge, and developing a criteria matrix that will enable the assessment and improvement of leadership capacity.

## **4. Sustainable development orientations**

As the largest IT company in Vietnam's private economic sector, FPT is aware of the importance of this strategy and strives to achieve the objective of combining economic, environmental and social good to ensure a balance of interests for all parties involved in current and future operations.

Key objectives of FPT's sustainable development strategy includes:

- ✓ Sustainable growth in revenue and profit;
- ✓ Developing highly skilled human resources, actively participating in, and contributing to community activities;
- ✓ Raising awareness for environmental protection and energy conservation; 'Greening' the business and lifestyle.

## **VI. BUSINESS PROSPECTS AND GUIDANCE FOR 2016**

Based on market analysis and forecasts, and with an aim to maintain and uphold the achievements of 2015, the BOD has approved the guidance for 2016 as follows:



Unit: VND in billions

	Revenue			Profit before tax		
	2015	2016	YoY change	2015	2016	YoY change
Technology	8,605	9,990	16.1%	927	1,210	30.5%
Telecom	5,484	6,550	19.4%	1,044	1,042	-0.2%
Distribution & Retail	25,213	28,586	13.4%	728	826	13.4%
Education & Others	702	670	-4.6%	151	73	-51.7%
<b>Total</b>	<b>40,003</b>	<b>45,796</b>	<b>14.5%</b>	<b>2,851</b>	<b>3,151</b>	<b>10.5%</b>

### **Technology sector – Changing for growth**

The software outsourcing has set a challenging target of enhancing productivity plus quality of service and improving profit margins together with remaining high revenue growth of 28% versus 2015. This was specified in the overall guidance of the technology sector with profit before tax growth rate is set higher than the revenue growth rate.

In software solutions segment, bringing projects to finish in time, or earlier than expected will be the core element to build trust with customers, as a prerequisite to expand business in such potential developing markets.

### **Telecom sector – Investment for growth**

The Telecom services segment, after completing the fiber optical last-mile swap for customers in Hanoi and Ho Chi Minh City in 2015, will implement similar projects in the next major cities in order to bring the best experience to customers and laying a foundation to provide Internet Protocol Television (IPTV) pay TV service in these cities.

In the Digital content segment, the online newspapers VnExpress will not only strive to serve loyal readers better by further developing the mobile version, it will also reach a much wider audience with the launch of an new editions, as well as integration of more useful functions to enhance readers' experience.

### **Distribution and Retail sector – Innovation for growth**

Distribution sector will overcome difficulties to grow amid what have hindered the business segment since the second half of 2015. In order to take advantage of a well-diversified and prestigious product portfolio, the segment will start to distribute to online channels and launch prestigious a smartphone warranty chain nationwide.

The retail sector will maintain strong growth in 2015 with ambitious growth targets and a continued expansion of the retail chain nationwide.

### **Education segment – Continue to innovate the enrollment process and investment in campus construction**



In 2015, thanks to an adoption of new methods to enroll students, the number of enrolled students has increased healthily compared to the prior year. Upon that premise, FPT's education segment will continue to innovate the student enrolment process, setting a student base growth target. Concurrently, FPT University and its subsidiaries will continue the construction of campuses in HCMC and Da Nang which have been started in 2015, and plans to open new branches in other cities besides existing operations in Hanoi, Da Nang, and HCMC.

## VII. INVESTMENT PLANS

The fields which are expected to receive the bulk of investment will continue to be Telecom services, Software outsourcing and Education.

In the Telecom services segment, investment will be made in telecom infrastructure, as well as pay-TV service.

Because the Software outsourcing and education segments involve a large workforce and a large number of students, investment is made in building software and education campuses in other cities.

The investment plan for 2016 is estimated to be as follows:

Unit: VND in billions

	2016
Technology	945
Telecom	1,802
Distribution & Retail	127
Education & Others	45
<b>Total capex needed for existing businesses</b>	<b>2,919</b>

*Hanoi, March 15, 2016*

**On behalf of the Board of Directors,  
Chairman**

**Truong Gia Binh**



Hanoi, March 15, 2016

## STATEMENT TO THE 2016 ANNUAL GENERAL SHAREHOLDERS MEETING OF FPT CORPORATION

*Ref: Approval of 2016 remuneration budget for the Board of Directors*

- In accordance with the 2013 Charter of FPT Corporation;
- In accordance with the 2015 Annual General Shareholders Meeting's Resolution and actual payments for the Board of Directors in 2015;
- In accordance with the Board of Directors' Resolution No. 01.03-2016/NQ-FPT-HDQT dated March 10<sup>th</sup>, 2016;

The Board of Directors (BOD) kindly submits to the General Shareholders Meeting to ratify the 2016 remuneration package for the BOD. Details as follows:

### 1. Remuneration for the BOD in 2015

No.	Item	Actual payment	2015 Budget
1	Compensation for non-executive members of the BOD	4.98 billion VND	4.92 billion VND
2	Salary for executive members of the BOD	9.2 billion VND	10.76 billion VND
3	Bonus for executive members of the BOD	0.44% * Profit before tax	0.49% * Profit before tax

*Note: Compensation for non-executive members of the BOD exceeded due to exchange rate increase.*

### 2. Remuneration budget for the BOD in 2016

- Compensation for non-executive members of the BOD: **5.3 billion VND** (a rise due to change in exchange rate)
- Salary for executive members of the BOD: **10.76 billion VND**
- Bonus for executive members of the BOD: not exceeding **0.49%** FPT Corporation's profit before tax

Kindly submit to the General Shareholders Meeting for approval.

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

**TRUONG GIA BINH**



## REPORT OF THE SUPERVISORY BOARD IN 2015 AND PLAN FOR 2016

### I. The Supervisory Board's activities

The FPT Supervisory Board, in the 2012-2017 period, consists of three members elected at the Annual General Shareholder Meeting (AGM) to perform monitoring activities as regulated in the laws and regulations of the company. The Supervisory Board has the following tasks: supervise implementation of the Corporate Charter and resolutions of the AGM; supervise financial activities; monitor activities of the BOD and the BOM as regulated by law.

In 2015, the Supervisory Board continually monitored and recommended administrative changes to be made in company operations and it strengthened monitoring procedures and ensured the transparency in the corporation's financial activities.

#### 1. Meetings of the Supervisory Board

The Supervisory Board met quarterly to report and assess the performance of the Supervisory Board's members, as well as to review and evaluate the BOM's quarterly financial statements.

In 2015, the Supervisory Board held four meetings with participation of all members. The Supervisory Board regularly communicated by telephone and email to solve unexpected problems and to clarify specialized issues.

#### *Details and main contents:*

Session	Participation	Main content
<i>Session 1:</i> April 03, 2015	3/3	<ul style="list-style-type: none"> <li>- Assigned detailed tasks to each member;</li> <li>- Approved the Supervisory Board's 2015 action plan with details regarding its members;</li> <li>- Reviewed and evaluated the corporation's first quarter financial statement.</li> </ul>
<i>Session 2:</i> July 14, 2015	3/3	<ul style="list-style-type: none"> <li>- Reviewed the company's second quarter financial report and the implementation of the plan for the first 6 months. Discussed how the Supervisory Board might contribute for the BOD's meeting on the second quarter of the year;</li> <li>- Reviewed 2014 dividend payments in accordance with the AGM resolution;</li> <li>- Planned to take part in the internal supervisory group along with the Compliance Monitoring Department.</li> </ul>
<i>Session 3:</i> November 13, 2015	3/3	<ul style="list-style-type: none"> <li>- Reviewed and discussed the company's third quarter financial statement and the expected situation to fulfill the corporation's plan in 2015;</li> <li>- Evaluated the safety of the M&amp;A projects which the BOM planned;</li> <li>- Made a plan to supervise bad debt report, in 2015; effectiveness of the M&amp;A project report after one year of operation.</li> </ul>
<i>Session 4:</i> January 26, 2016	3/3	<ul style="list-style-type: none"> <li>- Discussed and evaluated the 2015 consolidated financial statement;</li> <li>- Assessed the 2015 business result which the BOM had prepared for the fourth quarter BOD meeting;</li> <li>- Evaluated supervision compliance with regulations of members of the BOD, the BOM and the management positions of the</li> </ul>



		corporation in 2015; - Discussed and assigned preparations for reports on 2015's activities and 2016's plan of the Supervisory Board.
--	--	--

## 2. Working results of the Supervisory Board

### ✓ **Monitoring the implementation of the resolutions of the 2015 AGM**

In 2015, despite economic difficulties, FPT completed almost all the goals approved in the resolution of the 2015 AGM.

- The corporation completed forming funds as regulated, ensured the full payment obligation to the State budget.
- The corporation paid 2014 dividends of 10 per cent in cash and 15 per cent by stock in accordance with the resolution passed at the 2015 AGM.
- 2015 Business results: Revenue reached VND40,003 billion, completed 101 per cent of the 2015 plan and rose by 13.9% against 2014. After-tax profit reached VND2,438 billion, completed 102 per cent of the plan and increased by 17.3% against 2014. This is a very positive result despite the fact that the economy of Vietnam and the world was in turmoil in 2015.
- Remuneration paid to the BOD and Supervisory Board: In 2015, the corporation paid the BOD and the Supervisory Board members in accordance with the regulations and norm that was approved by the 2015 AGM.

### ✓ **Supervising the corporation's operations and finances**

- Reviewing the corporation's quarterly financial statements and collaborating with independent auditors to evaluate the activities and measures required to prevent risk with respect to the corporation's financial activities.
- Conducting a risk assessment of the overdue debts of the corporation and its subsidiaries based on reports provided by these subsidiaries' Accounting Departments. The Supervisory Board provided recommendations on related governance process to minimize financial risks that have arisen due to the existence of these overdue debts. It is the second consecutive year the Supervisory Board has done these affairs.
- Evaluating and monitoring the 2014 dividend payment in cash and by stock as reported above, in accordance with the resolution passed at the 2015 AGM.
- Evaluating the effectiveness of the M&A project with RWE IT Slovakia after 18 years of operation. The initial goal of the project has been basically achieved.
- Working with the BOD's Compliance Monitoring Department to evaluate and control some activities of subsidiaries in accordance with the plan.

### ✓ **Monitoring members of the BOD and the BOM, and management staff**

In 2015, the BOD's personnel remained stable with seven members, in which, 3/7 members were foreigners. The Supervisory Board acknowledged the efforts made by the BOD in 2015 in closely following up on the corporation's activities and development strategy with high responsibility.

### ✓ **Monitoring the compliance**

In 2015, the Supervisory Board did not uncover any unusual matters which affected or violated regulations of the State and the corporation in activities of members of the BOD, BOM, as well as the corporation's managers.

### ✓ **Selecting an independent auditor for 2015**



The Supervisory Board collaborated with the BOM to evaluate, and choose Deloitte Vietnam Company Limited to be the corporation's independent financial auditor for 2015.

### 3. Summary of the remuneration and operating expenses of the Supervisory Board

In 2015, the Supervisory Board's members attempted to implement their function and duties. The total remuneration provided in advance to each Supervisory Board member was VND 585 million out of a total of VND 710 million approved by the 2015 AGM.

## II. The Supervisory Board's 2016 operating plan

### *Some key activities of the Supervisory Board in 2016*

- Monitoring compliance with the resolutions of the 2015 AGM Meeting. Reviewing evaluation report of the Independent Auditor and monitoring the implementation of issues raised by the audit.
- Reviewing and supervising annual financial regulations, rules, operational regulations and policies issued by the BOD and the BOM. At the same time, ensuring legal compliance and assessing impacts on interests of shareholders when implementing these regulations.
- Strengthening cooperation between the Supervisory Board and Compliance Monitoring Board to assess and timely handle emerging issues. Also, supervising the process after checking/inspection. In 2016, the Supervisory Board expects to cooperate from 03 to 04 delegations with Compliance Monitoring Board in periodical or thematic monitoring plans during the year.

### *Budget for Supervisory Board's activities in 2016*

The Supervisory Board will continue to hire consultants to implement jobs out of members' technical knowledge, especially jobs relating to law to ensure the legality.

For 2016, the Supervisory Board proposes operating expenses budget as follows:

No.	Description	Unit	Quantity	Unit Price (VND)	Amount (VND)
1	Hire professional consultants	H	50	1,500,000	75,000,000
2	Compensation for the Supervisory Board members	H	510	1,300,000	663,000,000
3	Travelling expense (Da Nang/HCMC)	Times	5	10,000,000	50,000,000
	<b>Total</b>				<b>788,000,000</b>

*Hanoi, March 15, 2016*

**On behalf of the Supervisory Board,  
Head of the Supervisory Board**

**Nguyen Viet Thang**



Hanoi, March 15, 2016

**STATEMENT  
TO THE 2016 ANNUAL GENERAL SHAREHOLDERS MEETING OF  
FPT CORPORATION**

*Ref: Ratification of 2015 Audited Financial Statements; the plan for 2015 profit distribution;  
share dividend payment; the policy for cash dividend payment in 2016*

The Board of Directors (BOD) of FPT Corporation kindly submits to the Annual General Shareholders Meeting (AGM) to ratify 2015 Audited Financial Statements, the plan for 2015 profit distribution; share dividend payment and the policy for cash dividend payment in 2016. Details are as follows:

**1. 2015 Audited Financial Statements**

The BOD submits to the AGM to ratify 2015 Audited Financial Statements (attached in AGM documents). Some of common financial targets and shareholders' revenue in 2015 are audited as below:

No.	Items	Year 2015 (Billion VND)
1	Revenue (*)	40,003
2	Profit before tax	2,851
3	Profit after tax	2,438
4	Profit after tax for parent company's shareholders	1,931
5	Deduction	190
	5.1. Bonus welfare funds deducted parent company	1
	5.2. Bonus welfare funds deducted at subsidiaries (10%)	189
6	Shareholders' profit	1,741

(\*): Business Revenue

**2. Plan for 2015 profit distribution**

- Pursuant to:
  - o Policy for cash dividend payment in 2015 at the rate of 20% (VND 2,000 per share) has been approved by the 2015 AGM;
  - o The Audited Financial Statement in 2015.
- The BOD submits to the AGM to ratify the plan for cash dividend payment in 2015 at the rate of 20% (VND 2,000 per share). Therein:
  - o Dividend paid in advance in Quarter 3 in 2015: 10% (VND 1,000 per share);
  - o Remaining dividend will be paid after the AGM's approval: 10% (VND 1,000 per share);
  - o Execution time: Quarter 2/2016;
  - o Authorizing the BOD to implement dividend payment.

**3. Plan for share dividend payment in 2015**

- Pursuant to:
  - o The Audited Financial Statement in 2015
- The BOD submits to the AGM to ratify the plan for share dividend payment from retained earnings for eligible shareholders, details as below:
  - o Ratio of share dividend is 15% (20 available shares gain 03 additional shares)
  - o Source: from retained earnings.



- Plan to handle arisen odd shares: the number of additional shares issued under share dividend payment policy for each shareholder will be rounded down. Fractional unit after the decimal point will be null.
- Listed: number of shares issued to implement share dividend payment will be listed right after implementation.
- Execution time: Quarter 2/2016. Timing to finalize shareholders list of share dividend payment implementation will be set at the same time as that of cash dividend payment above mentioned.
- Authorizing the BOD to implement share dividend payment.

#### **4. Policy for cash dividend payment in 2016**

- Pursuant to: Business plan of 2016 and Investment plan of 2016
- The BOD submits to the AGM to ratify policy for cash dividend payment in 2016: 20% (VND 2,000 per share – based on the quantity of new shares after paying share dividend of 15%)
- The BOD will base on actual business performance to decide the interim dividend at the appropriate time of the year as well as other related issues, to ensure the Company's operation will not be negatively affected.
- The ratio of cash dividend payment in 2016 will be decided by the General Shareholders Meeting.

Kindly submit to the Annual General Shareholders Meeting for approval.

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

**TRUONG GIA BINH**



*Hanoi, March 15, 2016*

**STATEMENT  
TO THE 2016 ANNUAL GENERAL SHAREHOLDERS MEETING OF  
FPT CORPORATION**

*Re: Selection of an audit firm*

Pursuant to:

- The 2013 Charter of FPT Corporation.
- The need to select an audit firm.

The Board of Directors kindly submits to the General Shareholders Meeting to ratify the proposal to select one (1) among four (4) audit firms as below (Big Four) to audit the Company's Financial Statement in 2016, including:

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

And authorize the Board of Directors to select a specific audit firm.

Kindly submit to the General Shareholders Meeting for approval.

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

**TRUONG GIA BINH**



Hanoi, March 15, 2016

**STATEMENT  
TO THE 2016 ANNUAL GENERAL SHAREHOLDERS MEETING OF  
FPT CORPORATION**

*Ref: Approval of FPT Charter Amendment proposal*

Kindly submit to the General Shareholders Meeting,

Pursuant to:

- The 2013 Charter of FPT Corporation;
- The Law on Enterprise in 2014;

With the view to get the current Charter further in line with the Law on Enterprise no. 68/2014/QH13 adopted by the Vietnam National Assembly on November 24th, 2014 and taken effects since July 1st, 2015, the Board of Directors proposes statement on the amendment of Company Charters as attached.

Kindly submit to the General Shareholders Meeting for approval.

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

**TRUONG GIA BINH**





**DRAFT OF CHARTER AMENDMENT & SUPPLEMENT**

<b>TT</b>	<b>Current Charter</b>	<b>Charter Amendment Proposal</b>	<b>Base /Reasons</b>
1.	<p><b>Prelude:</b> This Charter of FPT Corporation is adopted under the valid resolutions of the Company Annual General Meeting of Shareholders organized on { April 06<sup>th</sup> 2013}]”</p>	<p><b><u>Amended as:</u></b> This Charter of FPT Corporation is adopted under the valid resolutions of the Company’s Annual General Meeting of Shareholders <b><u>organized on / /2016”</u></b></p>	<p>Consistent with the actual date of adoption of this Charter.</p>
2.	<p><b>Point b) of Clause 1 of Article 1 Terms Definitions</b> b. “Law on Enterprises” means the Law on Enterprises 60/2005/QH11 passed by the National Assembly on 29 November 2005.</p>	<p><b>Point b) of Clause 1 of Article 1 Terms Definitions shall be amended as follows:</b> b. “Law on Enterprises” means the Law on Enterprises 68/2014/QH13 passed by the National Assembly on 24 November 2014.</p>	<p>Article 212 Clause 1 of Law on Enterprise regulates“. This Law is of full force and effect as from 1 July 2015. The Law on Enterprises 60-2005-QH11 dated 29 November 2005 and the Law on Amendment of and Addition to Article 170 of the Law on Enterprises 37-2013-QH13 dated 20 June 2013 shall no longer be effective as from the effective date of this Law.”</p>
3.	<p><b>Point e) of Clause 1 of Article 1 Definitions of terms :</b> "e. " Managers" is the general director/CEO, deputy general directors , chief accountants and other management positions in the company approved by the Board of Directors from time to time ; "</p>	<p><b>Point e ) of Clause 1 of Article 1 Definitions of terms</b> shall be amended as follows: "e. " Managers" is the Chairman of BOD, general director/CEO, deputy general directors , chief accountants and other management positions in the company approved by the Board of Directors from time to time ; "</p>	<p>In compliance with Clause 18, Article 4 of the Law on Enterprises providing for terms definitions.</p>
4.	<p><b>Clause 4 Article 2. Name, form, office, branch, representative office and duration of operation of the Company:</b> “4. Chief executive officer shall be the legal representative of the Company.</p>	<p>Article 2, Clause 4 is hereby amended and supplemented as follows: "4. The company has two (02) legal representatives. Chairman of the Board and Chief Executive Officer are the legal representatives of</p>	<p>Clause 2 Article 13 of LAW ON ENTERPRISES regulates: “2. Limited liability companies and shareholding companies may have one or more legal representatives. The</p>



		<p>the company. (The rights and obligations of the legal representative are specified in this Charter and in the Governance Regulations of the Company).</p>	<p>charter of company shall specify the number, managerial positions and rights and obligations of the legal representative(s) of the enterprise. And Article 134 Clause 2 of law on enterprises “Where there is more than one legal representative, the chairman of the Board of Management and the director or general director shall automatically be the legal representatives of the company.”</p>
5.	<p><b>Clause 2 of Article 4. Scope of business and operation</b> The Company may carry out business activities in other fields permitted by law and approved by the Board of Directors</p>	<p><b>Clause 2 of Article 4. Scope of business and operation</b> is amended, supplemented as follows 2. Company is free to conduct business in the lines which are not prohibited by law. To conduct business and select the form of organization of business autonomously; to take the initiative in selecting the line of business, the area for and the form of business, and to take the initiative in adjusting the scope and lines of business.</p>	<p>In compliance with Clause 1 and Clause 2 of Article 7 of the Law on Enterprises in 2014.</p>
6.	<p><b>Clause 4 of Article 5 on Charter capital , shares, founding shareholders :</b> “4. The Company may issue new shares to employees in accordance with policies approved by the General Shareholders Meeting for approval. Shares issued to employees of the Company may be employee preference shares (type 1, type 2 and type 3) or ordinary shares but the amount released during a year shall not</p>	<p><b>Clause 4 of Article 5 on Charter capital , shares , founding shareholders is amended and supplemented as follows :</b> “4. The Company may issue new shares to employees in accordance with policies approved by the General Shareholders Meeting for approval. Shares issued to employees of the Company may be employee preference shares (type 1, type 2 and type 3) or ordinary shares but the amount released during a year shall not</p>	<p>In compliance with item 2, article 35 of Circular 162/2015 / TT - BTC of the Ministry of Finance dated 26/10/2015 of Circular No. 162/2015 / TT - BTC guiding the offer of securities to the public, offering stock to swap shares, issue new shares, redemption of shares, sale of treasury shares and the public offer of shares.</p>



	exceed 5 % of the total shares of the company at the time of release. "	exceed 5 % of the total outstanding shares of the company”.	
7.	<p><b>Clause 2, Article 6:</b> Stock certificates must be sealed by the company and signed by the legal representative of the Company in accordance with the provisions of the Law on Enterprises. Stock certificate must specify the number and type of shares held by the shareholders, full name of the holders and other information under the provisions of the Law on Enterprise.</p> <p>.</p>	<p><b>Clause 2, Article 6 on Charter is amended as follows:</b> Stock certificates must be sealed by the company and signed by the legal representative of the company (authorized person); or sealed by the organizations authorized with shareholders management and signature of legal representative (authorized person) of that organization. Stock certificate must specify the number and type of shares held by the shareholders, full name of the holders and other information under the provisions of the Law on Enterprise.</p>	Currently authorizing the organization of for shareholders management to print stock certificates
8.	<p><b>Clause 2(a) Article 11. Rights of shareholders:</b> a) To attend the General Meeting of Shareholders and implementing direct voting rights at the General Meeting of Shareholders or through an authorized representative or implement remote voting; "</p>	<p><b>Article 11, Clause 2(a) is supplemented as follows:</b> a) To attend and give opinions at the General Meeting of Shareholders and exercise their right to vote directly or vie an authorized representative or in another forms permitted by law or the company charter provisions. Each ordinary share has a vote.</p>	In compliance with clause 1(a) of Article 114 of the ordinary shareholder rights of the Law on Enterprises 2014 provisions: “a) To attend and express opinions at the General Meeting of Shareholders and to exercise the right to vote directly or through an authorized representative or in other forms stipulated in law or in the charter of the company. Each ordinary share shall carry one vote”



9.	<p><b>Point f ) of Clause 2 of Article 11 rights of shareholders</b>  f) To consider , search, extract or copy of the charter company , minutes of the Shareholders ' Meeting and the resolutions of the General Meeting of Shareholders ;</p>	<p><b>Point f ) of Clause 2 of Article 11 Rights of Shareholders shall be amended as follows :</b>  " f) To consider , search, extract or copy of the charter company, the minutes of the Shareholders ' Meeting and the resolutions of the General Meeting of Shareholders ; "</p>	<p>In compliance with Point f ) of Clause 1 of Article 114 of the ordinary shareholder rights of the Law on Enterprise stipulating: "e) To consider , search, extract or copy of the charter company, the minutes of the General Meeting of Shareholders and resolutions of the General Meeting of shareholders; "</p>
10.	<p><b>Clause 4(b) Article 11. Rights of shareholders:</b>  “b) To request the convening of a General Meeting of Shareholders as stipulated in Articles 79 and 97 of Law on Enterprises;”</p>	<p><b>Clause 4(b) Article 11. Rights of shareholders is amended as follows:</b>  “b) To request the Board of Directors for convention of the General Meeting of Shareholders as stipulated in the Law on Enterprises;”</p>	<p>In compliance with Clauses 2(c) and 3 Article 114 of Law on Enterprises published in 2014 regulating on rights of ordinary shareholders.</p>
11.	<p><b>Clause 3 Article 12. Obligations of shareholders:</b>  “3. To pay in full for the shares for which the shareholder has registered to subscribe.”</p>	<p><b>Clause 3 Article 12. Obligations of shareholders is amended as follows:</b>  “3. To pay in full and on time for the shares undertaken to be subscribed.”</p>	<p>In compliance with Clause 1 Article 115 of Law on Enterprise published in 2014 regulating on obligations of shareholders: “1. To pay in full and on time for the shares undertaken to be subscribed”</p>
12.	<p><b>Clause 1 Article 13. General Meeting of Shareholders:</b>  “1. The General Meeting of Shareholders is the highest competent authority of the Company. The annual General Meeting of Shareholders shall be organized once (01) per year. The General Meeting of Shareholders must hold its annual meeting</p>	<p><b>Clause 1 Article 13. General Meeting of Shareholders are supplemented as below:</b>  “1. The General Meeting of Shareholders is the highest competent authority of the Company. The annual General Meeting of Shareholders shall be organized once (01) per year. The General Meeting of Shareholders must hold an annual meeting within a time-limit of four months from</p>	<p>In compliance with Clause 2 Article 136 of Law on Enterprises published in 2014 regulating authority to convene meeting of General Meeting of Shareholders</p>



	within a time-limit of four months from the end of the financial year.”	the end of the financial year. Where it’s not possible to organize in time limit, the Board of Directors are responsible for asking the business registration office to extend such time-limit, but not beyond 06 months from the end of the financial year.”	
13.	<p><b>Clause 3(e) Article 13. General Meeting of Shareholders:</b>  “e) The Inspection Committee may request to convene a meeting if the Inspection Committee has reasons to believe that the members of the Board of Directors or senior managers have seriously breached their obligations as stipulated in article 119 of Law on Enterprises or that the Board of Directors acts or intends to act beyond its powers;”</p>	<p><b>Clause 3(e) Article 13. General Meeting of Shareholders is amended as below:</b>  “e) Upon demand by the Supervisory Board”</p>	In compliance with Clause 3(d) Article 136 of Law on Enterprises 2014 regulating authority to convene meeting of General Meeting of Shareholders.
14.	<p><b>Clause 4(b) Article 13. General Meeting of Shareholders:</b>  “b) Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as stipulated in Clause 4(a) Article 13, within thirty (30) days thereafter, the Inspection Committee shall, in place of the Board of Directors, convene a meeting of the General Meeting of Shareholders as stipulated in Clause 5 Article 97 of Law on Enterprises;”</p>	<p><b>Clause 4(b) Article 13. General Meeting of Shareholders are amended, supplemented as below:</b>  “b) Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as stipulated in Clause 4(a) Article 13, within thirty (30) days thereafter, the Supervisory Board shall, in place of the Board of Directors, convene a meeting of the General Meeting of Shareholders as stipulated the Law on Enterprises. In this case, the chairman of the Board of Management and members of the Board of Management must be responsible for the law and must compensate for any loss to the company because they have not convened General Meeting of Shareholders as</p>	In compliance with Clause 4 Article 136 of Law on Enterprises 2014 regulating authority to convene meeting of General Meeting of Shareholders.



		regulated.	
15.	<p><b>Clause 4(c) Article 13. General Meeting of Shareholders:</b></p> <p>“c) Where the Inspection Committee fails to convene a meeting of the General Meeting of Shareholders as stipulated in Clause 4(b) Article 13, then within thirty (30) days thereafter, the requesting shareholder or group of shareholders stipulated in clause 3(d) of this article shall, in place of the Board of Directors and the Supervisory Board, convene a meeting of the General Meeting of Shareholders as stipulated in clause 6 of article 97 of Law on Enterprises.</p> <p>In this case, the shareholder or group of shareholders convening the meeting of General Meeting of Shareholders has the right to request the business registration office to supervise the procedures to convene, conduct and make decision of the meeting of the General Meeting of Shareholders. All expenses for convening and conducting a meeting of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include costs, including travel and accommodation costs, incurred by the shareholders when they attend the General Meeting of Shareholders.”</p>	<p><b>Clause 4(c) Article 13. General Meeting of Shareholders are amended, supplemented as below:</b></p> <p>“c) Where the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders as stipulated in Clause 4(b) Article 13, then within thirty (30) days thereafter, the requesting shareholder or group of shareholders stipulated in clause 3(d) of this article shall, in place of the Board of Management and the Supervisory Board, convene a meeting of the General Meeting of Shareholders as stipulated the Law on Enterprises. <b>Where the Supervisory Board does not convene the meeting of the General Meeting of Shareholders as regulated, the Supervisory Board must be responsible for the law and must compensate for any loss to the company.</b></p> <p>In this case, shareholder or group of shareholders convening the meeting of General Meeting of Shareholders has the right to request the business registration office to supervise the procedures to convene, conduct and make decision of the meeting of the General Meeting of Shareholders”</p>	<p>In compliance with Clauses 5 and 6 Article 136 of Law on Enterprises 2014 regulating authority to convene meeting of General Meeting of Shareholders</p>
16.	<p><b>Clause 1 of Article 14 of the Charter stipulates the rights and duties of the</b></p>	<p><b>Clause 1 of Article 14 of the Charter stipulates the rights and duties of the General Meeting of</b></p>	<p>Adhere to Clause 2 of Article 136 of the Law on Enterprise 2015 stipulating the</p>



	<p><b>General Meeting of Shareholders:</b>  "1. General Annual Shareholders Meeting has the right to discuss and approve:  a. Audited Annual financial report;  b. Report of the Board of Directors;  C. Report of the Supervisory Board;  d. Development orientation of the Company. "</p>	<p><b>Shareholders:</b>  "1. General Annual Shareholders Meeting has the right to discuss and approve:  a) annual business plan of the Company;  b) annual financial statement;  c) Report of the Board of Directors and the results of operations of the Board and each member of the Board of Directors;  d) The report of the Supervisory Board on the business results of the company, the results of operations of the Board, Chief Executive Officer;  d) Self-assessment report operating results of the Supervisory Board and members of each of Supervisors;  e) Level of dividend on each share of each type;  g) Development orientation of the Company.</p>	<p>authority to convene a General Meeting of Shareholders.</p>
17.	<p><b>Point p) of Clause 2 of Article 14 Rights and duties of the General Meeting of Shareholders:</b>  - Point p) "p. Company or affiliates of the Company has signed a contract with the persons defined in Clause 1 of Article 120 of the Law on Enterprises with a value equal to or greater than 20% of the total asset value of the Company and its subsidiaries companies listed in the most recent financial statements audited; "  - Point m) provides: "m. Decision to sell assets of the Company or its subsidiaries or purchases with a value of 50% or more of the total value of assets of the Company and affiliates of the Company are recorded</p>	<p><b>Point p) Clause 2 of Article 14 Rights and duties of the General Meeting of Shareholders shall be amended as follows:</b>  - Point p) "p. Company or affiliates of the Company has signed a contract with the persons defined in Clause 1 of Article 162 of the Law on Enterprises with a value equal to or greater than 20% of the total asset value of the Company and its subsidiaries companies listed in the most recent financial statements audited; "  - Point m) provides: "m. Decision to sell assets of the Company or its subsidiaries or purchases with a value of 35% or more of the total value of assets of the Company and affiliates of the Company recorded in the most recent audited financial reports ".</p>	<p>- Compliance with Clause 1 of Article 162 of the Law on Enterprise providing contracts, transactions must be approved by the General Meeting of Shareholders or Board of Directors.</p>



	in the most recent financial reports being tested accounting; "		
18.	<p><b>Clause 2 Article 17 : Regulations on convening General Meeting of Shareholders, meeting agenda and announcement:</b></p> <p>2. The convener of the General Meeting of Shareholders shall carry out the following duties:</p> <p>a. Prepare a list of shareholders qualified to attend and vote at the General Meeting of Shareholders within thirty (30) days before the date the General Meeting of Shareholders is conducted; and prepare the agenda and documents of the meeting in compliance with law and the rules of the Company;</p> <p>b. Determine the time and venue for holding the General Meeting of Shareholders;</p> <p>c. Inform and send a notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.</p>	<p><b>Clause 2 Article 17: Amendment and Supplement of regulations on convening General Meeting of Shareholders, meeting agenda and announcement:</b></p> <p>2. The convener of the General Meeting of Shareholders shall carry out the following duties:</p> <p>a. Prepare a list of shareholders qualified to attend and vote at the General Meeting of Shareholders within thirty (30) days before the date the General Meeting of Shareholders is conducted but not sooner than forty five (45) days before the date specified to send out the invitation to General Meeting of Shareholders</p> <p>b. Deliver information and settle claims relating to the list of shareholders</p> <p>c. Set up agenda and contents of the meeting</p> <p>d. Prepare documents of the meeting</p> <p>đ. Draft the resolution of General Meeting of Shareholders based on expected contents of the meetings, list and detailed information of candidates in case electing BOD members and Supervisor Board members</p> <p>e. Determine the time and location for holding the General Meeting of Shareholders</p> <p>g. Send the meeting invitation to every shareholder qualified to attend according to this regulation.</p> <p>h. Other jobs to support the meeting</p>	<p>In compliance with Clause 7 Article 136 and Clause 1 Article 137 Law on Enterprise on the invitation of General Meeting of Shareholders</p>
19.	<p><b>Article 18. Conditions for convening the General Meeting of Shareholders</b></p>	<p><b>Article 18. Conditions for convening the General Meeting of Shareholders shall be</b></p>	<p>In compliance with point a clause 2 Article 142 of the Law on Enterprise in</p>



<p>1.The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 65% of the voting shares.</p> <p>2.When the number of attendees required is insufficient within thirty (30) minutes from the time set to open the meeting, the convenor cancel the meeting. The meeting shall be reconvened within a period of thirty (30) days from the scheduled date for holding the first General Meeting of Shareholders. The General Meeting of Shareholders which is convened for a second time shall be conducted when the number of attending shareholders and authorized representatives represent at least 51% of the voting shares.</p> <p>3.When the second General Meeting of Shareholders cannot take place because the number of attendees required is not present within thirty (30) minutes from the time set to open the meeting, the General Meeting of Shareholders may be convened for a third time within twenty (20) days from the scheduled date for holding the second General Meeting of Shareholders. In such a case, the General Meeting of Shareholders shall be conducted irrespective of the number of attending shareholders or authorized representatives, and shall be deemed valid and shall have the right to make decisions on issues which may have</p>	<p><b>amended, supplemented as follows:</b></p> <p>1.The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 51% of the voting shares.</p> <p>2. When the number of attendees required is insufficient within thirty (30) minutes from the time set to open the meeting, the convenor cancel the meeting. The meeting shall be reconvened within a period of thirty (30) days from the scheduled date for holding the first General Meeting of Shareholders. The General Meeting of Shareholders which is convened for a second time shall be conducted when the number of attending shareholders and authorized representatives represent at least <del>51%</del> 33% of the voting shares.</p> <p>3.When the second General Meeting of Shareholders cannot take place because the number of attendees required is not present within thirty (30) minutes from the time set to open the meeting, the General Meeting of Shareholders may be convened for a third time within twenty (20) days from the scheduled date for holding the second General Meeting of Shareholders. In such a case, the General Meeting of Shareholders shall be conducted irrespective of the number of attending shareholders or authorized representatives, and shall be deemed valid and shall have the right to make decisions on issues which may have been approved at the first General Meeting of Shareholders.</p>	<p>2015 regulating on convening and voting at the General Meeting of Shareholders</p>
--	--	---



	been approved at the first General Meeting of Shareholders.		
20.	<b>Article 19 of the Charter stipulates procedures for conducting voting at the meeting Shareholders.</b>	Supplement of Clause 4 <b>to follow</b> Clause 3 of Article 19 Charter stipulating procedures for conducting the meeting and voting at the General Meeting of Shareholders as <b>follows</b> : "4. Shareholders are considered to attend and vote at the General Meeting of Shareholders in one of the following cases: a) To attend and vote in person at the meeting; b) To authorize another person to attend and vote at the meeting; c) To attend and vote via online meeting, electronic voting or another electronic forms; d) To send to the meeting the vote form via mail, fax, electronic mail. "	Adhere to Clause 2 of Article 140 of the Law on Enterprise stipulating the implementation of the right to attend the General Meeting of Shareholders.
21.	<b>Clause 4 Article 19. Procedures for convening and voting at the General Meeting of Shareholders</b> 4. The chairman of the Board of Directors shall preside over the meetings convened by the Board of Director. In a case where the chairman of the Board of Directors is absent or temporarily in capacitated to work, the remaining members elect one of them to preside the meeting. Where none the member of the Board of Directors is able to preside over the meeting,the member of the Board of Directors holding the highest position shall organize a	<b>Clause 4 Article 19. Procedures for convening and voting at the General Meeting of Shareholders shall be amended, supplemented as follows:</b> The chairman of the Board of Directors shall preside over the meetings convened by the Board of Director. In a case where the chairman of the Board of Directors is absent or temporarily in capacitated to work, the remaining members elect one of them to preside the meeting in accordance with the principle of majority; Where none the member of the Board of Directors is able to preside over the meeting, head of Supervisory Board shall organize the meeting to elect	In compliance with point a clause 2 Article 142 of the Law on Enterprise in 2015 regulating on convening and voting at the General Meeting of Shareholders



	meeting to elect the chairman among the participants and person with the highest votes to presider the meeting.	chairman of the meeting and person with the highest votes to presider the meeting.	
22.	<p><b>Clause 5 Article 19. Procedures for convening and voting at the General Meeting of Shareholders:</b></p> <p>5.Chairman is the person who has authority to make decision on the order and procedures or on events arising outside the agenda of the General Meeting of Shareholders</p>	<p><b>Clause 5 Article 19. Procedures for convening and voting at the General Meeting of Shareholders shall be amended, supplemented as follows:</b></p> <p>5. Chairman is the person who has authority to make decision on the order and procedures or on events arising outside the agenda of the General Meeting of Shareholders. Meeting agenda and content must be approved in the opening session of the General Meeting of Shareholders. The agenda must specify the time for each issue on the agenda.</p>	In compliance with clause 3 Article 142 of the Law on Enterprise in 2015 regulating the convening and voting at the General Meeting of Shareholders
23.	<p><b>Clause 1 of Article 20 of the Charter providing for the decisions adopted by the General Meeting of Shareholders:</b></p> <p>"1. The decision of the General Meeting of Shareholders the following matters must be adopted by voting at the General Meeting of Shareholders:</p> <ul style="list-style-type: none"> <li>a. Amendments and supplements to the charter;</li> <li>b. Approval of the development orientation of the Company;</li> <li>c. Decision on what kind of shares and the total number of shares of each type to be offered;</li> <li>d. Investment decisions or sale of assets with a value equal to or greater than 50% of the total value of assets recorded in the</li> </ul>	<p><b>Clause 1 of Article 20 of the Charter provides for the decisions adopted by the General Meeting of Shareholders:</b></p> <p>"1. The decision of the General Meeting of Shareholders for the following matters must be adopted by voting at the General Meeting of Shareholders:</p> <ul style="list-style-type: none"> <li>a. Annual business plan of the company;</li> <li>b. The annual financial statements;</li> <li>C. Report of the Board of Directors on the results of management and operation of the Board of Directors and each member of the Board of Directors;</li> <li>d. Report of the Supervisory Board on the business results of the company, the results of operations of the Board of Directors, director or general director;</li> </ul>	In compliance with Clause 2 of Article 136 of the Law on Enterprise Law stipulating authority to convene a General Meeting of Shareholders off the Company "



	<p>latest financial statements of the Company;  e. Approval of the annual financial statements;  f. Reorganization or dissolution of the Company. "</p>	<p>e. Self-assessment reports on operating results of the Supervisory Board and of each inspector;  f. The level of dividend for each share of each type;  g. Amendments and additions to the charter;  h. Approval of the development orientation of the Company;  i. Decision on what kind of shares and the total number of shares of each type to be offered;  j. Investment decisions or sale of assets with a value equal to or greater than 35% of the total value of assets recorded in the latest financial statements of the Company;  k. Reorganization or dissolution of the Company.</p>	
24.	<p><b>Clause 2 of Article 20 of the Charter provides for the adoption of decisions of the General Meeting of Shareholders :</b>  "2. The decision of the General Meeting of Shareholders adopted at the meeting when it satisfies the following conditions :  a. Approved by the number of shareholders representing at least 65 % or more of the total votes of the shareholders with voting rights, present in person or through an authorized representative present at the General Meeting of Shareholders.;  b .  For decisions on the categories of shares and the total number of shares of each type to be offered ; amendments and additions to the charter company; reorganization ,</p>	<p><b>Clause 2 of Article 20 of the Charter provides for the adoption of decisions of the General Meeting of Shareholders :</b>  "2. The decision of the General Meeting of Shareholders adopted at the meeting when it satisfies the following conditions :  a. Approved by the number of shareholders representing at least <b>51</b> % or more of the total votes of the shareholders with voting rights, present in person or through an authorized representative present at the General Meeting of Shareholders.;    For decisions on the categories of shares and the total number of shares of each type to be offered ; amendments and additions to the charter company; reorganization , merger and dissolution of the Company ; investments or sale of assets</p>	<p>In compliance with Article 144 of the Law on Enterprise 2015 providing conditions for the resolution to be adopted.</p>



<p>merger and dissolution of the Company ; investments or sale of assets with a value equal to or greater than 50 % of the total value of assets recorded in the most recent financial statements audited by the Company shall be adopted when at least 75 % or more of total votes shareholders with voting rights are present in person or through an authorized representative present at the general meeting of shareholders ( in the case of direct meetings ) or at least 75 % of the total votes of the shareholders approval voting ( for the case of shareholder opinion in writing ) .</p> <p>c.Voting to elect members of the Board of Directors and the Supervisory Board must comply with the cumulative voting method , whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of members is elected by the Board or the Supervisory Board and shareholders entitled to devote his total votes for one or several candidates .</p>	<p>with a value equal to or greater than 50 % of the total value of assets recorded in the most recent financial statements audited by the Company shall be adopted when at least <b>65%</b> or more of total votes shareholders with voting rights are present in person or through an authorized representative present at the general meeting of shareholders ( in the case of direct meetings ) or at least <b>65</b> % of the total votes of the shareholders approval voting ( for the case of shareholder opinion in writing ) .</p> <p>c.Voting to elect members of the Board of Directors and the Supervisory Board must comply with the cumulative voting method , whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of members is elected by the Board or the Supervisory Board and shareholders entitled to devote his total votes for one or several candidates . <b><u>Elected members of the Board of Directors or Members of Supervisory Boards are determined according to the number of votes counted from high to low, starting candidates with the highest votes until a sufficient number of members specified in the company charter. Where there are 02 or more candidates reach the same number of votes equal to the last member of the Board of Directors or Supervisory Board re-elected would be conducted among the candidates with equal votes or selection criteria electoral</u></b></p>	
---	--	--



		<b>regulations or the company charter.</b>	
25.	<p><b>Clause 1 of Article 21 of the Charter provides on the jurisdiction and the modalities for collecting comments in writing from shareholders to adopt a resolution of the General Meeting of Shareholders:</b></p> <p>"1. Board of Directors has the right to collect comment in writing from shareholders to adopt a decision of the General Meeting of Shareholders at any time if deemed necessary in the interests of the Company."</p>	<p><b>Clause 1 of Article 21 of the Charter provisions on the jurisdiction and the modalities for collecting comments in writing from shareholders to adopt a resolution of the General Shareholders Meeting shall be amended and supplemented as follows:</b></p> <p>"1. Except for the content or issues which must be approved by the General Meeting of Shareholders by voting at the General Meeting of Shareholders as stipulated in Clause 1 of Article 14 and Clause 1 of Article 20 of this Charter, the Board of Directors has the right to collect comment in writing from shareholders to adopt a decision of the General Meeting of shareholders at any time if deemed necessary in the interests of the company. "</p>	In compliance with Article 145. on jurisdiction and the modalities for collecting comments in writing from shareholders to adopt a resolutions of the General Meeting of Shareholders
26.	<p><b>Clause 8 of Article 21 of the Charter provides on the jurisdiction and the modalities for comments in writing by shareholders to put through a decision of the General Meeting of Shareholders :</b></p> <p>The decision adopted in the form of shareholder opinion in writing must be approved by shareholders representing at least 75 % of the total number of shares with voting rights approved and valid as decisions adopted at General meeting of shareholders.</p>	<p><b>Clause 8 of Article 21 of the Charter provides the jurisdiction and the modalities for comments in writing to shareholders to put through a resolution of the General Shareholders Meeting shall be amended and supplemented as follows :</b></p> <p>The decision was adopted in the form of shareholder opinion in writing must be approved by shareholders representing at least 51 % of the total number of shares with voting rights approved and valid as decisions adopted at General meeting of shareholders , <b><u>except for cases stipulated in point b ) of Clause 2 of Article 20 of this charter . "</u></b></p>	In compliance with Clause 4 of Article 144 of the Law on Enterprise 2015 providing the conditions for resolutions to be adopted
27.	<b>Clause 4 of Article 21 of the Charter</b>	<b>Clause 4 of Article 21 of the Charter provides</b>	



	<p><b>provides for competence and modalities for comments in writing to shareholders to put through a resolution of the General Shareholders Meeting.</b></p> <p>4. Answered comments in writings must have the signature of an individual shareholder, the authorized representative or legal representative of the shareholders of an organization/entity.</p> <p>The voting forms returned to the Company must be contained in a sealed envelope and no one may have opened before the counting of votes. Those received after the deadline specified in the content of the form or being opened will be invalid. "</p>	<p><b>for competence and modalities for comments in writing to shareholders to put through a resolution of the General Shareholders Meeting shall be supplemented as follow:</b></p> <p>4. Answered comments in writings must have the signature of an individual shareholder, the authorized representative or legal representative of the shareholders of an organization/entity.</p> <p>The voting forms returned to the Company must be contained in a sealed envelope and no one may have opened before the counting of votes. Those received after the deadline specified in the content of the form or being opened will be invalid. "</p> <p><b><u>Shareholders may send comments in writings/opinion forms to the company by one of the following forms : ( i ) Mailing : opinion forms sent to the company must be in a sealed envelope and no one may have opened right before the counting of votes ; ( ii ) Send via fax or e-mail . In this case, the forms must be kept confidential until the time of the counting of votes.</u></b></p> <p><b><u>The forms sent to the company after the deadline specified in the content of the form, opened, or disclosed in the case of mailing, sending faxes, e-mail are invalid. Opinion forms not returned are considered as not participating in the voting process"</u></b></p>	<p>In compliance with Clause 4 Article 145 Law on Enterprise 2015 providing on competence and modalities for comments in writing to shareholders to put through a resolution of the General Shareholders Meeting .</p>
28.	<p><b>Article 22 of the Charter of the Company stipulates:</b></p> <p>"The Chairman of the Shareholders</p>	<p><b>Article 22 of the Charter of the Company stipulates:</b></p> <p>"The Chairman of the Shareholders Meeting is</p>	<p>The elimination of segment "<b>and sent to all shareholders within fifteen (15) days</b>" would be beneficial in reducing</p>



	<p>Meeting is responsible for keeping the General Meeting of Shareholders minutes. The minutes of the General Meeting of Shareholders shall be published on the website of the Company within twenty-four (24) hours and sent to all shareholders within a period of fifteen (15) days from the date of the shareholders meeting ends. The minutes of the General Meeting of Shareholders is considered as evidence of the works conducted at the General Meeting of Shareholders, unless there is objection on the written record in accordance with the procedures specified within ten (10) days after sending the minutes. The minutes must be made in Vietnamese, with the signature of the chairperson and secretary of the meeting and shall be made under the provisions of the Law on Enterprise and this Charter. The records, minutes, signature books signed by the shareholders attending the meeting and written authorization forms must be kept at the head office of the Company.</p>	<p>responsible for keeping the General Meeting of Shareholders minutes. The minutes of the General Meeting of Shareholders shall be published on the website of the Company within twenty-four (24) hours after the date of the General Meeting of Shareholders ends. The minutes of the General Meeting of Shareholders is considered as evidence of the work conducted at the General Meeting of Shareholders, unless there is objection on the written record made in accordance with the procedures specified within ten (10) days after sending the minutes. The minutes must be made in Vietnamese, with the signature of the chairperson and secretary of the meeting and shall be made under the provisions of the Law on Enterprise and this Charter. The records, minutes, signature books signed by the shareholders attending the meeting and written authorization form must be kept at the head office of the Company. "</p>	<p>the cost of business operations and in compliance with Clause 3 of Article 146 of the Law on Enterprise "3 . <i>The minutes of the Shareholders' Meeting shall be sent to all shareholders within 15 days from the date of conclusion of the meeting; the delivery of the vote minutes can replaced by the information posted on the company's website (if available).</i> "</p>
29.	<p><b>Clause 1 of Article 23 of the Charter requires cancellation of the decision of the General Meeting of Shareholders:</b></p> <p>"1. The order and procedures for convening the General Meeting of Shareholders do not comply with the</p>	<p><b>Clause 1 of Article 23 of the Charter requiring the cancellation of the decision of the General Meeting of Shareholders shall be supplemented as follows :</b></p> <p>"1. The order and procedures for convening the General Meeting of Shareholders do not comply with the provisions of the Law on Enterprise and</p>	<p>Adhere to Clause 1 of Article 147 of the Law on Enterprise providing for requests to cancel the resolutions of the General Meeting of Shareholders.</p>



	provisions of the Law on Enterprise and the Charter of the Company.”	the Charter of the Company <b><u>except for cases prescribed in Clause 3 of Article 20 of this Charter.</u></b> ”	
30.	<p><b>Clause 1 of Article 24 of the Charter on the composition, term of office of Board of Directors members:</b></p> <p>"1. Board of Directors have at least five (05) members and a maximum of eleven (11) people. The term of the Board is five (05) years. The term of the Board members is five (05) years; Board members may be re-elected for an unlimited number of terms. "</p>	<p><b>Clause 1 of Article 24 of the Charter of the composition, term of office of Board members shall be amended as follows:</b></p> <p>"1.Board of Directors have at least five (05) members and a maximum of seven (07) people. The term of the Board is five (05) years. The term of the Board members is five (05) years; Board members may be re-elected for an unlimited number of terms. "</p>	Consistent with the operating practices at the Company and Law on Enterprise.
31.	<p><b>Clause 3 of Article 27 of the Charter provides authority and decision organizational structure of the Company:</b></p> <p>"3. The rights and obligations of the Board of Directors are regulated by law, the Company's Charter and decisions of the General Shareholders Meeting. Specifically, the Board has the following powers and duties:</p> <p>a. The decision to develop production plans business and the annual budget;</p> <p>b. Definition of the goals, plans and specific strategies on the basis of orientation adopted by the General Meeting of Shareholders;</p> <p>C. Appointment and dismissal of CEO and management staff and determination of the salaries of these people;</p> <p>d. Decision organizational structure of the Company;</p> <p>e. Settlement of complaints of the Company</p>	<p><b>Clause 3 of Article 27 of the Charter provides authority and decision of organizational structure of the Company:</b></p> <p>"3. The rights and obligations of the Board of Directors are regulated by law and the Company's Charter and decisions of the General Meeting of Shareholders. Specifically, the Board has the following powers and duties:</p> <p>a. To make decisions on development production business plans and the annual budget; <b><u>the annual business plan of the Company.</u></b></p> <p>b. To define the goals, plans and specific strategies on the basis of orientation adopted by the General Meeting of Shareholders;</p> <p>C. To Appoint and remove CEO and management staff and determine the salaries of these people;</p> <p>d. To make decisions on the structure of the company, <b><u>internal management regulations of the Company;</u></b></p>	Adhere to Clause 2 of Article 149 of the Law on Enterprise provided for the Board of Directors



<p>for management staff as well as the decision to select representatives of the Company to resolve the issues related to the legal procedures for such managers;</p> <p>f. Recommendation of types of stock to be issued and the total number of issued shares of each type;</p> <p>g. Recommendations of issuance of convertible bonds and warrants to allow holders to buy shares at a predetermined price;</p> <p>h. Decision prices offering of bonds, shares and convertible securities in case authorized by the General Meeting of Shareholders;</p> <p>i. Appointment, dismissal of sing the representatives of the Company. Above dismissal is not contrary to the contractual rights of the dismissed persons (if any);</p> <p>k. Report to the Shareholders General Meeting the Board on appointment of Chief Executive Officer;</p> <p>l. Proposal of annual dividend levels and determination of the dividend advance payment; organization of the payment of dividends;</p> <p>m. Proposal of reorganization or dissolution of the Company.</p>	<p>e. To settle the complaints of the Company for management staff as well as make decisions on selection of representatives of the Company to resolve the issues related to the legal procedures for such managers;</p> <p><b><u>f. To make decisions on selling new shares within the number of shares of each class which may be offered for sale, approved by the General Meeting of Shareholders; to make decisions on raising additional fund in other forms;</u></b></p> <p><b><u>g. To make decisions on redemption of shares in accordance with the provisions of Clause 1 of Article 130 of the Law on Enterprise;</u></b></p> <p>h. To recommend theclasses of shares and the total number ofshares of each class which may be offered;</p> <p>i. To recommend the issuance of convertible bonds and warrants allow holders to buy shares at a predetermined price;</p> <p>j. To make decisions on the selling prices of bonds, shares and convertible securities in case the General Meeting of Shareholders authorized;</p> <p><b><u>k. To make decisions on investment plans and investment projects within the authority and limits stipulated by law;</u></b></p> <p><b><u>l. To make decision on solutions for market expansion, marketing and technology;</u></b></p> <p><b><u>m. To approve contracts for purchase, sale, borrowing, lending and other contracts valued at 35% or more of the total value of assets recorded in the most recent financial</u></b></p>	
--	--	--



		<p><b><u>statements of the Company. This provision shall not apply to contracts and transactions stipulated in Clause 2(d) of Article 135, Clauses 1 and 3 of Article 162 of the Law on Enterprise;</u></b></p> <p><b><u>n. To elect, remove, discharge the Chairman of the Board of Directors; to appoint, remove, sign contracts, terminate contracts with the director or the general director and other key managers of the company as stipulated in the charter of the company; to make decisions on salaries and other benefits of such managers; to appoint authorized representatives to participate in the members' council or the General Meeting of Shareholders of other companies, and to make decisions on the level of remuneration and other benefits of such persons;</u></b></p> <p><b><u>o. To appoint, remove, discharge the representatives of the Company. Above removal must not be contrary to the contractual rights of the removed persons (if any);</u></b></p> <p><b><u>p. To report to the General Meeting of Shareholders for the appointment of Chief Executive Officer of the Board;</u></b></p> <p><b><u>q. To supervise and direct the director or the general director and other managers in their work of conducting the day-to-day business of the company;</u></b></p> <p><b><u>r. To approve the agenda and contents of documents for the meetings of the General Meeting of Shareholders, to convene meetings</u></b></p>	
--	--	---	--



		<p>of the General Meeting of Shareholders or to obtainwritten opinions in order for the General Meeting of Shareholders to pass decisions.</p> <p>s. To submit annual finalized financial reports to the General Meeting of Shareholders;</p> <p>t. <u>To recommend the dividend rates to be paid and to make decisions on the time-limit and procedures for payment of dividends or <b>for dealing with losses incurred in the business.</b></u></p> <p>operations;</p> <p>u. To recommend the re-organization or dissolution of the Company;</p> <p>t. <b><u>Other rights and obligations in accordance with the Law on Enterprise and the charter of the Company"</u></b></p>	
32.	<p><b>Point d) and e) of Clause 4 of Article 27 of the Charter.</b></p> <p>"d. Assign and dismiss the Company's authorized trade representatives and lawyers of the Company;</p> <p>e. Loans borrow and the realization of collateral, guarantees, and compensation of the Company; "</p>	<p><b>Point d) and e) of Clause 4 of Article 27 of the Charter shall be amended as follows:</b>"d. Each year, the Board of Directors shall approve the loan limits; the guarantee limits, mortgage limits and compensation limits to ensure business operating of the company and authorize the Board of Management to conduct transactions in such limits;"</p>	Consistent with the operating practices at the company.
33.	<p><b>Point c) of Clause 4 of Article 27 Authorities and duties of the Board of Directors:</b></p> <p>"C. Within the scope of the provisions in Clause 2 of Article 108 of the Law on Enterprises and unless otherwise provided for in Clause 3 of Article 120 of the Law on Enterprise to be approved by the General Meeting of Shareholders, the Board of</p>	<p><b>Point c) of Clause 4 of Article 27 Authorities and duties of the Board of Directors shall be amended as follows:</b></p> <p>"C. Within the scope stipulated in Clause 2 of Article 149 of the Law on Enterprise, and unless otherwise stipulated in Clause 3 of Article 162 of the Law on Enterprise to be approved by the General Meeting of Shareholders, the Board of Directors from time to time make decisions on</p>	Adhere to Clause 2 of Article 149 and Clause 3 of Article 162 of the Law on Enterprise.



	Directors from time to time decides the implementation, amendment and cancellation of the company's major contracts (including contracts for purchase or sale, merger, acquisition and joint-venture	the implementation, amendment and cancellation of the company's major contracts (including contracts for purchase, sale, merger, acquisition and joint-venture);”	
34.	Clause 3 of Article 28 Chairman: "3. If the Chairman of the Board resigns or is dismissed, the Board shall elect a replacement within ten (10) days of receipt of the resignation or the date of dismissal.	<b>Clause 3 of Article 28 The Chairman of the Board of Directors shall be supplemented as follows:</b> "3. Where the chairman of the Board of directors resigns or is discharged, the Board shall elect a replacement within ten (10) days of receipt of the resignation or the date of discharge. <b>Where the Chairman of the Board of Directors is absent or is not able to perform his/her duties, he/she shall authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors in accordance with principles stipulated in the charter of the company. Where no person is authorized, the remaining members shall elect one of the temporary members as the Chairman of the Board of Directors in accordance with the principle of majority."</b>	Adhere to Clause 4 of Article 152 of the Law on Enterprise provided for the Chairman.
35.	Clause 3 of Article 29 on the meetings of the Board of Directors: "3. Chairman of the Board shall convene extraordinary meetings when deemed necessary in the interests of the Company. In addition, the Chairman of the Board of Directors shall convene a meeting of the	Clause 3 of Article 29 on the meetings of the Board of Directors shall be amended as follows: "3. Chairman of the Board shall convene extraordinary meetings when deemed necessary in the interests of the Company. In addition, the Chairman of the Board of Directors shall convene a meeting of the Board and shall not	Adhere to Clause 4 of Article 153 of the Law on Enterprise provided for Board of Directors meetings



	<p>Board and shall not delay without good reason, when one of the following subjects have written proposal to present the purpose of the meeting and the issues to be discussed:</p> <p>a. Chief Executive or at least five (05) other management personnel;</p> <p>b. At least two (02) members of the Board of Directors;</p> <p>c. Supervisory Board."</p>	<p>delay without good reason, when one of the following subjects have written proposal to present the purpose of the meeting and the issues to be discussed:</p> <p>a. Chief Executive Officer or at least five (05) other management personnel;</p> <p>b. At least two (02) <b>executive</b> members of the Board of Directors;</p> <p>c. Supervisory Board or independent members."</p>	
36.	<p><b>Clause 4 of Article 29 on Meetings of the Board of Directors:</b></p> <p>"4. The Board of Directors meetings referred to in Clause 3 of Article 29 must be carried out within a period of fifteen (15) days after the request for the meeting. If the chairman of the Board did not accept the proposal to convene a meeting, the Chairman shall be responsible for the damages occurred to the Company; persons who suggest to convene the meeting referred to in Clause 3 of Article 29 may themselves convene a meeting of the Board "</p>	<p><b>Clause 4 of Article 29 on Meetings of the Board of Directors:</b></p> <p>"4. The Board of Directors meetings referred to in Clause 3 of Article 29 must be carried out within a period of seven (7) working days after the request for the meeting. If the chairman of the Board did not accept the proposal to convene a meeting, the Chairman shall be responsible for the damages occurred to the Company; persons who suggest to convene the meeting referred to in Clause 3 of Article 29 may themselves convene a meeting of the Board "</p>	<p>In compliance with Clause 5 of Article 153 of the Law on Enterprise provided for the Board's meeting.</p>
37.	<p><b>Clause 8 of Article 29 on the meetings of the Board of Directors:</b></p> <p>"8. The meetings of the Board for the first time can only implement their decisions when at least three quarters (3/4) of the members of the Board of Directors are present in person or through a representative</p>	<p><b>Clause 8 of Article 29 on the meetings of the Board of Directors shall be amended as follows:</b></p> <p>"8. The meetings of the Board for the first time can only implement their decisions when at least three quarters (3/4) of the members of the Board of Directors are present in person or through a</p>	<p>In compliance with Clause 8 of Article 153 of the Law on Enterprise provided for the Board's meeting.</p>



	(authorized person). In case there are insufficient participating members as prescribed, the meeting must be reconvened within fifteen (15) days since after the first planned meeting. The reconvened meeting can only be conducted if more than one half (1/2) of the members of the Board attend"	representative (authorized person). In case there are insufficient participating members as prescribed, the meeting must be reconvened within <b>seven (07)</b> days since after the first planned meeting. The reconvened meeting can only be conducted if more than one half (1/2) of the members of the Board attend"	
38.	<b>Article 29 Provisions on the meetings of the Board of Directors:</b>	<b>Add 2</b> new Clauses at Article 29 Provision on the meetings of the Board as follows: "16. Chairman of Board of Directors or the person convening the meeting send the meeting invitations and accompanying documents to the members of Supervisory Board just as to the members of the Board of Directors. Members of Supervisory Board shall have the right to attend meetings of the Board of Directors; have the right to discuss, but not to vote. 17. Members shall attend all meetings of the Board of Directors. Members may authorize another person to attend a meeting if approved by a majority of members of Board of Directors	In compliance with Clauses 8 and 10 of Article 153 of the Law on Enterprise provided for the Board's meeting.
39.	<b>Clause 1 of Article 30 of the Charter of the Subcommittee of the Board:</b> "1. The Board of Directors may establish and authorize the subcommittees from time to time. Currently, these following subcommittees are established and are operating: (A) Internal Monitoring Committee; (B) The Committee of Policy and Personnel	<b>Clause 1 of Article 30 of the Charter shall be amended and supplemented as follows:</b> " The Board of Directors may establish and authorize the subcommittees from time to time. Currently, these following subcommittees are established and are operating:  (A) The Committee on Personnel and Salaries; (B) The Committee for Development Policy; "	Updates based on actual company operation and Clause 1 of Article 32 of Circular No. 121/2012 / TT - BTC dated 26/07/2012 of the Ministry of Finance regulating on corporate governance applicable to public companies.



	<p>Planning; and (C) Strategy Council.</p>		
40.	<p><b>Article 34 of the Charter of the Secretary of the Company</b> "Board of Directors appointed the BOD Office performs the function of Company Secretary with the role and duties as follows: 1. Prepare the meetings of the Board, Supervisory Board and Shareholders' General Assembly at the request of the Board or the Supervisory Board. 2. Consultation on the procedures of the meeting. 3. Attend the meetings. 4. Make sure the resolution of the Board consistent with the law. 5. Provide financial information, copies of minutes of meetings of the Board and other information for members of the Board of Management and Supervisory Board. 6. The Company Secretary is responsible for keeping information confidential in accordance with law and the charter of the Company. "</p>	<p><b>Article 34 of the Charter on the Secretary of the Company shall be amended and supplemented as follows:</b> "Board of Directors appoints at least one person as Company Secretary to support the Board of Directors and Chairman of the Board of Directors to perform the obligations under their jurisdiction in accordance with law and the charter company. Company secretary has the following rights and obligations: 1. Support the organization convening the General Meeting of Shareholders, Board of Directors; record the meeting minutes; 2. Support the Board of Director members in the implementation of rights and duties assigned to them; 3. Support the Managing Board in the application and implementation of corporate governance principles; 4. Support companies in building relationships and protecting shareholders rights and legitimate interests of shareholders; 5. Support the company in compliance with the obligation to provide information and publicize the information and administrative procedures; 6. The Company Secretary is responsible for keeping information confidential in accordance with law and the charter company.</p>	<p>Clause 5 of Article 152 of the Law on Enterprise and Article 33 of Circular No. 121/2012 / TT - BTC dated 07/26/2012 of the Ministry of Finance regulating on corporate governance applicable to public companies.</p>



41.	<p><b>Clause 1 of Article 35 of the Charter providing for members of the Supervisory Board:</b></p> <p>"1. The Supervisory Board of the Company has 03 members. The members of the Supervisory Board must not be in the accounting /finance department of the Company and not be a member or employee of the independent audit firm performing audits of financial statements of the Company. Supervisory Board must have at least one (01) member who is accountants or auditors.</p> <p>The members of the Supervisory Board must not be related to the members of the Board, CEO and other management staff of the company. Supervisory Board shall appoint one (01) member as its head. Head of Supervisory Board must have expertise in accounting. Head of Supervisory Board shall have the following authorities and responsibilities:</p> <p>a. Convene a meeting of the Supervisory Board;</p> <p>b. Request the Board, CEO and other management staff to provide information related to the report of the Supervisory Board;</p> <p>C. Make and sign the report of the Supervisory Board with consultation of the Board of Directors to submit to the General Meeting of Shareholders. "</p>	<p><b>Clause 1 of Article 35 of the Charter on the Members of the Supervisory Board shall be amended and supplemented as follows:</b></p> <p>"1. The Supervisory Board of the Company has 03 members. The members of the Supervisory Board must not be in the accounting and finance department of the Company, a member or employee of the independent audit firm performing audits of financial statements of the Company. The members of the Supervisory Board Company must be an accountant or auditor.</p> <p>The members of the Supervisory Board must not be related to the members of the Board, CEO and other management staff of the company. The Comptrollers shall elect one of them as head of the Supervisory Board under majority rule. Supervisory Board must have more than half of the members permanently residing in Vietnam. Head of the Supervisory Board must be an accountant or a professional auditor and must work full-time at the company.</p> <p>Head of Supervisory Board shall have the following authorities and responsibilities:</p> <p>d. Convene meetings of the Supervisory Board;</p> <p>e. Request the BOD, CEO and other management staff to provide related information reported to the Supervisory Board;</p> <p>f. Make and sign the report of the Supervisory Board after consultation with the Board of Directors to submit to the General Meeting of Shareholders ".</p>	<p>In compliance with Clause 2 of Article 163 and Clause 2 of Article 164 of the Law on Enterprise</p>
-----	--	---	--



42.	<p><b>Clause 1 of Article 36 of the Charter of the Supervisory Board :</b>  "1. The company must have a Supervisory Board and the Supervisory Board have the authority and responsibility as stipulated in Article 123 of the Law on Enterprise and this Charter , mainly the authorities and responsibilities of the following : ... "</p>	<p><b>Clause 1 of Article 36 of Charter shall be amended and supplemented as follows:</b>  "1. The company must have a Supervisory Board and the Supervisory Board has the authority and responsibility as stipulated in Article 165 of the Law on Enterprise and this Charter , mainly the authorities and responsibilities of the following : ... "</p>	<p>In compliance with Article 165 of the Law on Enterprise</p>
43.	<p><b>Clause 1, Article 50</b>  The Company must prepare annual financial reports in accordance with the law and regulations of the State Securities Commission. The report must be audited in accordance with the provisions of Article 52 of this Charter; and within 90 days after the end of each financial year, it must submit annual financial statements approved by the General Meeting of Shareholders to competent tax authority, the State Securities Commission, Stock exchanges (for listed companies) and business registration agencies.</p>	<p>Clause 1 of Article 50 of the Charter shall be amended and supplemented as follows:  The Company must prepare annual financial reports in accordance with the law and regulations of the State Securities Commission. The report must be audited in accordance with the provisions of Article 52 of this Charter, and within the time limit prescribed by law, it must submit annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, the State securities Commission, Stock exchanges (for listed companies) and business registration agencies.</p>	<p>Amending the time limit of 90 days because if the AGM will not be held within 90 days, the report cannot be submitted within the time limit.</p>
44.	<p>Clause 2 of Article 52 of the Charter  ""2. Independent auditing Company verify and report on the annual financial statements reflect the Company's revenues and expenses, the audit report and submit that report to the Board of Directors within two (02 ) months from the closing date of the fiscal year.""</p>	<p>Clause 2 of Article 52 of the Charter on the audit shall be amended and supplemented as follows:  ""2. Independent auditing Company verify and report on the annual financial statements reflect the Company's revenues and expenses, the audit report and submit that report to the Board of Directors within three (03 ) months from the closing date of the fiscal year.</p>	<p>Consistent with the actual operation of the company.</p>
45.	<p><b>Article 53 Charter on the seal :</b></p>	<p><b>Article 53 Charter on the seal is amended</b></p>	<p>In compliance with Article 44 of the</p>



	<p>"1. Board of Directors decides to adopt the official seal of the Company and seals engraved as regulated by law. 2. Board of Directors and CEO use the seal in accordance with current law. "</p>	<p><b>and supplemented as follows :</b> "1. Board of Directors decides on the amount, form and content of the seal of the Company. The Company shall notify the seal sample with business registration and seal engraved as regulated by law. 2. <b>Board of Directors and CEO use the seal in accordance with current law.</b></p>	<p>Law on Enterprise</p>
46.	<p><b>Clause 1 of Article 59 of the Charter of the effective date :</b> "1. This Charter includes 59 articles 22 chapters unanimously adopted by the General Shareholders Meeting of FPT Corporation on 06 January 04 2013 in Hanoi, of which it approved the validity in full text of this Charter</p>	<p><b>Clause 1 of Article 59 of the Charter of the effective date is amended as follows :</b> "1. This Charter includes 59 articles 22 chapters unanimously approved on ____ ____ months in 2016 in Hanoi by the General Shareholders Meeting of FPT Corporation, of which it approved the validity in full text of this Charter</p>	<p>Adjusted according to the actual operation of the company.</p>





FPT CORPORATION

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom - Happiness

Hanoi, March 31, 2016

**DRAFT**

**RESOLUTION**

**THE 2016 ANNUAL GENERAL SHAREHOLDERS MEETING**

**FPT CORPORATION**

Pursuant to:

- *Business Law No. 68/2014/QH13 dated 24<sup>th</sup> November 2016;*
- *Charter of FPT Corporation 2013;*
- *Proposals of the Board of Directors and the Supervisory Board at Annual General Shareholders Meeting dated 31<sup>st</sup> March 2016;*
- *Minutes of Vote Counting of Annual General Shareholders Meeting dated 31<sup>st</sup> March 2016.*

**DECIDED**

**Article 1: Ratify following reports:**

**1. The 2015 Audited Financial Statements**

Some key financial indicators and shareholders' revenue in 2015:

Unit: VND in billions

No.	Items	Year 2015
1	Business revenue	40,003
2	Profit before tax	2,851
3	Profit after tax	2,438
4	Profit after tax for parent company's shareholders	1,931
5	Deduction	190
	5.1. Bonus welfare funds deducted parent company	1
	5.2. Bonus welfare funds deducted at subsidiaries (10%)	189
6	Shareholders' profit	1,741



2. Ratify the Board of Directors' Report in 2015, the Strategic Business Directions for the 2016-2018 period
3. Ratify the business plan for 2016 as below:

Unit: VND in billions	Revenue			Profit before tax		
	2015	2016	YoY change	2015	2016	YoY change
Technology sector	8,605	9,990	16.1%	927	1,210	30.5%
Telecom sector	5,484	6,550	19.4%	1,044	1,042	-0.2%
Retail and Distribution sector	25,213	28,586	13.4%	728	826	13.4%
Education segment and Others	702	670	-4.6%	151	73	-51.7%
<b>Total</b>	<b>40,003</b>	<b>45,796</b>	<b>14.5%</b>	<b>2,851</b>	<b>3,151</b>	<b>10.5%</b>

#### 4. Ratify the Supervisory Board's Report in 2015

#### **Article 2: Ratify the plan for 2015 profit distribution and share dividend payment, as following:**

##### 1. Plan for 2015 profit distribution

Proposed total cash dividend payment for the year 2015 at 20% (VND 2,000 per share).  
Therein:

- Advance dividend payment in Quarter 3/2015: 10% (VND 1,000 per share);
- Remaining dividend will be paid after AGM' approval: 10% (VND 1.000 per share);
- Time for payment: Quarter 2/2016;
- Authorize Board of Directors (BOD) to implement dividend payment.

##### 2. Plan for share dividend payment

Proposed to pay share dividend from retained earnings for available shareholders, as following:

- Ration of share dividend is 15% (20 available shares gain 03 additional new shares)
- Source: From Retained Earnings
- Plan to handle arisen odd shares: the number of additional shares issued under share dividend payment policy for each shareholder will be rounded down Fractional unit after the decimal point will be null.
- Listed: Number of shares issued to implement share dividend payment will be listed right after implementation.
- Execution time: Quarter 2/2016. Timing to finalize shareholders list of share dividend payment implementation will be set at the same time as that of cash dividend payment above mentioned.



- Authorizing the BOD to implement share dividend payment.

**Article 3: Ratify policy for cash dividend payment in 2016**

- The ratio of cash dividend payment in 2016 is 20% (VND 2,000 per share – based on the quantity of new shares after paying share dividend of 15%)
- The BOD will base on actual business performance to decide the interim dividend at the appropriate time of the year as well as other related issues to ensure the company's operations will not be negatively affected.
- The ratio of cash dividend payment in 2016 will be decided by the General Shareholders Meeting.

**Article 4: Ratify the proposal to amend the Company Charter in accordance with Law on Enterprises 2014.**

**Article 5: Ratify the proposal to select one (1) among four (4) audit firms (Big Four) to audit the Company's 2016 Financial Statements, including: KPMG; Deloitte; PwC; Ernst & Young; and authorize the Board of Directors to select a specific audit firm.**

**Article 6: Ratify the 2016 remuneration package for the Board of Directors; the 2016 action plan and remuneration package for the Supervisory Board.**

**1. Ratify the 2016 remuneration package for the Board of Directors**

- Compensation for non-executive members of the BOD: **5.3 billion VND** (a rise due to change in exchange rate)
- Salary for executive members of the BOD: **10.76 billion VND**
- Bonus for executive members of the BOD: not exceeding **0.49%** FPT Corporation's profit before tax

**2. Ratify the remuneration and operating expenses for the Supervisory Board in 2016: 788 million VND**

*The Resolution was ratified by the 2016 Annual General Shareholders Meeting of FPT Corporation. The Board of Directors bases on the Resolution to implement accordingly.*

**To:**

- *SSC, HoSE (to report)*
- *Members of the BOD and the BOM (to implement) and the Supervisory Board (to supervise)*
- *Information disclosure on company website*
- *Archive.*

**ON BEHALF OF THE GENERAL  
SHAREHOLDERS MEETING  
CHAIRMAN OF THE BOD**

**TRUONG GIA BINH**