

Hanoi, March 31st, 2016

RESOLUTION

THE 2016 ANNUAL GENERAL SHAREHOLDERS MEETING

FPT CORPORATION

Pursuant to:

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

DECIDED:

Article 1: Ratify following reports; the business plan for 2016; and the Supervisory Board's Report in 2015.

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 following:

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%
Total	40,003	45,796	14.5%	2,851	3,151	10.5%

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