



Hanoi, March 18th, 2016

**REGULATION ON PROCEDURES FOR CONVENING AND VOTING AT THE 2016
ANNUAL GENERAL MEETING OF SHAREHOLDERS**

According to:

- *The 2014 Law on Enterprises*
- *Charter of FPT Corporation;*
- *Circular No. 155/2015 / TT-BTC dated October 6, 2015 of the Ministry of Finance guiding the information disclosure on securities markets;*
- *Document No. 1183/UBCK-QLCB on remarkable matters as holding the 2016 Annual General Meeting of Shareholders issued by the State Securities Commission dated on March 15, 2016;*
- *The relevant legal documents.*

General Meeting of Shareholders is the highest competent authority of the Company. Competent authority of convening general meeting of shareholders is provided in Article 13 of Charter of the company. The convening of the meeting, conditions and procedures to conduct the meeting and voting, approve the decisions of General Meeting of Shareholders adhere to Article 17 to Article 20 of Charter of the company and Article 138 to Article 144 of the 2014 Law on Enterprise.

Article 1. Convening the Annual General Meeting of Shareholders

- Disclose information of the final list of shareholders entitled to attend the 2016 Annual General Meeting of Shareholders: January 28, 2016
- The record date for the list of shareholders entitled to attend and vote at the Annual General Meeting of Shareholders: February 24, 2016
- Time and venue of the Annual General Meeting of Shareholders: 13h00 Thursday, March 31, 2016 at Meeting Hall at Daewoo Hotel, 360 Kim Ma Street, Hanoi
- Prepare the agenda and documents as stipulated in accordance with law and the rules of the Company;

1.2 The notice of the General Meeting of Shareholders: Inform and send the notice of invitation to the meeting to all shareholders entitled to attend the meeting as stipulated in Article 17 of Charter of the Company and Article 138, 139 of the 2014 Law on Enterprise

- The notice of the meeting of the General Meeting of Shareholders must be in the following forms:
 - o Posted on the website of the Company: www.fpt.com.vn
 - o Announced on the information network of the Ho Chi Minh City Stock Exchange
 - o Sent to such shareholders by direct delivery or by registered courier to the registered address of the shareholders or to the address provided by such shareholders in order to receive information
 - o Sent to the fax number or e-mail address where the shareholders have notified the Company in writing of their fax number or e-mail address.
 - o Placed in a sealed envelope and sent directly to them at their work place where the shareholders are employees of the Company; or sent to their e-mail address
- The notice of the meeting of the General Meeting of Shareholders must comprise the agenda of the meeting, the form of appointing authorized representative to attend and the link to download meeting documents from the website of the company
- The meeting documents, the draft resolution on each issue in the meeting agenda will be posted on the website of the company www.fpt.com.vn and information relating to the issues will be discussed and voted on at the General Meeting of Shareholders
- The notice of the General Meeting of Shareholders must be sent at least fifteen (15) days before the date of the meeting (such period to be calculated from the date the notice is validly sent or delivered, the date the fees for delivery of the notice are paid, or the date the notice is put in a post-box)
- A shareholder or a group of shareholders holding more than five (5) per cent of the total ordinary shares for a consecutive period of six months or more shall have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least three (3) business days before the time of opening of the General Meeting of Shareholders. The proposal must contain the full names of the shareholders, the number and class of shares held by them, and the items proposed to be included on

the agenda. The convenor of the General Meeting of Shareholders shall have the right to reject a proposal mentioned in the following cases:

- The proposal is not sent on time, or insufficient, in relation to an irrelevant matter;
- At the time of the proposal, the shareholder or group of shareholders have not owned at least five (5) per cent of the ordinary shares for a consecutive period of six months (in accordance with Clause 4 Article 11 of the Charter of the Company)
- The proposed items do not fall within the authority of the General Meeting of Shareholders for discussion and approval;

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

Comply with Article 18 of the Charter of the company

According to Document No. 1183/UBCK-QLCB on remarkable matters as holding the 2016 General Meeting of Shareholders issued by the State Securities Commission dated on March 15, 2016, the Company must announce the minimum attendance rate to hold the meeting and the voting rate as regulated in Article 141 of the Law on Enterprises. The details are as follows:

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least fifty one (51) per cent of the total number of voting shares.
2. When the General Meeting of Shareholders is not able to be conducted for the first time because the conditions are not satisfied, the meeting may be convened for a second time with thirty (30) days from the date of the intended opening of the first meeting. The General Meeting of Shareholders which is convened for a second time shall be conducted when the number of attending shareholders represents at least thirty three (33) per cent of the total number of voting shares.
3. When the 1 General Meeting of Shareholders convened for the second time is not able to be conducted because the conditions are not satisfied, it may be convened for the third time within twenty (20) days from the date of the intended opening of the second meeting. In this case, the General Meeting of Shareholders shall be convened irrespective of the total number of voting shares of shareholders attending the meeting.

Article 3. Procedures for conducting and voting the General Meeting of Shareholders
Comply with Article 19 of the Charter of the Company and Article 142 of the 2014 Law on Enterprise

1. Registration to attend the General Meeting of Shareholders

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

2. Meeting form and procedures for conducting the General Meeting of Shareholders: Comply with Article 19 of the Charter of the Company and Article 142 of Law on Enterprise 2014

3. Voting at the General Meeting of Shareholders

a. Vote Counting Committee

- The General Meeting shall elect people from the attendees to be responsible to count the votes or to supervise the counting of votes, and if the General Meeting of Shareholders does not elect such people then the chairman shall elect them. The number of members of a vote counting committee shall not exceed three people.

b. Voting and announce the result

- When voting is conducted at the General Meeting of Shareholders, shareholders or authorized representatives shall vote by selecting agree, disagree or abstentions for each issue, then signed their full name on the voting card (granted when registering)
- The vote counting committee shall collect votes and conduct the counting of votes.
- For sensitive issue and if shareholders request, the Company shall appoint a neutral organization which shall collect and count votes.
- The voting result will be announced just before the closing of the meeting

- The minutes of votes counting will be posted on website of the company within fifteen (15) days since the date of ending counting votes.

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

Comply with Article 144 of the 2014 Law on Enterprises.

Article 5. Minutes of the General Meeting of Shareholders

Comply with Article 22 of the Charter of the Company and Article 146 of 2014 Law on Enterprises

- a. Minutes must be prepared in Vietnamese and English (information published in English is for reference only) and must contain the following main contents:
 - Name, head office address, business registration number;
 - Time and location of the General Meeting of Shareholders;
 - Agenda, and content of the meeting;
 - Fullname of the Chairman and the Secretary;
 - Summary of the meeting and opinions stated in the General Meeting of Shareholders;
 - Number of shareholders and total number of votes of attending shareholders, appendix listing registered shareholders and representatives of shareholders attending the meeting with the total number of their shares and the corresponding total number of votes;
 - Total number of votes for each issue voted on, specifying the voting method, the number of votes, for, against, and abstentions; and the corresponding percentage on the total number of votes of shareholders attending the meeting;
 - Passed issues and corresponding percentage of “for” votes
 - Signature of the Chairman and the Secretary.
- b. The minutes and resolution of the General Meeting of Shareholders must be completed and approved prior to the closing of the meeting.

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

Comply with Article 23 of the Charter of the Company

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

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

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

TRUONG GIA BINH