

CÔNG TY CỔ PHẦN FPT  
FPT CORPORATION

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

Số: 38./FPT-FMC

No.: 38./FPT-FMC

Hà Nội, ngày 13 tháng 03 năm 2024

Hanoi, March 13<sup>th</sup>, 2024

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

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

- Tên tổ chức/*Name of organization*: Công ty Cổ phần FPT/ *FPT Corporation*
  - Mã chứng khoán/Mã thành viên/ *Stock code/ Broker code*: FPT/ *FPT*
  - Địa chỉ/*Address*: Số 10, phố Phạm Văn Bạch, Phường Dịch Vọng, Quận Cầu Giấy, Thành phố Hà Nội, Việt Nam/ *10 Pham Van Bach Street, Dich Vong Ward, Cau Giay District, Hanoi, Vietnam*
  - Điện thoại liên hệ/*Tel.*: 024. 7300 7300 Fax: 024. 3768 7410
  - E-mail: [ir@fpt.com](mailto:ir@fpt.com) website: <https://fpt.com>
- Nội dung thông tin công bố: Công bố thông tin tài liệu Đại hội đồng Cổ đông thường niên năm 2024 / *Contents of disclosure: Information disclosures on documents of the 2024 Annual General Meeting of Shareholders*
- Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 13/03/2024 tại đường dẫn <https://fpt.com/vi/nha-dau-tu/thong-tin-cong-bo> / *This information was published on the company's website on 13/03/2024, as in the link <https://fpt.com/en/ir/information-disclosures>*

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



*Tài liệu đính kèm/Attached documents: Thông báo mời họp Đại hội đồng Cổ đông thường niên 2024, Nghị quyết HĐQT số 01.03-2024/NQ-HĐQT/FPT, Tài liệu Đại hội đồng Cổ đông thường niên năm 2024 / Invitation to the 2024 Annual General Meeting of Shareholders, BOD's Resolution No. 01.03-2024/NQ-HĐQT/FPT, and documents of the 2024 Annual General Meeting of Shareholders*

**Đại diện tổ chức**  
**Organization representative**

Người được UQ CBTT  
*Person authorized to disclose information*



*Mai Thị Lan Anh*





## FPT CORPORATION

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

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

Company Code No. 0101248141, 56<sup>th</sup> version issued by Hanoi Department of Planning and Investment on August 7<sup>th</sup>, 2023

Hanoi, March 16<sup>th</sup>, 2024

\*00000\*

### INVITATION TO THE 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

To:

Address:

Pursuant to the Corporate Charter and Corporate governance regulations, simultaneously implementing the spirit of the Government's "National Digital Transformation Program", official notifications from the Company including but not limited to the Invitation to the Annual General Meeting of Shareholders will be sent via the official communication channel of **shareholders' email address** registered in the list of shareholders kept at the Vietnam Securities Depository Center along with disclosed on the Company's official website.

The Board of Directors (BOD) respectfully invites shareholders of FPT to attend the 2024 Annual General Meeting of Shareholders (AGM). Details of the meeting are as follows:

- Time:** 13h00 Wednesday, April 10<sup>th</sup>, 2024.
  - Attending options:** To facilitate Shareholders' execution of all rights and obligations at the AGM, Shareholders may choose one of the below options to attend the event:
    - Attending virtually:** At <https://agm.fpt.com>
    - Attending in-person:**
      - Venue:** Conference room, 8th floor, FPT Tower, No. 10 Pham Van Bach Street, Dich Vong Ward, Cau Giay District, Hanoi.
      - Shareholders or assignees attending the AGM, please bring all the following documents: AGM invitation, ID card/Citizen ID card/Passport used to register the securities account holding FPT shares, Power of attorney (if authorized to attend the AGM).
- In order for our shareholders to be warmly welcomed, please register for the mode of attendance and email to receive information from March 17<sup>th</sup>, 2024 by scanning the QR code below and filling in the required information.
- Authorization to attend the AGM:** Shareholders authorize in writing one or more individuals or one of the members of the FPT Corporation Board of Directors (Template of Power of attorney is attached in the AGM documents). In case shareholders authorize for on-line assignees, the hard copy of power of attorney must be sent by post to FPT Tower, No. 10 Pham Van Bach Street, Dich Vong Ward, Cau Giay District, Hanoi before 23h00 April 09<sup>th</sup> 2024 to ensure attendee's access.
  - Voting:** Shareholders carry out the electronic voting via the e-vote platform at <https://agm.fpt.com> or contact directly telephone number 028 7303 3456 for instruction. Voting can be conducted before the AGM, from March 17<sup>th</sup>, 2024 in accordance with the regulations on the organization of AGM of FPT Corporation.
  - AGM documents:** To protect our environment, the AGM will go paperless. Documents for the AGM will be available on the FPT's website on March 17<sup>th</sup>, 2024 at <https://fpt.com>

It is our great honor to welcome you at the 2024 Annual General Meeting of Shareholders of FPT Corporation.

Yours respectfully,



*QR code to register attending form  
and email to receive information*

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



**SOCIALIST REPUBLIC OF VIET NAM**  
**Independence – Freedom - Happiness**

....., ....., 2024

**POWER OF ATTORNEY**

**Ref. the attendance at FPT's 2024 Annual General Meeting of Shareholders ("AGM")**  
**Dated April 10<sup>th</sup>, 2024**

**1. The Assignor:**

Name of individual/organization:

Citizen Identity Card/ID/Business Registration No.: dated

Address:

Telephone:

Number of owned/representative shares:

**2. The Assignee:**

2.1. Name of individual/organization:

Citizen Identity Card/ID/Business Registration No.: dated

Address:

Telephone:

Email:

Number of owned/representative shares:  All owned shares

Others:

2.2. In case the Shareholders do not have an authorized representative to attend the AGM, shareholders may authorize to one of the members of the Board of Directors ("BOD") of FPT as follows: *(Please mark X in one of the following boxes)*

Mr. Truong Gia Binh – Chairman of BOD

Mr. Bui Quang Ngoc – Vice Chairman of BOD

Mr. Do Cao Bao – Member of BOD

Mr. Jean Charles Belliol – Member of BOD

Ms Tran Thi Hong Linh – Member of BOD

**3. Scope of Authorization:**

The Assignee shall represent the assignor in attending FPT's 2024 Annual General Meeting of Shareholders of FPT Corporation held on April 10<sup>th</sup>, 2024 and executing all rights and obligations to the authorized shares in such meeting according to legal regulations.

The Assignee is not allowed to delegate any authority under this document to any third party. This Power of attorney shall only be valid during the convening of FPT's 2024 Annual General Meeting of Shareholders. The information of the Assignee including Name, Citizen Identity Card, ID, Telephone, email will be used to sign in the platform <https://agm.fpt.com> to attend AGM virtually.

I/We commit to take all responsibilities under this authorization and fully comply with all applicable laws as well as regulations stipulated in the FPT's Company Charter.

**Assignee**

*(Full name and signature)*

**Assignor**

*(Full name, position and signature)*

Notes: For the assignor, being an organization or a company, the signature of the assignor's legal representative and its seal are required.

No.: 01.03-2024/NQ-HĐQT/FPT

Hanoi, March 12<sup>th</sup>, 2024

**BOARD OF DIRECTORS RESOLUTION  
FPT CORPORATION**

**BOARD OF DIRECTORS OF FPT CORPORATION**

*Pursuant to Law on Enterprise dated June 17<sup>th</sup>, 2020;  
Pursuant to Law on Securities dated November 26<sup>th</sup>, 2019;  
Pursuant to Company Charter of FPT Corporation (“**the Company**”);  
Pursuant to Minutes of the Board of Directors’ meeting No 01.03-2024/BB-HĐQT/FPT  
dated March 12<sup>th</sup>, 2024,*

**DECIDED:**

**Article 1.** Approve Agenda of 2024 Annual General Meeting of Shareholders (“**the AGM**”) (as attached), cordially submit to the AGM for approval;

**Article 2.** Approve the Regulation on Organizing the 2024 AGM of FPT Corporation.

**Article 3.** Approve Report of the Board of Director (“**BOD**”) in 2023, directions and business plan for 2024, details as attached, cordially submit to the AGM for approval.

**Article 4.** Approve the 2024 BOD’s remuneration package, cordially submit to the AGM for approval. Details are as follows:

- Salary for members of the BOD participating in management: **VND 10.76 billion**;
- Bonus for members of the BOD participating in management: not exceeding **0.49%** FPT Corporation’s profit before tax;
- Compensation for members of the BOD not participating in management: **VND 6.32 billion**.

**Article 5.** Approve Audited Financial Statements for the year 2023. For more details, please visit: <https://fpt.com/en/ir/information-disclosures>, cordially submit to the AGM for approval.

**Article 6.** Approve 2023 Profit Distribution plan and policy for 2024 dividend payment, cordially submit to the AGM for approval. Details are as follows:

**6.1. Plan for 2023 profit distribution**

**6.1.1. FY2023 cash dividend payment plan**

- FY2023 cash dividend payment plan of 20% (VND 2,000 per share)
- Schedule: Quarter 2/2024.

**6.1.2. Share issuance plan to increase charter capital from owner’s equity for existing shareholders.**

- Issue ratio: 20:3 (On the record date for exercising rights, shareholders owning 20 shares will receive an additional 03 new shares).



## 6.2. FY2024 cash dividend payment plan

- FY2024 cash dividend plan of 20% (VND 2,000 per share – on new outstanding shares after implementing the share issuance plan to increase charter capital from the owner’s equity for existing shareholders).

**Article 7.** Approve selection one (1) among four (4) audit firms as below (Big 4) to audit the 2024 financial statements, cordially submit to the AGM for approval.

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

**Article 8.** This Resolution takes effect on signing date.

**Article 9.** Board of Directors, Board of Supervisors, Board of Management of FPT Corporation, and the relevant entities/individuals are obliged to execute this Resolution./.

**To:**

- As Article 9;
- BOD Office.

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



**Truong Gia Binh**





Hanoi, March 12<sup>th</sup>, 2024

## REGULATION ON ORGANIZING

### 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Pursuant to Law on Enterprises No. 59/2020/QH14 regulated by National Assembly of Vietnam on June 17<sup>th</sup> 2020;
- Pursuant to Law on Securities No. 54/2020/QH14 regulated by National Assembly of Vietnam on November 26<sup>th</sup> 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated on December 31<sup>st</sup> 2020 of Government on Law on Securities;
- Pursuant to Charter of FPT Corporation;
- Pursuant to Corporate governance regulations of FPT;
- Pursuant to relevant legal documents.

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

1. This Regulation stipulates the organization and operation of the 2024 Annual General Meeting of Shareholders (“AGM”) of FPT Corporation (here after referred to “Corporation”).
2. This Regulation shall be applied to the Representatives participating in 2024 Annual General Meeting of Shareholders of FPT Corporation.

#### Article 2. Definition of Terms

1. **"Representative"** is a shareholder or an authorized representative of a shareholder attending the 2024 AGM of the Corporation.
2. **"Online General Meeting of Shareholders"** is a form of organizing the AGM using electronic means, or applying modern information technology solutions to transmit images and sound via the Internet, allowing Representatives in different locations to follow the progress of the meeting, discuss and exercise their voting rights.
3. **"E-voting"** is the use of computers or other devices connected to the Internet to vote through the Electronic Voting System regulated and announced by the Corporation.
4. **"E-voting system"** is a system used by the Company, which provides the Members with tools to exercise related rights, including but not limited to the right of E-voting, when attending the AGM.
5. **"Identification factor"** is the information needed to accurately identify a subject in a context.

#### Article 3. Invitation to the Annual General Meeting of Shareholders

1. Venue:
  - Offline venue: Conference room, 8th floor, FPT building, 10 Pham Van Bach street, Dich Vong ward, Cau Giay district, Hanoi
  - Online venue: <https://agm.fpt.com>





2. The meeting invitation is sent to each shareholder who is eligible to attend the meeting in compliance with the Corporate Charter, the Corporate Governance Regulation and the Enterprises Law 2020. Forms of notice of the AGM:  
Publish on the Corporation's website at: <http://fpt.com> ; and publish on the media of the Ho Chi Minh Stock Exchange; and send to shareholders by one of the following methods:
  - (i) Hand delivery or secured mail delivery to the registered address of the shareholders;
  - (ii) Send to shareholders' confirmed email address, or text messages via mobile number or fax number that are archived at Vietnam Securities Depository Center that the shareholder registered.
  - (iii) In case the shareholder is working in the Corporation, the invitation can be sent in a sealed envelope to their workplace; or send the invitation to that shareholder's work email address.
3. Documents used in the meeting, the meeting agenda, draft resolutions for each agenda issue, and other related information on the issues to be discussed and voted at the meeting shall be posted on the Corporation's website <http://fpt.com/>.
4. The invitation of the AGM must be sent to all shareholders in the list of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the AGM (from the date on which the notice is duly sent or transmitted, paid for, or placed in the mailbox).
5. A shareholder or group of shareholders holding 5% of the total number of common shares has the right to propose topic to be included in the agenda of the AGM. Proposals must be made in writing and must be sent to the Corporation at least seven (07) working days before the opening of the AGM. The proposal must include the full name of the shareholder, the number and type of shares he/she holds, and the proposal content. The convener of the AGM has the right to reject these proposals in the following cases:
  - (i) The proposal was not sent in time or with insufficient information or not the right content;
  - (ii) At the time of proposal, the shareholder or group of shareholders does not have at least 5% of the common shares specified in Clause 4 Article 11 of the Corporate Charter;
  - (iii) The proposed topic is not within the scope of competence of the AGM to discuss and approve.

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

1. The AGM shall be conducted when the number of attending shareholders represents at least 50% of the voting shares. A shareholder is considered to attend the meeting when he/she attends the meeting directly or online, and login authentication through the E-Voting System as a shareholder.





2. In case the first meeting is not eligible to conduct, the next AGM shall be convened and conducted compliance with the Corporate Charter and the Enterprises Law.

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

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

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

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

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

- (i) On the day of the AGM, the Corporation conducts shareholder registration procedure and must do this procedure so until all shareholders who are entitled to attend the meeting have registered.
- (ii) Representative who attends the AGM late has the right to register immediately, participate and vote at the Meeting. The Chairperson is not responsible for stopping the meeting so that the late representative can register and the effectiveness of the voting conducted before the attendance of late representative will not be affected.
- (iii) For delegates to attend the General Meeting of Shareholders online, delegates will access the link sent in the Meeting Invitation, choose to log in as a Shareholder with the username as "ownership registration number, ID card". Shareholders will be confirmed to have attended after authentication and log in e-vote platform in one of the following ways:



- Authenticate via eKYC information of ID card/passport used to register the securities account holding FPT shares;
- Authenticate via OTP sent via SMS/Email registered in the list of shareholders or internal email in case shareholders are employees of the Company.

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

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

**a. Forms of participation and voting**

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

**b. The Vote Counting Committee**

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

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

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

**4. Electronic voting**

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

- The electronic voting could be executed after the shareholder have registered to attend the AGM virtually or directly, and successfully logged in or vote on matters under the competence of the AGM. At the end of the voting time specified on the notice of the E-voting System, the system will not record additional E-voting results of the Representative.
- The Representative votes on each content in the agenda. In the form of E-voting, for each content, the Representative chooses one of the three options "Agree", "Disagree", "No opinion" on the voting form in the E-Voting System. After completing voting on all contents that need to be voted at each voting round, the Representative presses "vote" to save and send the voting results to the system.
- In case the agenda of the meeting is added with the content proposed by a shareholder/group of shareholders and approved by the AGM, the Representative may conduct additional voting. If the Representative does not conduct additional



voting, it is considered not to vote on these contents.

- A Representative can change the voting result many times but cannot cancel the voting result. The E-voting system only records the final voting results at the end of each voting round as specified.

b. Method of counting votes:

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

**5. Discussion at the AGM:**

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

**6. Authorization procedure**

- a. Shareholders can authorize all or a portion of owning shares to other individuals or organizations to attend and vote on their behalf at the meeting.
- b. Shareholders who are organizations owning at least 10% of the total number of common shares can authorize all or a portion of their owning shares to up to 03 representatives to attend and vote on their behalf at the meeting.
- c. An authorization takes effect when it satisfies the following conditions:
  - Shareholders complete the information in the power of attorney of the Corporation, and have not logged in and authenticated to attend the AGM at <http://agm.fpt.com>.
  - Power of attorney is printed under the sample of the Company with full signature, full name, stamp (if an organization) of the authorizing party and the authorized party; and
  - In case that Shareholders authorized another to attend the AGM virtually, the hard copy of the power of attorney should have been sent to the address: FPT Tower, No.10 Pham Van Bach street, Dich Vong ward, Cau Giay district, Hanoi before 23h00, April 09<sup>th</sup>, 2024 to ensure the shareholders’s access.

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



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

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

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

In compliance with Clause 6.4 Article 6 of the Corporate Governance Regulations, Article 20 of the Corporate Charter and Article 148 of the Law on Enterprises 2020.

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

In compliance with Clause 6.5 Article 6 of the Corporate Governance Regulations, Article 22 of the Corporate Charter, and Article 150 of the Law on Enterprises 2020.

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


In compliance with Article 23 of the Corporate Charter.


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

Within 24 hours from the end of the meeting, the minutes and resolutions of the AGM will be posted on FPT's website at [www.fpt.com](http://www.fpt.com) and sent to the State Securities Committee and Ho Chi Minh City Stock Exchange to publish information in accordance with current laws.

#### **Article 11. Implementation term**

This Regulation takes effect from the date of being signed by the Chairman of the Board of Directors and shall be applied at the 2024 Annual General Meeting of Shareholders scheduled to be held on April 10<sup>th</sup>, 2024.

ON BEHALF OF THE BOD  
CHAIRMAN  
  
Trương Gia Bình





**2024**  
**AGM DOCUMENTS**

**FPT CORPORATION**





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**TENTATIVE AGENDA**  
**2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Time:** 13:00, Wednesday, April 10<sup>th</sup>, 2024  
**Venue:** Conference Room, 8<sup>th</sup> Floor, FPT Tower, No.10 Pham Van Bach Street, Dich Vong Ward, Cau Giay District, Hanoi  
**Online:** At address <https://agm.fpt.com>

No.	Time	Content (draft)	Person in Charge
1	13:00 – 14:00	Registration	Organization Committee
2	14:00 – 14:02	Opening ceremony	Organization Committee
3	14:02 – 14:05	Report on the validity of AGM	Supervisory Board
4	14:05 – 14:08	Introduction of the presidium, nomination of AGM secretary, election of the voting committee and approval of the meeting agenda	Chairman
5	14:08 – 14:16	BOD's 2023 Report BOD's 2024 Budget and remuneration for BOD	BOD
6	14:16 – 14:26	Board of Management's 2023 Report on business activities and 2024 Plan	BOM
7	14:26 – 14:30	2023 Audited Financial Statements 2023 Profit Distribution plan 2024 Cash Dividend Payment plan	BOM
8	14:30 – 14:34	Supervisory Board's 2023 Report Supervisory Board's 2024 Budget & Remuneration Proposal of list of Auditors for 2024 Financial Statements	Supervisory Board
9	14:34 – 14:50	2024-2026 Strategic Intentions	BOD
10	14:50 – 15:05	Discussions on Voting Issues	Chairman
11	15:05 – 15:25	Voting	Voting Committee
12	15:25 – 15:40	Discussions on other issues	Chairman
13	15:40 – 15:45	Announcement on Voting & Election result	Voting Committee
14	15:45 – 15:50	Approval on 2024 AGM Resolutions	BOD
15	15:50 – 15:55	Approval on 2024 AGM Minutes	Secretary
16	15:55	Closing Speech	Chairman



No. 01

Hanoi, March 12<sup>th</sup>, 2024

**PROPOSAL**

**Ref. approval of the Report of the Board of Directors in 2023, Strategic Direction for the period of 2024-2026, Business plan for 2024 and Remuneration budget for the Board of Directors in 2024**

To: The 2024 Annual General Meeting of Shareholders of FPT Corporation

*Pursuant to the 2020 Law on Enterprises;*

*Pursuant to the Charter of FPT Corporation;*

*Pursuant to the 2023 actual situation of remuneration payment for members of the Board of Directors and Business plan for 2024.*

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders to approve the Report of the BOD in 2023, Strategic Direction for the period of 2024-2026, Business plan for 2024 and Remuneration budget for the Board of Directors in 2024 as follows:

1. **The BOD’s 2023 Report** (as attached).
2. **Strategic Direction for the period of 2024 – 2026** (as attached).
3. **Business plan for 2024:**

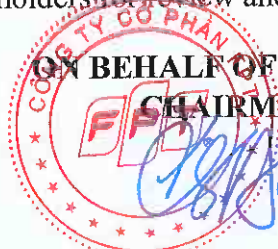

*Unit: billion VND*

Business Sector	Revenue			Profit Before Tax		
	2023	2024	Change	2023	2024	Change
Technology	31,449	38,150	21.3%	4,162	5,195	24.8%
Telecommunications	15,806	17,600	11.4%	3,042	3,508	15.3%
Education, Investment & Others	5,363	6,100	13.7%	1,999	2,172	8.7%
<b>Total</b>	<b>52,618</b>	<b>61,850</b>	<b>17.5%</b>	<b>9,203</b>	<b>10,875</b>	<b>18.2%</b>

**4. Remuneration budget for the BOD in 2024:**

- Salary for members of the BOD participating in management: **VND 10.76 billion;**
- Bonus for members of the BOD participating in management: not exceeding **0.49%** FPT Corporation’s profit before tax;
- Compensation for members of the BOD not participating in management: **VND 6.32 billion.**

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

  
**ON BEHALF OF THE BOD**  
**CHAIRMAN**  


**Truong Gia Binh**





Hanoi, March 12<sup>th</sup>, 2024

## THE BOARD OF DIRECTORS' REPORT

### I. EVALUATION OF THE BOARD OF DIRECTORS ON THE CORPORATION'S PERFORMANCE IN 2023

#### 1. Business performance evaluation

In 2023, demonstrating proactive preparation and adaptability to address market fluctuations and economic challenges, the Corporation sustained growth that surpassed projections. Revenue and profit before tax increased by 19.6% and 20.1% over the same period, achieving 101% of the revenue plan and 102% of the profit plan outlined at the Annual General Meeting of Shareholders.

The Technology Sector remained pivotal, accounting for 60% of the Corporation's revenue and 45% of its profit before tax, amounting to 31,449 billion VND and 4,161 billion VND, reflecting growth rates of 22.1% and 23.6%, respectively.

In the domestic market, the Corporation advanced digital transformation collaborations in over 30 localities, generating revenue of 7,161 billion VND, marking a 4.6% increase. Despite a slight decline of 2.6% in pre-tax profit to 379 billion VND, efforts to foster partnerships with government entities, ministries, branches, foreign businesses, and less affected economic sectors have been instrumental.

The Telecommunications sector achieved 4 million Internet subscribers in 2023, sustaining its growth trajectory.

Furthermore, the FPT Education Organization (FPT Education) continued to attract a substantial number of students, boasting 145,000 learners across the system, marking a 34% increase over the same period.

#### 2. Outcomes of the Strategy Execution

FPT successfully executed pivotal programs and projects aligned with the proposed strategy and direction due to astute business acumen, adaptability, a firm commitment to innovation, and robust management capabilities driven by real-time data. This has resulted in a harmonious balance across all three dimensions: Business, Management, and Technology, yielding the anticipated outcomes.

##### 2.1. Business

**In the foreign markets**, for the first time, FPT achieved a milestone by reaching 1 billion USD in revenue from IT services for foreign markets. Nearly 50% of this revenue stemmed from digital transformation services, with a focus on cutting-edge technologies like Cloud, AI, and Data Analytics. Moreover, the field of IT services for foreign markets saw significant growth in large-scale projects, generating 29,717 billion VND in revenue, marking a 37.6% increase over the same period. Notably, there were 37 projects with a scale exceeding 5 million USD, indicating a strategic shift toward larger orders and underscoring the effectiveness of FPT's "whale hunting" strategy. Through the implementation of 4 M&A deals and investments in well-known technology companies in the US and France such as Intertec International, Cardinal Peak, AOSIS, LandingAI; opening 5 new offices in some key markets, the Corporation has also expanded its presence in 30 countries and territories globally.



**In the domestic market,** FPT strategically targeted large corporate clients, emphasizing the expansion and promotion of comprehensive digital transformation services and solutions ranging from consultation to implementation. Specifically, the focus was on innovative technology platforms and solutions, including RPA, Lowcode, AI, and Blockchain, alongside conversion services as well as the management and operation of Cloud computing IT infrastructure.

Besides, FPT continued to enhance and broaden its offerings for small and medium-sized businesses by developing and expanding the Made-by-FPT solutions integrated with Base.vn. This approach aimed to provide an all-in-one business management platform tailored to meet customer needs across various sectors, facilitating operational excellence.

FPT was also dedicated to providing individual customers with new services, products, and an exceptional service experience at every interaction. FPT Education has expanded its footprint to encompass 10 additional provinces and cities nationwide, extending its reach to 20 localities with FPT's training facilities.

**In high potential business fields** such as Automotive, HealthCare, Banking..., FPT has made many new strides. The Corporation opened the FPT Automotive, specializing in the field of automotive software. In the field of healthcare, FPT also has owned solutions and platforms with millions of users. For example, the Effective Medication Management Platform has been deployed in Australia with more than 3 million users and more than 95% of pharmacies in Australia connected to this network, contributing to profound changes drug management practices, increasing the effectiveness of drug usage according to the doctor's regimen, reducing hospital readmission rates, as well as optimizing drug supply for both individuals and pharmacies...

## **2.2. Technology**

In 2023, FPT made significant strides in advancing technology by investing in emerging technologies and specialized fields with high growth potential. Due to its high applicability, focused approach, and utilization of core technologies, the Made-by-FPT technology ecosystem experienced robust growth of 40.8%, generating revenue of 1,620 billion VND. This ecosystem remained a cornerstone of the Corporation's long-term growth strategy. Furthermore, it served as one of the critical pillars in forming the Digital Conglomerate, providing individuals, organizations, and businesses with the best and most precise experiences, products, and services, all in line with the DC5-135 strategy.

Artificial Intelligence (AI) was at the heart of FPT's development strategy, with the introduction of the GenAI ecosystem - a cutting-edge AI platform. The platform, powered by Generative AI technology, was tailored to enhance products across the FPT.AI ecosystem. With over 20 solutions and services, FPT.AI serves a user base of 20 million individuals spanning 15 countries, boasting an average of 200 million monthly uses. Notably, this ecosystem was recognized as the top-rated AI Virtual Assistant by Software Reviews of Info-Tech Research Group.

FPT officially introduced the Happy Journey ecosystem, featuring the Happy Club - a loyalty program developed in line with the strategic vision of DC5 (Digital Conglomerate 5.0).

The Corporation also encouraged innovation and fostered "an entrepreneurial spirit at the core of its business". In 2023, FPT recorded close to 3,000 employee initiatives. Only 62 initiatives advancing to the final round of the iKhien contest have yielded substantial benefits for FPT, amounting to approximately 1,000 billion VND.



### 2.3. Management:

Management activities centered around six key programs: Training; Enhancing management capacity and efficiency across vertical functional departments; Pay-for-performance program; Rotation program; Objectives and key Results; and Digital transformation.

**Internal training:** In 2023, extensive training programs were deployed throughout the Corporation, totaling 5.6 million hours of learning with an impressive learning completion rate of up to 99.8%.

**Enhancing management capacity and efficiency across vertical functional departments:** The Corporation persisted in improving communication channels, consolidating unified activities, and coordinating synchronously to enhance the quality and efficiency of management activities and business support. This effort has laid the foundation for rapid and sustainable business growth.

**The pay-for-performance program:** We establish transparency and accuracy in salary and bonus payments based on performance, fostering strong motivation for dedication among each employee.

**The rotation program:** Leaders and managers at all levels across the Corporation were continuously changing positions, embracing new challenges and experiences to sustain creativity and motivation in contributing to a common goal. The Boards oversaw the planning, evaluation, appointment, rotation, and succession of senior leadership positions within the Corporation and its subsidiaries, including roles such as Chairperson, Chief Executive Officer (CEO), Deputy CEO, and Chief Operating Officer of its member companies.

**Objectives and key Results (OKRs) management:** Each individual, department, member company, and the Corporation persisted in setting challenging objectives, supported by concrete actions and measures. Monthly and quarterly evaluations of results were conducted to drive proactive decision-making and adaptive responses in organizational operations and task execution.

**Digital Transformation:** Our focus remained on fostering an environment conducive to digital initiatives, driving the process forward within the Corporation in alignment with the FPT Digital Kaizen methodology. In 2023, we intensified our efforts in accordance with our management strategy, emphasizing in-house digital transformation and leveraging real-time data in our operations. The completion and implementation of the FPT Data Lake project stood out as a pivotal achievement, bolstering our capacity for agile management and enabling swift, informed decision-making to navigate market dynamics and address challenges posed by the global economy.

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

The BOD highly appreciated the 2023 business performance in responding and adapting to the the challenging global economic recession. With the 2023 achievements and strategic premises in the past two years, the BOM has demonstrated its capacity and readiness to bring FPT into a vigorous growth cycle.

### 1. Supervisory activities

In accordance with the Corporate Charter and the Corporate Governance Regulations, the BOD has supervised the activities of the CEO and members of the BOM in operating business and implementing resolutions of The AGM 2023 and the BOD, including:



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

## 2. Supervisory results

Firstly, the Board of Management kept up the growth rate and created development momentum that strictly followed the Corporation's strategy and vision, despite the economic instability taking place on a global scale.

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

Thirdly, the BOM strictly conducted quarterly/semi-annual/annual financial statements and the annual report. During the time of the global economic recession, improvising to market difficulties, the BOM has continued tightening the control of business performance and debt situations on a weekly basis, ensuring the annual financial plan and making timely adjustments, if required.

Fourthly, the BOM drastically promulgated the rotation program and coordinated with the human resources department to evaluate and appoint talent, enhancing organizational leadership.

The year 2023 marked the cooperation of FPT with the authorities of localities through signing agreements of digital transformation consultancy and training programs, bringing the total number of FPT's partnerships with localities nationwide to 30.

## III. ACTIVITIES OF BOD

### 1. Activities of subcommittees under the BOD

There are three subcommittees under the BOD:

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

#### 1.1. The Personnel and Remuneration Committee

In 2023, the Personnel and Remuneration Committee spearheaded the research and development of numerous pivotal programs and policies for human resource development within the Corporation and its subsidiaries, undertaking several notable initiatives as below:



- **Directing the BOM to conduct research and formulate the FPT human resources strategy for the 2024 – 2026 period**, aligning with growth objectives and advancing toward the DC5-135 strategy.
- **Directing the implementation of programs on planning and rotating senior leaders:** The Committee conducted programs on planning, evaluation, appointment, rotation, and enhancement of the senior leadership at the Corporation and several subsidiaries. For instance, it collaborated with SCIC to appoint new Chairperson and CEO for FPT Telecom, and facilitated rotations and appointments for key positions such as Chairman of FPT IS, Vice Chairman of FPT University Council, two Deputy CEOs of FPT Software, CEO of Base.vn, and COO of FPT IS. Additionally, the Committee directed the BOM to compile a report summarizing the implementation of FPT's staff rotation regulations after three years of enactment.
- **Guiding and overseeing the issuance and execution of numerous critical HR programs and policies across the Corporation and its subsidiaries:**
  - ✓ Developing and implementing specific remuneration policies in subsidiaries in order to retain talent and control the turnover rate: The procedure to support house/car loans; The policy to increase earnings for groups of employees in some specific departments;
  - ✓ Formulating and deploying new recognition and incentive frameworks, with a focus on empowering managers at every tier to promptly acknowledge accomplishments and inspire staff, thus enhancing labor productivity and business performance at FPT. Noteworthy examples include the Merit Celebration Policy and Commendation Policy;
  - ✓ Formulating and enforcing protocols for assessing the performance of functional leaders at subsidiaries with the objective of enhancing management proficiency across the Corporation.

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

### **1.2.1. Internal Management Policy**

- **The utilization of OKRs** (Objectives and Key Results) as a management methodology remained extensively applied to all employees worldwide. This marks the fourth consecutive year of implementing this tool within the Corporation. The Chairman and CEO of all subsidiaries were required to convene quarterly meetings to report on OKRs with the BOM, setting a precedent for employees. OKRs have progressively evolved into a guiding framework for FPT and its subsidiaries, resulting in a 100% completion rate of OKR goals within the designated timeframes.
- **The policy of senior officials rotation** remained steadfastly implemented, aiming to train and groom the next cohort of leaders while fostering motivation for development across the organization. In 2023, approximately 120 senior leaders and 350 middle-level leaders throughout the Corporation underwent rotations. This initiative is anticipated to bolster the labor productivity of subsidiaries and provide individuals with leadership potential the opportunity to showcase their capabilities.
- **The Program for Enhancing Functional Management Capacity** was designed to bolster the swift advancement of the entire Corporation. This program placed emphasis on reinforcing the role of Commanders (Heads of functional department at FPT Corporation)



by means of management and policy formulation to foster the function's operations, particularly in technology, aimed at optimizing resources for product research and development. Furthermore, the Policy Development Committee provided counsel to the BOM on pivotal strategies, including the establishment of two functional systems: Procurement and Legal.

- **The Discipline Enhancement Program** was paramount for ensuring the growth and sustainable development of the Corporation, particularly during periods of economic fluctuation. At the behest of the Policy Development Committee, the BOM was urged to persist in refining discipline throughout plan implementation, with leaders serving as exemplars in executing business plans aligned with established objectives. Enhancing discipline remains a foremost priority for FPT in 2024.

### 1.2.2. Business Development Policy

- **Policy for Developing and Retaining Customers in the Domestic Market:** Recognizing the Corporation's internal capabilities, the Policy Development Committee proposed the implementation of the Local Representative Program to leverage internal strengths and foster solidarity among member companies in market management and expansion. Additionally, the Committee advised the BOM on promoting cross-selling of products among member companies. Furthermore, the Committee put forth new directions related to the development of product suites, including leveraging existing FPT products or exploring new ones to cater to the needs of corporate customers (e.g., the Made-by-FPT Ecosystem, ERP solutions), public sector clients (e.g., Project 06 solutions), and individual customers.
- **Investment in Expanding Operations and Capacity in Foreign Markets:** In 2023, FPT expanded its operations by establishing five new offices in various markets, including Japan, Korea, China, and Mexico. Concurrently, the Corporation executed 4 M&A deals and strategic investments in renowned global technology companies while inaugurating a company specializing in automotive software. These strategic endeavors played a pivotal role in generating a remarkable revenue of 1 billion USD from foreign markets, positioning FPT among the league of billion-dollar IT service enterprises worldwide.
- **Strategic projects:** Strategic initiatives like Eat – Learn – Work – Health and DC5 remained focal points for investment and received direct advisory support from the Committee. Notably, the DC5 Strategy project advanced significantly, marked by the introduction of the Happy Club Ecosystem and the signing of a collaboration agreement with Visa during the 2023 FPT Techday.
- **Emerging Strategic Directions:** The Corporation prioritized investments to establish a solid foundation for future sustainability, particularly in automotive software, semiconductor (IC) manufacturing, and AI technology. Initial successes stemming from these new development initiatives included the establishment of FPT Automotive in the US, the formation of FPT Semiconductor, and the acquisition of a stake in Landing AI, positioning the company as a strategic partner.

### 1.3. The Chairman's Office

Along with fulfilling the role of supporting the BOD in professional activities, the Chairman's Office also actively maintained and promoted external relationships with key partners to ensure business continuity. Concurrently, the Office provided timely and accurate information



disclosure of corporate governance resolutions and reports. Besides, the Chairman's Office coordinated with other departments to organize the 2023 AGM in April 2023.

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

The remuneration of the BOD, the Supervisory Board, and BOM was publicly announced in the Annual Report/Financial Statements of the Corporation. The payment of compensation of the BOD and the Supervisory Board complied with the Resolution of the AGM 2023 and Resolution 01.03-2023/NQ-HĐQT/FPT dated 15/03/2023. The remuneration of members of the BOD participating in management<sup>1</sup> was 10.76 billion VND, and the bonus must not exceed 0.49% of the Corporation's total profit before tax, the compensation for members of the BOD not participating in management was 6.2 billion VND. Accordingly, the actual payment of the BOD in 2023 was 16.858 billion VND, and that of the Supervisory Board was 1.456 billion VND. FPT also published the income information of the BOM in the annual financial statements, in accordance with the provisions of Article 31 of Decree 71/2017/ND-CP.

### Remuneration of BOD members in 2023

Unit: VND

BOD member	Position	Remuneration
Mr. Truong Gia Binh	Chairman	0
Mr. Bui Quang Ngoc	Vice Chairman	0
Mr. Do Cao Bao	Board member	0
Mr. Jean-Charles Belliol	Board member	960,000,000
Mr. Hiroshi Yokotsuka	Board member	2,389,250,000
Mr. Hampapur Rangadore Binod	Board member	2,389,250,000
Ms. Tran Thi Hong Linh	Board member	360,000,000

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

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

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

#### Members of BOD

<sup>1</sup> Being a member of the Board of Directors working full-time, assigned specific jobs, directly related to the company's operations



No	Member	Position	Percentage of voting shares	Concurrent positions on the BOM of other companies (As of December 31, 2023)
1	Mr. Truong Gia Binh	Chairman 35 years in the IT sector Re-elected on April 07, 2022	6.99%	- Board member of FPT Telecom; - Chairman of the Members' Council of FPT Education; - Board member of FPT University; - Board member of Joint Stock Commercial Bank for Foreign Trade of Vietnam (as of April 2023)
2	Mr. Bui Quang Ngoc	Vice Chairman 35 years in the IT sector Re-elected on April 07, 2022	1.64%	- Board member of FPT University
3	Mr. Do Cao Bao	Board member 35 years in the IT sector Re-elected on April 07, 2022	0.95%	- Board member of FPT City Danang JSC,
4	Mr. Jean-Charles Belliol	Independent board member 40 years in business and finance Re-elected on April 07, 2022	0%	
5	Mr. Hiroshi Yokotsuka	Independent board member 29 years in the IT sector Elected on April 07, 2022	0%	
6	Mr. Hampapur Rangadore Binod	Independent board member	0%	



		Nearly 50 years in the IT sector Elected on April 07, 2022		
7	Ms. Tran Thi Hong Linh	Board member Over 10 years in the field of investment and corporate governance Elected on April 07, 2022	0%	- Board member of Vietnam Hydro-Meteorological and Environment Equipment JSC., (as of June 2023); - Board member of FPT Telecom (from April 25 <sup>th</sup> , 2023)

#### 4. Activities of the BOD

In 2023, the BOD conducted 06 meetings to ensure compliance with regulations on the number of 01 meeting quarterly. The BOD also issued 09 resolutions.

##### 4.1. The number of meetings

No	Members	Position	Commencement date	Number of meetings attended	Percentage of attendance
1	Mr. Truong Gia Binh	Chairman	Being re-elected on April 07, 2022	06 out of 06	100%
2	Mr. Bui Quang Ngoc	Vice Chairman	Being re-elected on April 07, 2022	06 out of 06	100%
3	Mr. Do Cao Bao	Board member	Being re-elected on April 07, 2022	06 out of 06	100%
4	Mr. Jean-Charles Belliol	Independent board member	Being re-elected on April 07, 2022	06 out of 06	100%
5	Mr. Hiroshi Yokotsuka	Independent board member	April 07, 2022	06 out of 06	100%
6	Mr. Hampapur Rangadore Binod	Independent board member	April 07, 2022	06 out of 06	100%
7	Ms. Tran Thi Hong Linh	Board member	April 07, 2022	06 out of 06	100%



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

Session	Participation	Content and Resolutions
Session 01 January 17, 2023	BOD: 07/07 members Observers: • Supervisory Board: 03/03 members • BOM: 01/03 members Resolution No.01.01-2023/NQ-HĐQTFPT dated January 17, 2023	Approving the 2022 business results; Approving the 2023 business plan and submitting it to the AGM for approval; Approving the strategic orientation of 2023-2025 and submitting it to the AGM for approval; Approving the increase in chartered capital of FPT Software Co. Ltd., FPT Education Co. Ltd., and FPT Smart Cloud Co. Ltd.; Approving the time to close the list of shareholders and the date of the AGM.
Session 02 March 15, 2023	BOD: 07/07 members Observers: • Supervisory Board: 03/03 members • BOM: 02/03 members Resolution No. 01.03-2023/NQ-HĐQTFPT and Resolution No. 02.03-2023/NQ-HĐQTFPT dated March 15, 2023	Approving the Agenda of the 2023 AGM and submitting it to the AGM for approval; Approving the Regulations on organizing the 2023 AGM; Approving the 2022 Reports of the BOD, the 2023 strategic orientations and business plans, and submitting them to the AGM for approval; Approving the remuneration budget of the BOD in 2023 and submitting it to the AGM for approval; Approving the 2022 audited financial statements and submitting them to the AGM for approval; Approving the 2022 profit distribution plan and the 2023 dividend payment policy, submitting them to the AGM for approval; Approving the proposal of designating one out of four auditing firms (Big4) to audit the 2023 financial statements, submitting it to the AGM for approval; Approving the proposed plan to issue shares to employees in the period 2023 – 2025, submitted to the AGM for approval; Approve the proposal to amend the Corporate Charter and Internal Regulations on Corporate Governance, submit to the AGM for approval; Approving the plan of issuing shares to employees with remarkable contributions under the Employee Stock Ownership Plan (ESOP) in 2022;

Session	Participation	Content and Resolutions
		<ul style="list-style-type: none"> <li>- Approving the Regulation on the issuance of shares under the ESOP to employees with remarkable contributions in 2022;</li> <li>- Approving the list of employees eligible to participate in the ESOP who had exceptional contributions in 2022;</li> <li>- Approving the plan of issuing shares under the ESOP to senior executives in 2023;</li> <li>- Approving the Regulation on the issuance of shares under the ESOP to senior executives in 2023;</li> <li>- Approving the list of senior executives eligible to participate in the ESOP in 2023.</li> </ul>
Session 03 May 8 – May 10, 2023	Solicitation of written opinions: - Resolution No. 01.05-2023/NQ-HĐQT FPT and Resolution No. 02.05-2023/NQ-HĐQT FPT dated May 10, 2023  - Resolution No. 03.05-2023/NQ-HĐQT FPT dated May 12, 2023	<ul style="list-style-type: none"> <li>- Increasing the chartered capital for FPT JSC.;</li> <li>- Assigning the legal representative of the Corporation to amend the contents of the business registration certificate and information on the newly increased chartered capital of the Corporation;</li> <li>- Approving the list of employees with exceptional contributions in 2022 who participated in the ESOP;</li> <li>- Approving the list of senior executives who participated in the ESOP in 2023;</li> <li>- Approving the plan of paying the 2022 remaining cash dividends;</li> <li>- Approving the plan of issuing shares to pay dividends from retained earnings to existing shareholders after increasing chartered capital;</li> <li>- Authorizing the Chairman of the BOD to implement the plan of paying the 2022 remaining dividend and issuing shares to pay the dividend.</li> </ul>
Session 04 May 18 – May 23, 2023	Solicitation of written opinions Resolution No. 04.05-2023/NQ-HĐQT FPT dated May 23, 2023	<ul style="list-style-type: none"> <li>- Approving the selection of PwC Vietnam Co. Ltd. to be the auditing firm for the 2023 financial statements for the Corporation.</li> </ul>
Session 05 July 20, 2023	BOD: 07/07 members  Observers: <ul style="list-style-type: none"> <li>• Supervisory Board: 03/03 members</li> </ul>	<ul style="list-style-type: none"> <li>- Increasing the chartered capital for FPT JSC.;</li> <li>- Assigning the legal representative of the Corporation to amend the contents of the business registration certificate and</li> </ul>



Session	Participation	Content and Resolutions
	<ul style="list-style-type: none"> <li>BOM: 03/03 members</li> </ul> Resolution No. 01.07-2023/NQ-HĐQTFPT and Resolution No. 02.07-2023/NQ-HĐQTFPT dated July 21, 2023	information on the newly increased chartered capital of the Corporation; Approving the plan to advance the first phase of cash dividends in 2023.
Session 06 November 1, 2023	BOD: 07/07 members Observers: <ul style="list-style-type: none"> <li>Supervisory Board: 03/03 members</li> <li>BOM: 02/03 members</li> </ul> No resolution was to be issued	Reporting on the third quarter's results and projecting the results of implementing the 2023 business plan

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

By December 31<sup>st</sup>, 2023, FPT's BOD have had 03 independent members, namely Mr. Jean Charles Belliol, Mr. Hiroshi Yokotsuka, and Mr. Hampapur Rangadore Binod. Throughout 2023, these independent members actively participated in all board meetings of the Corporation and contributed significant recommendations to the corporate development and operation strategy. In addition, they proactively discussed business targets, development orientations, suggestions, and appropriate solutions in each business sector. Independent members with their diverse of knowledge and experience have also played essential roles in FPT's governance activities.

**Mr. Jean-Charles Belliol:** With extensive experience in the financial sector, during the FPT BOD's meetings, he provided comprehensive perspectives on financial operations, investments, as well as certain business targets and strategic directions for the year 2023 and the 2023-2025 period of FPT and its subsidiaries. In 2023, he diligently made contributions to the talent development policies to foster the next generations of FPT leaders.

**Mr. Hampapur Rangadore Binod:** In 2023, with a wealth of experience in developing high-quality human resources, training senior managers and leading IT experts, he continued to contribute numerous ideas to the important human resource policies of the Corporation. Additionally, he played a crucial role in providing advisory support for the leadership development program of the Corporation and various other programs aimed at enhancing the experience and capabilities of the employees.

**Mr. Hiroshi Yokotsuka:** His advice regarding the economic situation and business directions in Japan has greatly contributed to the business strategy and strong growth of FPT Japan. He has also provided valuable insights into investment activities and opportunities for the Corporation in the Japanese market.



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

Based on the general regulations for the BOD's activities and the Corporate Charter, the BOD promptly directed, closely supervised, and consulted the BOM in a timely manner to realize strategic objectives in 2023.

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

FPT's BOD, particularly its independent members, are distinguished leaders with sterling reputations in the regional IT sector. They boast extensive management experience and a wide-reaching network of connections. The BOD sustained transparent management practices in 2023 by leveraging exceptional strengths and building upon past achievements. This commitment facilitated FPT in maintaining its impressive growth trajectory, solidifying its position as a premier technology corporation in both Vietnamese and global markets.

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

**Mr. Hampapur Rangadore Binod:** "2023 has been a stellar year for FPT. During the year FPT crossed many significant milestones and kept adding more golden feathers to its cap. With most of the growth being organic, there has been continuous pressure on Talent acquisition and Talent Management. It is very heartening to see the enthusiasm of the FPT employees at all levels to take the company to greater heights. As we move forward, it is very important for everyone in FPT to stay focused on Client requirements and ensure that we exceed their expectations. The slowing down of the economy in the western world will automatically increase competitive pressures and hence high-quality deliverables should be our only differentiator."

**Mr. Jean-Charles Belliol:** "Throughout 2023, the BOD carried out the resolutions approved by the AGM with high performance, making significant contributions to the Corporation's development and bringing benefits to shareholders and other parties, despite challenges, notably the geo-political situation and economical environment. The BOD, the BOM, and the functional directors had transparent and effective debates covering a wide range of topics: business and technology trends, as well as strategies, implementation methods, finance, human resources and M&A. For the latter, we had significant successes in the USA and Europe in 2023. Furthermore, the BOD and BOM were ready to acknowledge the recommendations of independent BOD members on financial and investment activities as well as business targets for 2024 and the medium term strategy of the Corporation and its subsidiaries."

**Mr. Hiroshi Yokotsuka:** "In 2023, the world economy was in a state of stagnation. However, FPT achieved impressive growth that exceeded expectations. Board members discussed global developments and technology trends and contributed to FPT's growth. I would like to continue contributing so that FPT's activities go beyond the development of FPT and have a major impact on society on a global level."



#### IV. ORIENTATIONS AND ACTION PLAN OF THE BOD IN 2024

1. With strategic directions and achievements in 2023, the BOD announces the 2024 business plan as follows:

##### 1.1. Main targets

Unit: billion VND

Business Sector	Revenue			Profit Before Tax		
	2023	2024	Change	2023	2024	Change
Technology	31,449	38,150	21.3%	4,162	5,195	24.8%
Telecommunications	15,806	17,600	11.4%	3,042	3,508	15.3%
Education, Investment & Others	5,363	6,100	13.7%	1,999	2,172	8.7%
<b>Total</b>	<b>52,618</b>	<b>61,850</b>	<b>17.5%</b>	<b>9,203</b>	<b>10,875</b>	<b>18.2%</b>

##### 1.2. Expected investment plan

Unit: billion VND

Sector	Investment Budget	Notes
Technology	2,200	Investing in expanding office complexes in major cities such as Hanoi, Da Nang, Ho Chi Minh City, Quy Nhon, etc., along with enhancing technology infrastructure to support business operations.
Telecommunications	2,300	Investments will be made in main cable shafts and marine cables, as well as upgrading the quality of domestic telecommunications infrastructure and Data Center systems.
Education, Investment, and Others	2,000	Focusing on expanding university campuses in major locations like Hanoi, Ho Chi Minh City, and Da Nang, alongside establishing new training facilities in various provinces and cities nationwide.
<b>Total</b>	<b>6,500</b>	



## **2. Development Strategy 2024 – 2026**

In the 2024-2026 period, FPT aims to accelerate its Digital Transformation efforts, promote Green Transformation, and initiate Smart Transformation.

### **2.1. DC5 initiatives**

*FPT remains resolutely committed to implementing the DC5 Strategy outlined in 2023 – the 35th milestone year of its development journey.*

With the aim of fostering happiness for every individual, success for every organization, and advancing the nation's prosperity, during the period 2024-2026, DC5 (Digital Conglomerate 5.0) will prioritize the concurrent development of products, services, and solutions in two fundamental directions:

- Creating Smart solutions tailored for organizations and enterprises while offering Convenient services for individuals through AI and Data platforms.
- Enhancing ecosystem expansion and collaboration with partners within and outside the Corporation to deliver comprehensive and optimized digital experiences for individuals, organizations, and businesses. Furthermore, this initiative aims to broaden FPT's customer base and seize new business opportunities:
  - External ecosystems and partners: Online payment systems, Banks, Social networks, Online applications, and Retail store chains and supermarkets;
  - FPT's ecosystem: The extensive integration of FPT ID, FPT Pay, Happy Club, and the Customer Data Platform platform services into all Made-by-FPT services, products, and solutions.

### **2.2. Principal initiatives by the business sector**

#### **2.2.1. *The Technology sector experiences rapid expansion across global markets, broadening its range of services and domains***

- Strengthening expertise in the Automotive sector: Leveraging the AutoSAR architecture, FPT is committed to investing in the development of intelligent solutions, offering comprehensive automotive services with the objective of achieving a 50% annual growth rate and attaining a revenue milestone of 1 billion USD by 2030. Presently, FPT boasts a workforce of over 4,000 engineers and specialists specializing in automotive software and maintains a robust network comprising more than 150 distinguished clientele, including globally renowned brands such as Honda, Hyundai, Volvo, VinFast, Ford, Yazaki, LG, Panasonic, and NXP.
- Diversifying offerings in the Semiconductor sector: FPT will further expand its portfolio by augmenting the design of chip models and engaging in Outsourced semiconductor assembly and test (OSAT) services while scaling up production capacity. Additionally, FPT sets a target to train 10,000 engineers and specialists in the semiconductor industry by 2030 (including those acquiring short-term conversion certificates from related fields such as Electronics and Telecommunications). FPT has secured orders for nearly 70 million chips until 2025.



- Continuing to invest in AI, Cloud, Cybersecurity services and new technology infrastructure services such as GPU as a Services (Graphic Processing Units - Virtual server service to accelerate machine learning and graphics tasks , AI...).
- Promoting the development of FPT Cloud, FPT AI platforms and Made by FPT products and solutions (SaaS and Cloud on Premise) towards in-depth expertise in industries...
- Expanding System Integration services and Infrastructure Managed Services for East Asia and Southeast Asia.
- Taking the lead in Digital Transformation, Green Transformation, and progressing toward Smart Transformation (DGI - Digital, Green, Intelligence Transformation).
- Maintaining the growth across all global markets. In particular, the East Asian market, including Japan, Korea, and China with cultural similarities and the China + 1 transition trend, is expected to maintain high growth.

### ***2.2.2. The Telecommunications Sector becomes the provider of Internet and Online services with the best experience***

To ensure stable quality and provide an exceptional service experience to customers, FPT will prioritize adopting AI technology, automating operational support, and optimizing transmission lines based on service requirements. Additionally, there will be enhancements in terminal devices, along with the integration of telecommunications services with Digital Conglomerate 5.0 - DC5.

Data Center services will undergo continuous upgrades and enhancements to provide comprehensive solution suites covering infrastructure and software for business customers. The ultimate goal is to ensure that "Vietnam's data remains in Vietnam."

Building on the initial successes of the VnExpress Marathon community, which includes multiple activities on social networks, online competitions (VRace), and large-scale tournaments like the VnExpress Marathon with up to 10,000 participants, FPT is committed to expanding this model for other communities. This expansion will be facilitated through the development of Vietnam's premier Social Online-Offline Platform.

### ***2.2.3. The Education sector expands the scale and the quality***

The Education sector continues to expand both the scale and the quality by investing in building a network of universities, colleges and inter-level schools in many provinces and cities nationwide, while adding new majors, directly serving learners' needs in fields such as: Semiconductor, Automotive, Game Design.

## **2.3. Investment in Technology and Human Capital**

### ***2.3.1. Promote investment in platform technologies***

**Artificial intelligence** plays a core role in FPT's development strategy (DC5), aiming to serve at least 50% of Vietnamese citizens and 300 million of global citizens. Generative AI solutions (such as AI Mentor, ChatbotGPT...), visual AI (LandingLens) are developed according to specialized industry orientations, bringing outstanding advantages to the Made by FPT product suite and to FPT's customers in business and production.





The Corporation will also continue to promote cooperation with Landing AI - Top 10 most impressive startups in the US - to catch the wave of computer vision. In 2024, FPT and Landing AI will promote building solutions to apply Large Vision Model (LVM) in order to solve many demanding problems in the fields of Manufacturing, Agriculture, Healthcare, Retail...Especially, LandingLens solutions for detecting errors in production are being tested at many factories with outstanding effectiveness in terms of accuracy, early detection and high productivity in the fields of machinery manufacturing and engineering compared to traditional methods. Large-scale and image-based identification, classification and diagnostic solutions are also being tested for AI cameras, medical diagnostics, logistics and retail management.

***In the field of semiconductor chips***, the Corporation continues to promote the search for potential partners globally to cooperate in investing and participating in testing services, expanding production scale as well as training high-tech human resources in both the short and long term for the semiconductor industry, meeting great demand of the market.

***In the realm of Cloud technology***, our focus lies in advancing a super-converged cloud platform, fostering innovation by consistently broadening the product ecosystem and expanding the service portfolio to encompass over 100 services. Additionally, we prioritize the development of platform services (PaaS) and novel solutions, including high-performance computing, AI service development infrastructure, and VDI (Virtual Desktop Infrastructure). Furthermore, we anticipate extending our Cloud service offerings to reach other pivotal markets in the Asia Pacific region.

Simultaneously, the Corporation maintains its focus on advancing internal digital transformation to enhance management efficiency, optimize operational productivity, and maximize efficiency through widespread replication of successful digital transformation initiatives on a global scale. This involves leveraging technology to streamline professional management activities across various vertical functions, including Finance, Human Resources, Technology, Quality, Marketing & Communications.

### ***2.3.2. Scaling up and enhancing the quality of human resources***

By 2035, FPT aims to have 1 million digital transformation professionals actively engaged in the Digital Conglomerate that aims to "Building A Happier Future", driving robust digital transformation initiatives domestically and internationally. Concurrently, the Corporation will persist in cultivating a joyful work environment, fostering optimal conditions for employee growth, and drawing technology talent from around the world, thereby bolstering long-term sustainability.

ON BEHALF OF THE BOD  
CHAIRMAN  


**Truong Gia Binh**



No. 02

Hanoi, March 12<sup>th</sup>, 2024

**PROPOSAL**  
**Ref. approval of Y2023 audited financial statements**

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To: The 2024 Annual General Meeting of Shareholders of FPT Corporation

The BOD kindly submits to the General Meeting of Shareholders to approve the audited financial statements for the year 2023. Key indicators were summarized as follows. For more details, please visit: <https://fpt.com/en/ir/information-disclosures>

No.	Indicators	Y2022 (VND in billions)
1	Revenue	52,617.90
2	Profit before tax	9,203.00
3	Profit after tax	7,788.05
4	Profit after tax attributable to parent company's shareholders	6,465.19
5	Bonus and welfare fund	557.31
	<i>5.1 Bonus and welfare fund of parent company</i>	0.00
	<i>5.2 Bonus and welfare fund at subsidiaries (up to 10%)</i>	557.31
6	Profit after tax attributed to parent company's shareholders	5,907.88
7	EPS (VND)	4,661

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

**ON BEHALF OF THE BOD  
CHAIRMAN**



**Truong Gia Binh**

**PROPOSAL****Ref. approval of the Supervisory Board's 2023 Report, budget for  
Supervisory Board's activities in 2024**  
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*Pursuant to the 2020 Law on Enterprises;  
Pursuant to the Charter of FPT Corporation.*

The Supervisory Board respectfully submits to the General Meeting of Shareholders to approve the Supervisory Board's Report in 2023 and Budget for Supervisory Board's activities in 2024 as follows:

- 1. The Supervisory Board's 2023 report** (as attached);
- 2. Budget for the Supervisory Board's activities in 2024:**

No.	Expense item	Unit	Quantity	Price (VND)	Total (VND)
1	Outside consultant	H	50	2,000,000	100,000,000
2	Remuneration for activities of the Supervisory Board members	H	1,040	1,400,000	1,456,000,000
3	Travel, business expenses	Time	5	15,000,000	75,000,000
<b>Total:</b>					<b>1,631,000,000</b>

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

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



Nguyen Viet Thang



**REPORT ON ACTIVITIES IN 2023 AND PLAN IN 2024**

**THE SUPERVISORY – FPT CORPORATION**

**I. ACTIVITY HIGHLIGHTS OF THE SUPERVISORY BOARD IN 2023**

According to related regulations, the main responsibilities of the Supervisory Board are to supervise:

- The implementation of the Corporate Charter;
- The performance of the approved resolutions of the 2023 AGM to protect shareholders' benefits;
- The transparency of the Corporation's financial activities with the support of independent auditors;
- The implementation of functions, duties, and transparency of members of the BOD and the BOM regarding relevant legislation.

**1. The Supervisory Board members**

No.	Member	Position	The Commencement/End date of being a member of the Supervisory Board	Number of meetings attended	Meeting attendance rate	Reasons for absence
1	Mr. Nguyen Viet Thang	Head of the Supervisory Board	Commencement date: April 12, 2012;  Being re-elected as a member of the Supervisory Board (for the term of 2022-2027) by the 2022 AGM on April 7, 2022;  Being re-elected as the Head of the Supervisory Board on April 8, 2022.	05 out of 05	100%	
2	Mr. Nguyen Khai Hoan	Member of the Supervisory Board	Commencement date: April 12, 2012;  Being re-elected as a member of the Supervisory Board (for the term of 2022-2027) by the 2022 AGM on April 7, 2022.	05 out of 05	100%	
3	Ms.	Member of	Being elected as a	05 out of	100%	

No.	Member	Position	The Commencement/End date of being a member of the Supervisory Board	Number of meetings attended	Meeting attendance rate	Reasons for absence
	Duong Thuy Duong	the Supervisory Board	member of the Supervisory Board (for the term of 2022-2027) by the 2022 AGM on April 7, 2022.	05		

The Supervisory Board held 05 meetings in 2023 with the following details:

Meeting session	Attendance	Content
<b>Session 01</b> Date January 13, 2023	03 out of 03	<ul style="list-style-type: none"> <li>- Discussing the financial results of the fourth quarter of 2022 and the 2022 consolidated financial statements prepared by the BOM for the BOD meeting on January 17<sup>th</sup>, 2023;</li> <li>- Reviewing the BOM's proposal to increase chartered capital for 03 subsidiaries, including:               <ul style="list-style-type: none"> <li>- FPT Software raised by 1,000B VND from 4,000B to 5,000B.</li> <li>- FPT Education raised by 1,000B VND from 2,000B to 3,000B</li> <li>- FPT Smart Cloud raised by 100B VND from 100B to 200B</li> </ul> </li> <li>- Reviewing the 2023 plan submitted by the BOM to the BOD;</li> <li>- Discussing and developing the operation plan of the Supervisory Board in 2023.</li> </ul>
<b>Session 02</b> Date March 11, 2023	03 out of 03	<ul style="list-style-type: none"> <li>- Evaluating the preliminary financial statements of the first quarter of 2023;</li> <li>- Evaluating the 2022 audited financial statements presented by BOM in the Quarter 1 BOD meeting on March 15<sup>th</sup> 2023;</li> <li>- Evaluating the reasonableness of the profit distribution plan proposed by BOM;</li> <li>- Reviewing and evaluating the preparation of documents for the Annual General Meeting of Shareholders in</li> </ul>

Meeting session	Attendance	Content
		<p>2023, as prepared by BOM. Evaluate the BOD reports intended to be presented during the AGM in 2023.</p> <ul style="list-style-type: none"> <li>- Discussing and evaluating the supervision of the compliance with regulations of the board members, the BOM members, and other management positions in 2022 to prepare for the Report to be submitted to the AGM;</li> <li>- Discussing contents of the Supervisory Board report to be submitted to the 2023 AGM;</li> </ul>
<p><b>Session 03</b> Date April 07, 2023</p>	<p>03 out of 03</p>	<ul style="list-style-type: none"> <li>- Reviewing and evaluating the results of the 2023 Annual General Meeting of Shareholders taking place on April 6, 2023. Considering the opinions of shareholders who spoke and shared during the meeting.</li> <li>- Assigning work to members of the Supervisory Board with the contents in the 2023 Supervisory Board Operation Plan approved at the 2023 Annual General Meeting of Shareholders.</li> </ul>
<p><b>Session 04</b> July 14, 2023</p>	<p>03 out of 03</p>	<ul style="list-style-type: none"> <li>- Reviewing and discussing financial data for the second quarter of 2023 prepared by BOM for BOD meeting on July 20, 2023;</li> <li>- Reviewing reports on completion of business targets for the first 6 months of 2023 of FPT.</li> <li>- Reviewing plans to increase charter capital due to stock dividends.</li> <li>- Reviewing and evaluating some impacts of the financial market on company operations in 2023.</li> </ul>
<p><b>Session 05</b> October 17, 2023</p>	<p>03 out of 03</p>	<ul style="list-style-type: none"> <li>- Reviewing financial data for the third quarter of 2023 sent by the Board of Management to serve the content of the Board of Directors meeting on November 1, 2023;</li> <li>- Reviewing the Report on completion of business targets for the first 9 months of 2023 of the Group. Assess the level of completion of the whole year 2023 plan;</li> <li>- Checking the Report on results of charter capital increase due to stock dividends (change date is July 17, 2023);</li> <li>- Planning to control overdue debt and overdue inventory in 2023.</li> </ul>



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

The Corporation's business results in 2023 had a stable growth, especially in the context that the world and Vietnamese economies have not yet recovered. Revenue reached 52,618 billion VND, an increase of +19.6% compared to 2022 revenue and reached 101% of the year plan, Profit before tax reached 9,203 billion VND, an increase of +20.1% compared to 2022 and reached 102% of the plan year.

In 2023, the world economy continued to face many uncertainties, the crisis of the Russia – Ukraine war, and the fight in the Middle East in the last months of the year made the world economy even more unpredictable. The Board of Supervisors highly appreciates the Board of Directors' efforts to complete business goals, as well as the Board of Directors' close and sharp guidance in the current uncertain business context.

In 2023, the group will pay dividends in cash and shares as approved by the 2023 Annual General Meeting of Shareholders.

## **3. Supervision activities for the BOD, the BOM, and shareholders**

The Supervisory Board attended all in-person meetings of the BOD during the year (05 sessions), carefully reviewing proposals and resolutions approved by the BOD in the discussions.

The Supervisory Board exercised its rights in the following activities:

- The ESOP for employees with remarkable contributions in 2022: Supervising the program to be in accordance with the resolution approved by the 2023 AGM as well as ensuring transparency and equality.
- Advance payment of remuneration of the BOD and the Supervisory Board in 2023: The Corporation has made the advance payment of remuneration for members of the BOD and Supervisory Board in accordance with regulations and budgets approved by the 2022 AGM.

Regarding issues of conflict of interest and complaints against members of the BOD and the BOM:

- In 2023, the Supervisory Board did not receive any complaints about violations of the BOD, the BOM, and the Supervisory Board members.

## **4. The cooperation between the Supervisory Board, the BOD, the BOM, and the management team**

The Supervisory Board records information about operational strategies; The plan and implementation of the company's business plan are regularly updated before the Board of Directors meetings take place (in 4 quarters of 2023).

In 2023, the Supervisory Board will coordinate closely with BOD and BOM in implementing professional activities. The Supervisory Board proactively and regularly discusses with BOM when problems arise, especially when the content of the independent audit report on financial activities is published.

## 5. Compliance monitoring

In 2023, the Supervisory Board has not recorded any unusual signs affecting or violating the regulations of the State as well as the Company in the work and operating activities of members of BOD, members of BOM, and other managerial employees affecting the company's shareholder interests as well as potential risks that may occur.

The coordination between the Supervisory Board and the Corp's Internal Control Department in 2023 has improved many times compared to previous years. The Supervisory Board recognizes and continues to promote the development of a specific and detailed coordinated action plan, bringing greater efficiency in financial safety control in 2024 and the following years.

## 6. Remuneration and operating expenses of the Supervisory Board

Advance payment of remuneration and operating expenses of the Supervisory Board in 2023:

- The advance payment of **VND 1,456,000,000** was made, which was included in the total operating expenses of the Supervisory Board members approved by the 2022 AGM.
- Details as follows:

Type of operating expenses	Approved budget (VND)	Advance payment (VND)
1 Outsourcing consultant services	100,000,000	
2 Remuneration	1,456,000,000	1,456,000,000
3 Travel expenses and per diem	75,000,000	
<b>Total</b>	<b>1,631,000,000</b>	<b>1,456,000,000</b>

## 7. Report on supervising transactions between the Corporation and related parties

Pursuant to Article 290, Clause 04 of Decree 155/2020/ND-CP stipulating the supervision of transaction reports between the company and related parties, in 2023, no transactions violated relevant legislation have been detected between the Corporation and other entities that were operated by any individual related to any member of the BOD, the Supervisory Board, or the CEO in the roles of a board member/director/general director.

The Supervisory Board also did not record any other transactions that might bring material or immaterial benefits to members of the BOD, BOM, or the CEO in 2023.

## II. THE 2024 ACTION PLAN OF THE SUPERVISORY BOARD

### 1. Performing critical tasks prescribed by laws:

- Monitoring compliance with the approved Resolutions of the 2024 AGM. The Supervisory Board considers it one of its essential duties to ensure the best interests of shareholders;
- Following up with the independent auditing firm to review the reports and oversee the implementation of matters mentioned in their notes and the audit opinion letter (if any);





- Strengthening supervision over issuing BOD's and BOM's financial regulations, operational rules, and policy regulations. Ensuring compliance with related legislations; evaluating the impact of the implementation of legal rules on the interests of shareholders;
- Promoting coordination with the Internal Control Department (under the BOD) to promptly evaluate and handle arising incidents as well as supervise the handling during and after inspection.

## 2. Budget plan for operating expenses of the Supervisory Board in 2024

The Supervisory Board submits to the 2024 Annual General Meeting of Shareholders for approval the operating budget in 2024 as follows:

No.	Expense item	Unit	Quantity	Price (VND)	Total (VND)
1	Outside consultant	H	50	2,000,000	100,000,000
2	Remuneration for activities of the Supervisory Board members	H	1,040	1,400,000	1,456,000,000
3	Travel, business expenses	Time	5	15,000,000	75,000,000
<b>Total:</b>					<b>1,631,000,000</b>

*(One billion six hundred and thirty-one million dong./.)*

**HEAD OF SUPERVISORY BOARD**



**Nguyễn Việt Thang**



No. 04

Hanoi, March 12<sup>th</sup>, 2024

**PROPOSAL**  
**Ref. FY2023 profit distribution and 2024 dividend payment plan**

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

The BOD kindly submits to the General Meeting of Shareholders to 2023 profit distribution and 2024 dividend payment plan as follows:

**1. FY2023 profit distribution**

**1.1. Cash dividend payment plan**

- With regards to:
  - o FY2023 cash dividend plan of 20% as approved by the Annual General Meeting (AGM).
  - o Actual result of FY2023 and the company's current financial position.
- The Board of Management (BOM) kindly requests to the Board of Directors (BOD) to approve and propose to the AGM the total cash dividend of 20% for FY2023 (VND 2,000 per share). Of which:
  - Already paid in 2023: 10%
  - The rest (10%) will be paid following the AGM's approval.
  - Schedule: Quarter 2/2024.

**1.2. Share issuance plan to increase charter capital from owner's equity**

- With regards to:
  - o The purpose of improving the company stock's liquidity, enhancing shareholders' value.
- The Board of Management kindly requests to the Board of Directors to approve and propose to the AGM the share issuance plan to increase charter capital from owner's equity with below details:

Name of the share:	Share of FPT Joint Stock Company
Type of the share:	Common share
Par value:	10,000 VND/share
Share issuance ratio	20:3 (15%) (On the date of closing the list of shareholders to exercise their rights, shareholders owning 20 shares will receive 03 new shares).



Number of shares expected to be issued:	Maximum 190,495,331 shares
Total expected issuance value by par value:	Maximum 1,904,953,310,000 VND
Beneficiaries:	All shareholders owning common shares of the Corporation at the date of closing the list of shareholders to exercise their rights.
Plan to handle arising odd shares:	The number of new shares issued to implement the above plan that each shareholder will receive will be rounded to the nearest unit according to the principle of rounding down. The resulting decimal fraction (if any) will be canceled.
Equity source:	From undistributed after-tax profits belonging to owner's equity on the most recent audited financial statement of the parent company.
Expected time to issue shares	After being approved by the general meeting of shareholders, no later than the third quarter of 2024 after receiving approval from the State Securities Commission.
Increase the charter capital	Increase the Corporation's charter capital to correspond to the total par value of the actual number of common shares issued; amend and supplement the Corporation's Charter to record the respective new charter capital.
Register and list additional shares	The additional shares issued to increase share capital from equity sources will be registered and listed immediately after implementation.

## 2. FY2024 cash dividend plan

- With regards to:
  - FY2024 Business plan and Capex plan as approved by the Board of Directors.
- The BOM kindly requests the BOD to approve and propose to the AGM the cash dividend plan for FY2024 as follows:
  - Cash dividend plan of 20% (VND 2,000 per share) – on new outstanding shares after implementing the share issuance plan to increase charter capital from the owner's equity.



- The BOD will decide on the cash dividend advance when appropriate during the year, based on the actual business result and other considerations to optimize business activities.
- The actual FY2024 cash dividend will be approved by the 2025 AGM.

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



**Truong Gia Binh**



No. 05

Hanoi, March 12<sup>th</sup>, 2024

**PROPOSAL**

**Ref. proposal of selecting the audit companies to audit 2024 financial statements**

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To: The 2024 Annual General Shareholders Meeting of FPT Corporation

*Pursuant to the Charter of FPT Corporation;*  
*Pursuant to the need to choose the audit firm of the Company.*

The Supervisory Board respectfully submits to the General Meeting of Shareholders to approve the proposal of selecting an independent audit firm to audit 2024 Financial Statements as follows:

- Select one (1) from four (4) following audit firms (Big 4) to audit the 2024 Financial Statements:
  1. KPMG
  2. Deloitte
  3. PwC
  4. Ernst & Young
- Authorize the Board of Directors to select an audit firm.

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

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

  
**Nguyen Viet Thang**



FPT CORPORATION  
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SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom - Happiness  
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DRAFT

Hanoi, April 10<sup>th</sup> 2024

**RESOLUTION**  
**THE 2024 ANNUAL GENERAL SHAREHOLDERS MEETING**  
**FPT CORPORATION**

*Pursuant to the Law on Enterprise dated June 17<sup>th</sup>, 2020;*  
*Pursuant to the Law on Securities dated November 26<sup>th</sup>, 2019;*  
*Pursuant to the Charter of FPT Corporation (“the Company”);*  
*Pursuant to the Proposals of the Board of Directors (“the BOD”) and the Supervisory Board at the 2024 Annual General Meeting of Shareholders (“AGM”);*  
*Pursuant to the Meeting Minutes of the Company’s 2024 AGM dated April 10<sup>th</sup>, 2024;*  
*Pursuant to the Voting Report of the Company’s AGM dated April 10<sup>th</sup>, 2024.*

**DECIDED:**

**Article 1: Approve the followings:**

- 1. The BOD’s 2023 Report;**
- 2. Strategic Direction for the period of 2024 – 2026;**
- 3. Business plan for 2024:**

*Unit: billion VND*

Business Sector	Revenue			Profit Before Tax		
	2023	2024	Change	2023	2024	Change
Technology	31,449	38,150	21.3%	4,162	5,195	24.8%
Telecommunications	15,806	17,600	11.4%	3,042	3,508	15.3%
Education, Investment & Others	5,363	6,100	13.7%	1,999	2,172	8.7%
<b>Total</b>	<b>52,618</b>	<b>61,850</b>	<b>17.5%</b>	<b>9,203</b>	<b>10,875</b>	<b>18.2%</b>

**4. Remuneration budget for the BOD in 2024:**

- Salary for members of the BOD participating in management: **VND 10.76 billion;**
- Bonus for members of the BOD participating in management: not exceeding **0.49%** FPT Corporation’s profit before tax;
- Compensation for members of the BOD not participating in management: **VND 6.32 billion.**

**Article 2: Approve Audited Financial Statements for the year 2023.** For more details, please visit: <https://fpt.com/en/ir/information-disclosures>

**Article 3: Approve the Supervisory Board’s Report in 2023 and the Budget for the Supervisory Board’s activities in 2024 is VND 1,631,000,000.**



**Article 4: Approve 2023 Profit Distribution plan and policy for 2024 dividend payment.**

Details are as follows:

**4.1. Plan for FY2023 profit distribution**

4.1.1. FY2023 cash dividend payment plan

- FY2023 cash dividend payment plan of 20% (VND 2,000 per share).
- Schedule: Quarter 2/2024.

4.1.2. Share issuance plan to increase charter capital from owner's equity for existing shareholders.

- Issue ratio: 20:3 (On the record date for exercising rights, shareholders owning 20 shares will receive an additional 03 new shares).

**4.2. FY2024 cash dividend payment plan**

- FY2024 cash dividend plan of 20% (VND 2,000 per share – on new outstanding shares after implementing the share issuance plan to increase charter capital from the owner's equity for existing shareholders).

**Article 5: Approve the selection of one (1) among four (4) audit firms as below (Big 4) to audit the 2024 financial statements, including: KPMG Company Limited (KPMG), Deloitte Vietnam Company Limited (Deloitte), PwC Vietnam Company Limited (PwC), Ernst & Young Vietnam Company Limited (EY Vietnam) and authorize the BOD to select the audit firm.**

The Resolution was approved by the 2024 AGM of FPT Corporation. Based on the Resolution, BOD will implement accordingly.

**ON BEHALF OF SECRETARY**

**CHAIRMAN**

**Pham Ngoc Anh**

**Truong Gia Binh**

