

TỔNG CÔNG TY PHÂN BÓN VÀ HÓA CHẤT DẦU KHÍ
MÃ CHỨNG KHOÁN: DPM

TÀI LIỆU ĐẠI HỘI ĐỒNG CỔ ĐÔNG PHIÊN HỌP BẤT THƯỜNG 2025



Thành phố Hồ Chí Minh, ngày 29/05/2025

PETROVIETNAM FERTILIZER AND CHEMICALS CORPORATION

**MATERIALS FOR THE EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS 2025**

(Approved by the BOD's Resolution No. 25-325/NQ-PBHC dated 28/05/2025)

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**PROPOSED AGENDA EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS 2025**

Date: 29/05/2025

(Online via <https://ezgsm.fpts.com.vn/Login>)

No.	Time	Content
1	14:00 – 14:30	The Presidium, Organizing Committee, and relevant departments check the online system and related matters, consolidate information on shareholders and voting shares logged into the system to attend the meeting.
2	14:30 – 14:35	The shareholder eligibility verification committee announces meeting quorum. The Chairman opens the online meeting.
3	14:35 – 14:45	Voting to approve the Meeting Agenda and the Ballot Counting Committee members.
4	14:45 – 15:00	The Board of Directors reports and proposes dismissal and election of one Board member.
5	15:00 – 15:30	Discussion and exchange.
6	15:30 – 15:35	Voting to approve dismissal and election of Board member.
7	15:35 – 15:40	The Ballot Counting Committee reports the voting and election results.
8	15:45 – 15:50	The Secretary reports the draft Minutes and Resolution.
9	15:50 – 15:55	Voting to approve the Minutes and Resolution.
10	16:00	Closing.

SECTION 1 – PROCEDURES FOR ONLINE MEETING MANAGEMENT, VOTING, AND BALLOT COUNTING

Based on:

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its guiding documents;
- Decree No. 155/2020/ND-CP dated December 31, 2020 by the Government detailing implementation of certain articles of the Law on Securities;
- Charter of PetroVietnam Fertilizer and Chemicals Corporation;
- Internal Corporate Governance Regulations of PetroVietnam Fertilizer and Chemicals Corporation.

To ensure the Extraordinary General Meeting of Shareholders 2025 (EGMS) of PetroVietnam Fertilizer and Chemicals Corporation (PVFCCo) is successfully conducted in compliance with regulations, the Board of Directors (BOD) provides the following guidelines for online meeting management, voting, and ballot counting:

Article 1. Purpose

- Ensure order, conduct principles, and voting at PVFCCo's EGMS are carried out in accordance with regulations.
- Ensure that resolutions passed at the EGMS represent the unified will of the shareholders and comply with the law.

Article 2. Applicable Subjects

All shareholders, shareholder representatives (proxies), and invited guests attending the EGMS must comply with these guidelines, the instructions of the Chairperson/Presidium, the Corporation's Charter, and relevant legal provisions.

Article 3. Interpretation of Terms/Abbreviations

Term	Meaning
The Corporation	PetroVietnam Fertilizer and Chemicals Corporation
BOD	Board of Directors
SB	Supervisory Board
OC	Organizing Committee
EGMS	Extraordinary General Meeting of Shareholders
Delegate	Shareholder, proxy
Livestream System of EGMS	System broadcasting the EGMS live on https://ezgsm.fpts.com.vn and www.youtube.com
Meeting	The Extraordinary General Meeting of Shareholders

Article 4. Conditions for Convening the EGMS

- The EGMS shall proceed when shareholders representing over 50% of voting shares attend.

- If the first meeting does not meet quorum per Clause 2, Article 18 of the Charter, a second invitation must be sent within 30 days. The reconvened meeting shall be held within 30 days and can proceed if shareholders representing at least 33% of voting shares attend.
- If the second meeting fails quorum, a third invitation must be sent within 20 days. In this case, the meeting may proceed regardless of the number of attendees and shall be valid to decide all items as intended in the first meeting. **Note:** The online attendance quorum is counted once delegates confirm “Attendance Confirmation” via the electronic voting system under Article 5 of these guidelines.

Article 5. Delegates Attending the EGMS 2025

- All shareholders listed as of May 7, 2025 are eligible to attend online via the electronic voting system or authorize a proxy.
- In case of multiple proxies, the number of shares each represents must be clearly defined.

When attending online:

- **Technical requirements:** Delegates must have an internet-connected device (e.g., PC, tablet, smartphone).
- **How to participate:** Delegates log in via the provided link and credentials to attend and vote.
- **Attendance confirmation:** Delegates are recognized as attendees once they log into the system with provided credentials and click “Attendance Confirmation.”

Article 6. Guests at the Meeting

Include Corporation executives, invited guests, and Organizing Committee members who are not shareholders but are invited to attend.

Article 7. Chairperson and Presidium

1. Chairperson of the Meeting:
 - The Chairperson of the Board of Directors (BOD) shall act as the Chairperson of the General Meeting of Shareholders (GMS), or the Chairperson of the BOD may authorize another BOD member to act as Chairperson of the meeting.
 - In the event the Chairperson is absent or temporarily unable to perform duties, the remaining members of the BOD shall elect one among them to serve as Chairperson by majority vote. If no Chairperson is elected, the Head of the Supervisory Board shall preside over the meeting for the GMS to elect a Chairperson from among the attendees, and the person with the highest number of votes shall serve as Chairperson.
 - In other cases, the person signing the notice convening the GMS shall preside over the meeting for the GMS to elect a Chairperson, and the person receiving the highest number of votes shall serve as Chairperson.

- The Chairperson has the authority to take necessary measures to conduct the meeting reasonably, orderly, in accordance with the approved agenda, and reflecting the will of the majority of attendees.

2. Duties of the Presidium:

- Conduct the meeting in accordance with the approved agenda and relevant regulations.
- Guide shareholders in discussions and voting on matters within the meeting's agenda and related issues throughout the meeting.
- Resolve any issues arising during the course of the GMS.

Article 8. Delegate Eligibility Verification Committee:

- The Delegate Eligibility Verification Committee is accountable to the Presidium and the GMS for its assigned duties.
- Duties:
 - Receive documents from shareholders (if applicable), verify and check the validity of shareholders attending online.
 - Report the verification results to the GMS before the meeting officially proceeds.
 - Coordinate with the Ballot Counting Committee to guide, support, and supervise the voting process.

Article 9. Secretariat of the Meeting:

- The Secretariat of the GMS is appointed by the Chairperson, is accountable to the Presidium and the GMS for its duties, and operates under the direction of the Presidium.
- Duties:
 - Accurately and truthfully record the entire proceedings of the GMS and the matters approved or noted by shareholders at the meeting.
 - Compile shareholder comments and submit them to the Presidium.
 - Draft the Minutes of the GMS and Resolutions on the matters approved at the meeting.

Article 10. Ballot Counting Committee

Comprises 1 Head and members proposed by the Presidium and approved by EGMS.

No.	Name	Position	Notes
1	Mr. Chu Xuan Hai	Head	Deputy Head of Internal Audit
2	Mr. Truong Quoc Tung	Member	Deputy Head of Digital Transformation & IT
3	Mr. Le Hong Thai	Member	Specialist, Supervisory Board

Duties:

- Announce voting and election principles.

- Conduct ballot counting with support staff.
- Count votes for BOD election and other agenda items.
- Prepare and report ballot counting results.
- Resolve any breaches or complaints about voting.

Article 11. Discussion at the General Meeting

1. Principles:

- The discussion session shall take place after the reports and contents of the General Meeting have been presented or as reasonably directed by the Chairperson.
- Discussions shall only be conducted within the stipulated timeframe and shall be limited to matters presented in the agenda of the General Meeting of Shareholders (GMS).
- Delegates wishing to speak must register their discussion topics in the following manner:
 - Delegates may submit questions in the “Discussion” section of the online meeting interface at the link: <https://ezgsm.fpts.com.vn/Login>.
 - The Secretariat shall compile the delegates’ submitted questions and forward them to the Chairperson.

2. Responding to Delegates’ Questions:

- Based on the delegates’ submitted question forms, the Chairperson or a designated member shall provide responses to the delegates.
- For questions that are key, representative, and relevant to the agenda, shareholders may request and the Presidium shall directly respond during the meeting. For issues already publicly disclosed or requiring technical explanations, the Presidium will compile and provide a collective response.
- For questions that cannot be addressed during the meeting due to time constraints, or those that are individual or unrelated to the agenda, the Secretariat shall consolidate them and respond in writing or post answers on the Corporation’s website.

Article 12. Voting at the General Meeting

1. Principles:

All matters in the agenda and meeting content must be discussed and publicly voted by the General Meeting of Shareholders (GMS). Delegates shall vote electronically via the link: <https://ezgsm.fpts.com.vn/Login>.

2. Electronic Voting:

2.1. Voting Method:

- Delegates shall choose one of three options: “Agree,” “Disagree,” or “No Opinion” for each matter presented for voting at the Meeting, as pre-set in the electronic voting system.
- After selection, the delegate must confirm the vote so that the electronic voting system records the result.

2.2. Election Voting:

2.2.1. Voting Method:

- Conducted under the cumulative voting method (per Clause 3, Article 148 of the Law on Enterprises 2020).
- Each shareholder or authorized proxy has a total number of voting rights equal to the number of voting shares they hold or represent multiplied by the number of Board members to be elected.
- A delegate may allocate all votes to one candidate or distribute votes among selected candidates. However, a shareholder or proxy may not vote for more candidates than the number of Board members to be elected.
- Delegates voting online shall access the electronic voting system to cast their votes (note: voting must be done within the approved voting period as per the meeting agenda and instructions).
- In case of mistaken selection, the delegate may log into the system and re-cast their vote.

2.2.2. Voting Ballot:

- The voting ballot is an electronic voting ballot.
- If the shareholder inputs numerical votes: An invalid ballot is one where the total votes cast exceed the total allowable votes calculated at the time of vote counting.

2.2.3. Conducting the Vote and Determining Results:

a) Voting and Counting:

- How to complete the voting ballot:
 - Delegates may vote for up to the maximum number of candidates corresponding to the number of seats to be elected.
 - If allocating all votes equally to one or more candidates, mark the “Allocate votes equally” box for those candidates.
 - If allocating votes unevenly, specify the number of votes in the “Number of votes” box for each candidate.

Note:

- In case of error, shareholders may modify their vote result (but cannot cancel the vote result), including voting on additional matters arising outside the original agenda. The online system records only the final vote result at the close of each voting session.
- Once voting ends, the system will automatically record the close of vote counting.
- The Ballot Counting Committee must prepare a vote counting record, announce the result, and together with the Chairperson address any shareholder inquiries or complaints (if any).

b) Election Result Principles:

- Elected Board members are those with the highest vote counts, ranked in descending order until the required number of seats is filled.

- Formula: Voting ratio = (Total votes received by a candidate / Total voting shares present and voting at the meeting) x 100%.
- If multiple candidates have the same vote count for the final available seat, the elected candidate shall be the one nominated by the shareholder/group holding more shares.

2.2.4. Handling Complaints on Voting and Counting:

- If a shareholder complains or requests a re-check of election results, the current Supervisory Board shall directly verify; if deliberate errors or fraud are found, the Ballot Counting Committee shall bear full responsibility.
- The Chairperson of the GMS shall handle and resolve voting complaints, with such resolutions documented in the GMS Minutes.

3. Other Regulations for Electronic Voting:

- If a delegate does not vote on all agenda items, any unvoted matters shall be considered as no vote cast.
- For any additional matters arising outside the agenda, delegates may vote on such supplementary items. If no vote is cast, it shall be considered no vote.
- Delegates may modify vote results (but not cancel them), including supplementary votes on additional matters. The system records only the final vote result at the closing time of each voting round.

4. Electronic Voting Period: The electronic voting schedule is as follows:

- First voting session (approval of meeting agenda and Ballot Counting Committee): voting opens at 17:00 on 27/05/2025 or another time as updated on the Corporation website until the Organizing Committee announces the voting close for session one.
- Second voting session (approval of the proposal for dismissal of a Board member and election of a Board member): voting opens at 17:00 on 27/05/2025 or another time as updated on the Corporation website until the Organizing Committee announces the voting close for session two.
- Third voting session (approval of the Minutes and Resolution): voting opens at 17:00 on 27/05/2025 or another time as updated on the Corporation website until the Organizing Committee announces the voting close for session three.
- Delegates may access the electronic voting system and vote 24 hours a day, 7 days a week, except during system maintenance or events beyond the Corporation's control. After voting closes, the system will no longer record votes.

5. Voting Rule: Each share equals one voting right. Each delegate represents one or more voting rights.

6. As of the record date (07/05/2025), the total number of voting shares of the Corporation is 391,334,260 shares equivalent to 391,334,260 voting rights.

7. A resolution is passed when approved by shareholders holding more than 50% of total votes of all attending and voting shareholders. For matters under Clause 2, Article 20 of the Charter, approval requires at least 65% of total votes of attending and voting shareholders.

8. Recording Voting Results:
9. The Ballot Counting Committee shall check, consolidate, and report the vote results to the Chairperson for each matter on the meeting agenda. The Chairperson shall announce the results before closing the meeting.

Article 13. Minutes and Resolution of the General Meeting of Shareholders

All meeting content must be recorded in the GMS Minutes by the Meeting Secretary. The Minutes must be read and approved before closing the Meeting.

The meeting management procedures, voting, ballot casting, and counting regulations are publicly disclosed in the meeting materials announced prior to the Extraordinary General Meeting of Shareholders 2025.

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

(signature)

Nguyen Xuan Hoa

SECTION 2 – SUBMISSION ON THE DISMISSAL OF A MEMBER OF THE BOARD OF DIRECTORS

SUBMISSION ON THE DISMISSAL OF A MEMBER OF THE BOARD OF DIRECTORS

To: The General Meeting of Shareholders of PetroVietnam Fertilizer and Chemicals Corporation

Pursuant to the provisions of the Corporation Charter regarding the rights and duties of the General Meeting of Shareholders, the Board of Directors (BOD) hereby reports and respectfully submits to the General Meeting of Shareholders for consideration and approval the following matter:

Mr. Trinh Van Khiem, a Member of the BOD, was elected by the General Meeting of Shareholders at the meeting held on June 16, 2020 for a 5-year term and will complete his term on June 17, 2025.

Based on the proposal of a shareholder holding over 10% of the total voting shares of the Corporation, namely the Vietnam National Energy – Industry Group (PVN), the BOD respectfully submits to the General Meeting of Shareholders for approval the dismissal of Mr. Trinh Van Khiem from his position as a Member of the BOD due to his reassignment to another unit & take effect from May 30, 2025.

In accordance with the authority of the General Meeting of Shareholders, the BOD hereby reports and respectfully submits this matter for the General Meeting of Shareholders to consider and approve the dismissal of the aforementioned BOD member.

Respectfully submitted,

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

(signature)

Nguyen Xuan Hoa

SECTION 3 – SUBMISSION ON THE ELECTION OF A MEMBER OF THE BOARD OF DIRECTORS

SUBMISSION ON THE ELECTION OF A MEMBER OF THE BOARD OF DIRECTORS

To: The General Meeting of Shareholders of PetroVietnam Fertilizer and Chemicals Corporation

Pursuant to the provisions of the Corporation's Charter regarding the rights and duties of the General Meeting of Shareholders, the Board of Directors (BOD) hereby reports and respectfully submits to the General Meeting of Shareholders for consideration and approval the following matter:

Following the dismissal of Mr. Trinh Van Khiem as a member of the BOD, as approved by the General Meeting of Shareholders, and to ensure the number of BOD members complies with the Corporation's Charter, the BOD respectfully submits to the General Meeting of Shareholders the list of nominees for the election of one (01) new BOD member, as follows:

According to the Corporation's notice, Vietnam National Industry – Energy Group (PVN) have officially nominated the following individuals for candidacy for the BOD:

- Ms. Vo Thi Thanh Ngoc, BOD Member of Petrovietnam Gas Corporation (profile as attached)

In accordance with the authority of the General Meeting of Shareholders, the BOD hereby reports and respectfully submits this matter for the General Meeting of Shareholders to consider and proceed with the election of a BOD member from the above list of nominees, with the effective date from May 30, 2025.

Respectfully submitted,

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

(signature)

Nguyen Xuan Hoa

LIST AND PROFILE INFORMATION OF BOD NOMINEES

I/ Nominee 1:

1. **Full name:** Võ Thị Thanh Ngọc
2. **Gender:** ☐ Male ☒ Female
3. **Date of birth:** January 26, 1976
4. **Nationality:** Vietnamese
5. **Educational background:** 12/12
6. **Professional qualifications:**
 - Petrochemical Technology Engineer
 - Master of Business Administration, Master of Applied Chemistry
7. **Employment history:**
 - July 1997 – October 2002: Lecturer, PetroVietnam Manpower Training and Supply Center (PVTMC)
 - October 2002 – July 2006: Officer, Commerce Department, PetroVietnam Technical Services Company (PTSC)
 - August 2006 – June 2007: Coordinator, Truong Son JOC, PetroVietnam Exploration Production Corporation (PVEP)
 - July 2007 – December 2007: Officer, Petrochemical Division, Vietnam Oil and Gas Group (Petrovietnam)
 - January 2008 – November 2010: Deputy Head, Petrochemical Division, Petrovietnam
 - November 2010 – November 2015: Deputy General Director, Nghi Son Refinery and Petrochemical LLC
 - November 2015 – present: Member of the Board of Directors, PetroVietnam Gas Joint Stock Corporation (PV GAS)
8. **Current position:** Member of the Board of Directors, PetroVietnam Gas Joint Stock Corporation (PV GAS)
9. **Companies where the candidate holds BOD/Supervisory Board positions or other management roles (if any):** None
10. **Relevant interests in the company (if any):** Holding 1,000 shares of DPM



DRAFT RESOLUTION

Extraordinary General Meeting of Shareholders 2025

GENERAL MEETING OF SHAREHOLDERS PETROVIETNAM FERTILIZER AND CHEMICALS CORPORATION

- Pursuant to the Law on Enterprises 2020 and the Amended Law No. 03/2022/QH15;
- Pursuant to the current Charter of PetroVietnam Fertilizer and Chemicals Corporation;
- Pursuant to the Minutes and voting results of the General Meeting of Shareholders of PetroVietnam Fertilizer and Chemicals Corporation approving the contents at the Extraordinary Meeting dated 29/05/2025,

DECIDES:

Article 1. Approve the dismissal of Mr Trinh Van Khiem from the Board of Directors, effective from May 30, 2025.

Article 2. Approve the election of Ms. Vo Thi Thanh Ngoc as a member of the Board of Directors, effective from May 30, 2025.

Article 3. The Board of Directors, the Executive Board, the Supervisory Board, Heads of Departments/Offices, and affiliated units of PetroVietnam Fertilizer and Chemicals Corporation shall be responsible for implementing this Resolution.

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS CHAIRMAN OF THE BOARD OF DIRECTORS

(signature)

Nguyen Xuan Hoa