

**MINUTES OF THE
2010 ANNUAL GENERAL MEETING OF SHAREHOLDERS
PETROVIETNAM FERTILIZER AND CHEMICAL
CORPORATION – JSC**

**Head office: 2Bis-4-6 Le Thanh Ton, District 1, Ho Chi Minh City
BRC No.: 4103007696, issued by Ho Chi Minh City DOPI on August 31, 2007**

I. Time and venue

- Time: 7:30 – 12:30 on April 16, 2010.
- Venue: Ballroom 1-2, Sheraton Hotel, 88 Dong Khoi, District 1, Ho Chi Minh City.

II. Contents and agenda of the meeting.

At the General Meeting, following contents were listened and passed:

1. The 2009 Income Statement and 2010 Business and Investment Plan Targets.
 2. The Statement of the Board of Directors.
 3. The 2009 Financial Statements
 4. The 2009 Profit Distribution Proposal and 2010 Profit Distribution Plan.
 5. The 2009 Statement of Remuneration, Salary, Bonus and Other Benefits of the Board of Directors, Supervisory Board and 2010 Budget Estimation.
 6. The Report of the Supervisory Board and appointment of the auditor for the year 2010.
 7. Approval of the decision on appointment of a member of the BOD, Mr. Bui Quang Hung
 8. Approval of the proposal for the Corporation to register additional business lines.
- Full texts of reports and proposals were provided by the Corporation in the meeting materials published on the website and delivered to attending shareholders.

III. Attendants and Validity of the General Meeting

1. Attendants:

- Shareholders and the proxies of PetroVietnam Fertilizer and Chemical Corporation as set out in the list maintained at the Securities Depository Center as of the last date, March 09, 2010.
- Deputies and invitees from agencies and organizations.

2. Validity of the General Meeting.

Members of Shareholder's Eligibility Verification Committee, assigned by the Chair, are:

- + Mr. Tong Xuan Phong
- + Mr. Phi Ngoc Khanh
- + Mrs. Nguyen Thi Thu Oanh

According to the report of Shareholders' Eligibility Verification Committee, results of shareholders' eligibility verification to the General Meeting were as follows:

- Total voting shares of the Corporation: 379,000,000 shares.
- Total invited shareholders: All of shareholders as set out in the list maintained at the Securities Depository Center as of the last date, March 09, 2010.
- Total attending shareholders and the proxies at the General Meeting: including **295** shareholders and proxies owning and representing **307,177,018** shares, accounting for **81.05%** of total voting shares of the Corporation.
- All of attending shareholders and the proxies were eligible to attend the General Meeting.

Pursuant to the provisions of prevailing Law on Enterprises and Corporation's Charter, the Annual General Meeting of Shareholders of PetroVietnam Fertilizer and Chemical Corporation held on today, April 16, 2010, was valid.

IV. Chair and Secretary of the General Meeting.

1. Chair of the General Meeting:

- Mr. Nguyen Xuan Thang, Chairman of the BOD of the Corporation.

2. Presidium:

- Mr. Nguyen Xuan Thang, Chairman of the BOD
- Mr. Phan Dinh Duc - President
- Mr. Nguyen Duc Hoa - Member of the BOD
- Mr. Pham Dang Nam - Member of the BOD
- Mrs. Tran Thi Phuong Thao - Chief Supervisor

3. Secretary Board:

- Mr. Truong The Vinh
- Mrs. Lam Thi Bich Ngoc

V. Proceeding of the Meeting.

After the Chair's opening speech, Mr. Tran Dac Sinh – General Director of Ho Chi Minh City Stock Exchange, presented a speech to welcome the General Meeting of Shareholders of the Corporation.

To proceed with the meeting, the Presidium made a proposal and the General Meeting of Shareholders voted on and passed the Agenda and approved of members of Vote-Counting Board, including:

- Mr. Pham Manh Thuan
- Mr. Hoang Tuan Vinh
- Mr. Le Vinh Van

This was voted on and passed by the General Meeting of Shareholders, and at 09:00, the Presidium proceeded with the meeting in accordance with the agenda.

1. The 2009 Income Statement and 2010 Business and Production Plan Targets.

Mr. Phan Dinh Duc, President of the Corporation, presented the 2009 Income Statement and 2010 business, production and investment targets to the General Meeting.

2. The Statement of the Board of Directors.

Mr. Nguyen Xuan Thang, Chairman of the BOD, presented the 2009 Statement of the Board of Directors.

3. The 2009 Financial Statements

Mr. Huynh Kim Nhan, Chief Accountant of the Corporation, acting on behalf of the BOD, presented the 2009 Financial Statements.

4. The 2009 Profit Distribution Proposal and 2010 Profit Distribution Plan.

Mr. Huynh Kim Nhan, Chief Accountant of the Corporation, acting on behalf of the BOD, presented the 2009 Profit Distribution Proposal and 2010 Profit Distribution Plan.

5. The 2009 Statement of Remuneration, Salary, Bonus and Other Benefits of the Board of Directors, Supervisory Board and 2010 Budget Estimation.

Mr. Le Van Quoc Viet - Vice President of the Corporation, acting on behalf of the Board of Directors, presented the 2009 Statement of Remuneration, Salary, and Other Benefits of the Board of Directors, Supervisory Board and 2010 Budget Estimation.

6. The Report of the Supervisory Board.

Mrs. Tran Thi Phuong Thao, Chief Supervisor, presented the 2009 Report of the Supervisory Board to the General Meeting and nominated Deloitte Vietnam Co., Ltd. as the auditor for the 2010 Financial Statements.

7. Approval of the decision on appointment of a member of the BOD, Mr. Bui Quang Hung.

Mr. Le Van Quoc Viet - Vice President of the Corporation, acting on behalf of the Board of Directors, presented a proposal for approval of the decision of the BOD on appointing Mr. Bui Quang Hung as a member of the BOD to substitute Mr. Doan Minh Man from August 04, 2009.

8. The proposal on additional business lines of the Corporation

Mr. Pham Dang Nam, acting on behalf of the Board of Directors, presented a proposal on the Corporation's registration of additional business lines.

(Full texts of the reports: as per meeting materials)

Break.

9. Discussion of the General Meeting.

10:45.

Mr. Nguyen Xuan Thang, Chair of the General Meeting, led the discussion of the GM. Key discussion opinions were summarized as follows:

- **Opinion of the General Meeting:** Regarding the 2010 business production plan, the Corporation set much lower targets than realized figures in 2009 in spite of the fact that its revenue and profit in quarter 1 of 2010 were quite promising. It was proposed that the Corporation should raise the 2010 planned targets.

Answer: The Presidium reported to the GM regarding the development of the plan, analysis of circumstances and conditions related to business production activities of the Corporation in 2010, such as negative effects on harvest performance caused by climate changes, gas price increase, exchange rate increase, and increase in the prices of other materials, etc., and affirmed the rationality of planned targets to the GM. Actual performance in quarter 1 of 2010 was positive thanked to low gas price in quarter 1, which was similar to 2009. As new gas price was effective since April 01, 2010, it would be difficult to maintain such revenue and profit as those in quarter 1 in the subsequent quarters. The Corporation's Management expressed its determination to the GM that it would try hard to exceed the planned targets.

- **Opinion of the General Meeting:** Regarding fertilizer import and export business, it suffered from a great loss in 2008, managed to obtain a profit of 50 billion dongs only in 2009, most of which was thanked to a reversal of provision of over 633 billion dongs. So, this business was ineffective over the last 2 years. It was proposed that the Corporation should consider whether to continue this business or not?

Answer: The Presidium explained before the GM that import/export business of the Corporation was mainly intended to seek for supply, increase its urea and fertilizer supply market share, and thereby contribute to stabilize market price. That was beneficial to the Corporation's business because plants manufactured products stably throughout the year, and it didn't engage in simple commercial business. The Corporation would only receive stable benefits when fertilizer market was stable. In 2008, this business suffered from a loss, but in 2009, its performance was more positive and the Corporation managed to make sure a profit margin from export/import business of 1-3% to revenue.

- **Opinion of the General Meeting:** NPK fertilizer plant investment project had a considerable investment. So, could the Corporation make sure the business performance of this product range while domestic supply of NPK became saturated?

Answer: The Presidium analyzed high-quality NPK market and assessed the feasibility and effectiveness of NPK project using advanced and premium technologies. Manufactured products were competitive and capable of winning over the market share.

- **Opinion of the General Meeting:** It was proposed to more specifically separate voting matters in the GM for shareholders to vote on. Though PVN accounted for over 60% of capital, it had 4 out of 5 members of the BOD, the other was the representative of PVFC, also a subsidiary of PVN, it was recommended that the BOD should have the participation of shareholders' representatives other than PVN. Members of the BOD changed frequently and that would influence long-term quality and responsibilities.

Answer: The Presidium reported to the GM that voting matters proposed to be voted on had been carefully considered to comply with relevant provisions of the Law on Enterprises and Corporation's Charter. However, the Presidium accepted the GM's opinion and would consider it for subsequent application to make sure to both comply with legal provisions and meet shareholders' reasonable demands. The BOD assigned specific duties to its members to make sure that BOD would perform the most effectively.

- **Opinion of the General Meeting:** Regarding the capital entrusted to PetroVietnam Finance Joint Stock Corporation, What was it and was it legal?

Answer: This was a temporarily free fund that the Corporation deposited with PVFC in form of capital management entrust since PVFC was not a bank. This entrusted amount was legal.

- **Opinion of the General Meeting:** Why weren't contracts for sale and purchase of urea, capital loans, and entrust of capital, etc. between the Corporation and other entities in oil and gas industry disclosed as stipulated?

Answer: These contract values fell within the limits set by the BOD of the Corporation. Besides, they weren't DPM stock transactions, and no information was required to be disclosed as stipulated. However, these matters were already disclosed in the notes to the financial statements of the Corporation as periodically announced to shareholders.

- **Opinion of the General Meeting:** Why had ROE, ROA, and basic EPS of the Corporation been decreasing over the years? Was that because the performance of the Corporation was decreasing?

Answer: According to ROE and ROA, the Corporation demonstrated a decreasing performance, but that was only temporary. From 2007 to 2009, total assets of the Corporation as stated in the financial statements had been increasing due to the volume of imported goods. This increase certainly didn't result in an equivalent increase in profit because profit margin from trading business was much lower than profit margin from products manufactured by the Corporation. Therefore, ROA tended to decrease, and that was meaningful in term of the Corporation's growth, but not performance decrease. Regarding ROE, Corporation's equity had increased over the past years because it accumulated more profit from operating activities. This amount of profit was reinvested in business development investment projects that hadn't generated any profit as of the moment. In addition, there was an amount of undistributed profit in the owner's equity. Owner's equity increased but profit remained to be stable; therefore, ROE was decreased, but that didn't reflect decreasing business performance.

- **Opinion of the General Meeting:** It was requested that the Corporation should make clear about items of total planned investment capital in 2010?

Answer: The Presidium reported to the GM of the 2010 disbursement plan for projects in the list of capital construction and asset and equipment procurement projects of the Corporation.

11:50: End of the discussion.

The Chair of the Meeting, Mr. Nguyen Xuan Thang, acting on behalf of the Presidium, said thanks to the General Meeting of Shareholders and acknowledged its opinions. The Presidium recommended that attending shareholders should complete the votes to pass contents of the GM. The Presidium proposed the representatives of attending shareholders to participate in monitoring vote-counting practice by Vote-Counting Board.

12:00.

Vote-Counting Board collected votes for counting.

There was a 15-minute break until results were announced.

VI. Announcement of vote-counting results.

12:15:

Mr. Pham Manh Thuan, acting on behalf of Vote-Counting Board, reported the results as follows:

1. To pass the 2009 Income Statement and 2010 Business and Production Plan Targets:

1.1. The 2009 income statement:

No.	TARGET	UNIT	2009 Planed	2009 Realized	Realized/Planned (%)
I	Production targets				
1	Production				
	Phu My Urea	Ton	750,000	755,691	101%
	Residual ammonia	Ton	28,000	30,716	110%
	Package	Thousand of unit	25,900	26,414	102%
2	Fertilizer and chemical export/import volume	Ton	230,000	234,291	101%
3	Consumption				
	Phu My Urea	Ton	720,000	721,869	100.3%
	Residual ammonia	Ton	27,000	26,604	98.5%
	Fertilizer and chemical export/import	Ton		300,000	
II	Financial targets				
1	Total revenue	Billion dong	5,815	6,830	117%
2	Realized profit before corporate income tax	Billion dong	1,084	1,520	140%
3	After-tax profit	Billion dong	990	1,348	136%
4	After-tax profit/charter capital	%	26	35.5	136%
5	Total taxes and payables to State Budget	Billion dong	240	358	149%
III	Investment and procurement targets				
1	Realized value of investment and procurement	Billion dong	1,207	961	80%

1.2. Key targets of the 2010 business and investment plan:

a. Production plan:

- Production:
 - Phu My Urea : 740 thousand tons
 - Residual ammonia : 25 thousand tons
 - Package : 27 million packages

- Sales:
 - Phu My Urea : 750 thousand tons
 - Residual ammonia : 25 thousand tons
 - Package : 27 million packages
 - Export/import of fertilizers, chemicals and other businesses: 254 thousand tons

b. Financial plan:

- Total revenue : 5,646 billion dong.
- Pre-tax profit : 1,007 billion dong.
- Pre-tax profit/charter capital : 26.5%
- Total taxes and payables to State Budget : 238 billion dong.

c. Investment plan:

- Total investment demand : 2,158 billion dong
 - + Capital construction and asset procurement : 1,448 billion dong
 - + Investment in other units : 710 billion dong
- Equity:
 - + Owner's equity : 1,302 billion dong
 - + Loans and others : 856 billion dong

- Number of shares voted for: 258,560,593 shares, accounting for 84.09 % of eligible voting shares represented at the meeting.

- Number of shares voted against: 23,655,905 shares, accounting for 7.69 % of eligible voting shares represented at the meeting.

- Number of shares without vote: 25,260,520 shares, accounting for 8.22 % of eligible voting shares represented at the meeting.

2. To pass the 2009 Report of the Board of Directors

- Number of shares voted for: 297,051,142 shares, accounting for 96.61 % of eligible voting shares represented at the meeting.

- Number of shares voted against: 23,655,905 shares, accounting for 7.69 % of eligible voting shares represented at the meeting.

- Number of shares without vote: 25,260,520 shares, accounting for 8.22 % of eligible voting shares represented at the meeting.

3. To pass the 2009 Financial Statements audited by Deloitte Vietnam Co., Ltd.

- Number of shares voted for: 302,276,552 shares, accounting for 98.31 % of eligible voting shares represented at the meeting.

- Number of shares voted against: 0 share, accounting for 0 % of eligible voting shares represented at the meeting.

- Number of shares without vote: 5,200,466 shares, accounting for 1.69 % of eligible voting shares represented at the meeting.

4. To pass the Profit Distribution Proposal:

a. The 2009 profit distribution proposal:

After-tax profit in the profit distribution proposal comprised of undistributed after-tax profit carried over from 2008 and realized after-tax profit in 2009:

No.	Target	Distribution (VND)
1	Undistributed profit carried over from 2008 to 2009	210,241,096,366
2	After-tax profit in 2009	1,344,723,644,592
2.1	<i>After-tax profit set out in the audited 2009 Financial Statements</i>	1,348,304,122,440
2.2	<i>Expected dividends in joint ventures, associates</i>	2,651,833,567
2.3	<i>Retained profit of Dam Phu My Packaging JSC (reserve for funds)</i>	928,644,281
3	Reserve for funds from after-tax profit in 2009	757,334,186,755
3.1	Reserve for financial provision fund (10%):	134,472,364,459
3.2	Reserve for development investment fund (40%):	537,889,457,837
3.3	Reserve for bonus and welfare fund and management bonus fund of the Corporation (5%, of which the former was 4.95% and the latter was 0.05%).	67,236,182,230
3.4	Reserve for additional bonus fund on 5% of excessive profit over planned target	17,736,182,230
4	Profit in 2009 after reserves for funds	587,389,457,837
5	Total after-tax profit in 2009 after reserves for funds and carry-over of profit in 2008	797,630,554,203
6	Dividends paid to shareholders	758,000,000,000
	<i>Earning per share was equivalent to 20% of par value (7% was already advanced and the remaining 13% would be paid after the Annual General Meeting of Shareholders)</i>	2,000
7	Undistributed profit carried over to 2010	39,630,554,203

b. The 2010 profit distribution plan:

- Estimated dividend pay-out ratio: 13% of par value, equivalent to 50% of after-tax profit.
- Undistributed amount: 50% of after-tax profit to be reserved for funds: Financial reserve fund (10%), Investment & development fund (35%), Bonus and welfare fund and management bonus fund (5%, of which the former was 4.9% and the latter was 0.1%).

If the realized profit in 2010 exceeded the annual planned target, the Corporation would be able to make additional reserve for bonus fund with following progressive rates: For an excessive profit of 0-10%, an additional reserve of 5% thereof; for an excessive profit of 10-20%, an additional reserve of 10% thereof; and for an excessive profit of over 20%, an additional reserve of 15% thereof.

- Number of shares voted for: 269,673,998 shares, accounting for 87.71 % of eligible voting shares represented at the meeting.
- Number of shares voted against: 31,138,558 shares, accounting for 10.13 % of eligible voting shares represented at the meeting.
- Number of shares without vote: 6,664,462 shares, accounting for 2.17 % of eligible voting shares represented at the meeting.

5. To pass the 2009 Statement of Remuneration, Salary, Bonus and Other Benefits of the Board of Directors, Supervisory Board and 2010 Budget Estimation:

- 2009 Plan passed by the General Meeting of Shareholders: 3,526,015,200 VND
- Realized figure in 2009: 3,540,137,822 VND
- Estimation for 2010: Salary and remuneration fund would be 3,829,901,760 VND and management bonus would be 0.1% of 2010 after-tax profit.

- Number of shares voted for: 288,900,602 shares, accounting for 93.96 % of eligible voting shares represented at the meeting.
- Number of shares voted against: 13,824,540 shares, accounting for 4.50 % of eligible voting shares represented at the meeting.
- Number of shares without vote: 4,751,876 shares, accounting for 1.54 % of eligible voting shares represented at the meeting.

6. To pass the 2009 Report of the Supervisory Board and accept the appointment of the auditor for 2010 Financial Statements: Deloitte Vietnam Co., Ltd was appointed for an audit fee of no more than 57,000 USD (tax exclusive).

- Number of shares voted for: 300,924,282 shares, accounting for 97.87 % of eligible voting shares represented at the meeting.
- Number of shares voted against: 2,005,900 shares, accounting for 0.65 % of eligible voting shares represented at the meeting.
- Number of shares without vote: 4,546,836 shares, accounting for 1.48 % of eligible voting shares represented at the meeting.

7. To approve the decision to appoint Mr. Bui Quang Hung to become a member of the Board of Directors as a substitute for Mr. Doan Minh Man with effect from August 04, 2009.

- Number of shares voted for: 287,392,984 shares, accounting for 93.47 % of eligible voting shares represented at the meeting.
- Number of shares voted against: 7,241,598 shares, accounting for 2.35 % of eligible voting shares represented at the meeting.

- Number of shares without vote: 12,842,436 shares, accounting for 4.18 % of eligible voting shares represented at the meeting.

8. To supplement additional business lines of the Corporation:

The General Meeting of Shareholders authorized the Corporation to supplement Clause 1, Article 3 of the Corporation's Charter with following business lines:

- Lease of warehouses, yards and merchandise storage;
- Sea ports, river ports, berths, piers.

The Corporation would register additional business lines in accordance with provisions of law to implement relevant business activities.

- Number of shares voted for: 294,080,437 shares, accounting for 95.64 % of eligible voting shares represented at the meeting.

- Number of shares voted against: 749,925 shares, accounting for 0.24 % of eligible voting shares represented at the meeting.

- Number of shares without vote: 12,646,656 shares, accounting for 4.11 % of eligible voting shares represented at the meeting.

VII. Passing of the Resolution and end of the General Meeting.

At 12:20 P.M., the General Meeting finished the discussion and voted on passing contents set out in the agenda. Pursuant to the Agenda, meeting materials, meeting proceeding, and vote-counting results as announced, Mr. Truong The Vinh, acting on behalf of the Secretary Board of the Meeting, reported to the GM contents of the Resolution of the General Meeting of Shareholders for annual year 2010 of PetroVietnam Fertilizer and Chemicals Corporation, with contents as set out in Section VI of this Minutes. Mr. Nguyen Xuan Thang, Chair of the General Meeting, proposed the GM to voted on and the GM unanimously agreed to pass the Resolution.

After the General Meeting voted on and passed the Resolution, Mr. Nguyen Xuan Thang said thank to the shareholders for their attendance at the General Meeting, and announced the end of the 2010 Annual General Meeting of Shareholders of PetroVietnam Fertilizer and Chemical Corporation at 12:30 on the same date.

This Minutes was recorded by the Secretary Board to present a fair reflection of the meeting progress in accordance with provisions of the Law on Enterprises and Charter of PetroVietnam Fertilizer and Chemical Corporation - Joint Stock Company.