

REGULATION
ON THE SEQUENCE AND PROCEDURES FOR CONVENING, AND
VOTING
AT, A MEETING OF THE GENERAL MEETING OF SHAREHOLDERS
OF PETROVIETNAM FERTILIZER & CHEMICALS CORPORATION - JSC

*(Issued together with Decision No. /QD-PBHC dated March 2013 of the
Board of Directors of PetroVietnam Fertilizer & Chemicals Corporation - JSC)*

I. Purpose and requirements:

This Regulation is enacted in order to meet the requirements on governance of public and listed companies under Circular No. 121/2012/TT-BTC dated 26 July 2012 of the Ministry of Finance, which serves at the same time as the basis for the shareholders and the bodies in the managing, operating, and monitoring apparatus of PetroVietnam Fertilizer & Chemicals Corporation - JSC (Corporation) to implement in the process of preparing and organizing meetings of the General Meeting of Shareholders (GMS).

II. Procedures for notifying and registering to attend a meeting of the GMS

2.1. On the convocation of a meeting of the GMS

The persons authorized to convene a meeting of the GMS as stipulated in the Charter of the Corporation comprise:

- The Board of Directors (BOD) to convene annual meetings and extraordinary meetings of the GMS;
- The Supervisory Board (SB) shall, in replace of the BOD to convene an extraordinary session of the GMS in cases where the BOD has to convene an extraordinary meeting but past the time limit stipulated in the Charter of the Corporation fails to do so;
- A shareholder or group of shareholders holding 5% of the common shares or more in six (6) consecutive period months or more shall have the right to convene an extraordinary meeting of the GMS in cases where the BOD and the SB must convene a meeting an extraordinary meeting but past the time limit stipulated in the Charter of the Corporation fail to do so.

The decision to convene a meeting of the GMS by the authorized persons must be conducted in correct accordance with the regulations on the organization of their activities.

Based on a valid decision on convening a meeting of the GMS, the management and administration apparatus of the Corporation shall be responsible to prepare and organize the meeting at the request of the person authorized to convene, in compliance with the provisions of the Charter of the Corporation and this Regulation, via the establishment of the Organizing Committee and the necessary assistance divisions.

2.2. Preparation of a list of shareholders attending a meeting of the GMS

The list of shareholders of the Corporation is managed uniformly in Vietnam Securities Depository (VSD).

Based on a decision to convene a meeting of the GMS, the Chairman of the BOD/General Director of the Corporation makes a notification of the final list of shareholders entitled to attend the meeting in accordance with the regulations of VSD to send to VSD and Ho Chi Minh City Exchange Stock (HOSE).

As soon as VSD approves the contents of the notice of closing the list of shareholders and HOSE posts it on its website, the notice of closing the list of shareholders must be posted on the Corporation's website.

Based on the list of shareholders entitled to attend the meeting made by VSD and sent to it, the Corporation shall send letters of invitation to attend the meeting.

2.3. Sending invitation letters and notice of meeting of the GMS

- In accordance with the provisions of the Charter of the Corporation and the Law on Enterprises, the Corporation shall send a registered letter of invitation to each shareholder to his/her address recorded in the list of shareholders entitled to attend meetings made by VSD up at least 15 days before the meeting date. The letter of meeting invitation must indicate the place where the meeting documents and relevant guiding provisions on the website for the shareholders to access and study.
- Notice on the website of the Corporation and the mass media: The Corporation shall post the notice on the meeting of the GMS posted on its website at least 15 days before the meeting date and may publish it in other mass media if deemed necessary.

2.4. Registration for attending a meeting of the GMS

The shareholders shall notify their attendance of the meeting notice via the suitable form of communication following specific instructions in the invitation letter and the meeting notice. The notice of the shareholders attending the meeting shall help the Organizing Committee better prepare the organization of the meeting.

The shareholder to attend the meeting on the meeting day shall be guided by the Organizing Committee how to register their attendance and distributed with the meeting documents, voting slips and election votes.

The shareholder may attend the meeting in person or by proxy. The procedures for proxy shall be conducted according to the guidance in the letter of meeting invitation.

III. Method of voting, voting, and vote counting

3.1. Method of voting

3.1.1.

The vote to approve the procedural issues for organizing the meeting shall be conducted by a show of hands and taking the results by majority, comprising the items: adoption of the agenda, the list of the Vote Counting Committee, the election and vote counting regulation, the electoral list, the minutes of the meeting and the resolutions.

3.1.2.

The vote to adopt the issues to submit to the GMS for decision, except for the election of the BOD and the SB shall be made by the shareholders according to the voting shares owned by the shareholders, with the voting options of “**agreement**”, “**non-agreement**”, or “**abstention**”.

The Corporation shall apply information technology solutions to serve the counting of votes accurate, fast and convenient for the shareholders. Each attending shareholder shall be granted a voting slip for the shares owned and on the voting slip all the items to submit to the GMS for adoption shall be recorded. The shareholder shall choose the voting option for each item. The shareholder shall complete the voting by putting the voting ballot into the ballot box at the time as proposed by the Chairperson of the meeting.

3.2. How to vote for election of the BOD and the SB

In the GMS meeting if there is an item on election of the BOD and the SB, the shareholders shall be issued with the ballots to elect the BOD and the SB.

The ballots to elect the BOD and the SB shall contain the information on the number of shareholder votes corresponding to the number of shares owned, the list of candidates, the maximum number of elected members and the content of summary of the guidance on cumulative voting. The election method is specified and detailed in the election and vote counting regulation.

The shareholder shall complete the election by putting the voting slip into the ballot box at the time proposed by the Chairperson of the meeting.

3.3. Method of vote counting

The Vote Counting Committee shall conduct the vote counting in a separate area at the venue of holding the meeting of the GMS. The Vote Counting Committee shall have the right to use more assistant staff and apply the appropriate method of counting the votes to ensure the accuracy, truthfulness and objectivity of the voting result.

In the case of a request by the shareholders, the Chairperson of the meeting shall invite a number of attending shareholders to participate in monitoring the process of counting votes in voting/election.

The determination of the outcome of voting/election of the GMS for the relevant content shall be based on the provisions of the Charter of the Corporation and the law.

3.4. Notification of voting results

The Vote Counting Committee shall finish the counting of votes, make a record and report to the Chairperson on the voting results. The meeting Chairperson shall invite the Vote Counting Committee to announce the voting result to the whole GMS.

The voting results shall be made public before the GMS and serve as the basis for the Secretary of the meeting to write into the Minutes and the draft resolution meeting.

IV. Procedures for making minutes of the meetings and notifying decisions of the GMS

During the meeting, the Secretary of the meeting shall use appropriate means and forms to record all the developments of the meeting, the opinions presented, discussed and results via the contents of the GMS decisions. Immediately after the close of the meeting, the Secretary and the Chairperson of the meeting must complete the modalities on the documents of the meeting and the minutes of the meeting resolutions in accordance with the Charter of the Corporation to publish on the website of the Corporation within 24 hours after the end of the meeting.

V. How to complain about a decision of the GMS

Within thirty (30) days from the date the minutes of the GMS meeting is published on the website of the Corporation, the shareholders, members of the Board of Directors, members of the Supervisory Board, the General Director may complain or express objection in writing to the Chairperson of the meeting about the following violations: the sequence and procedures for convening the GMS do not comply with the provisions of the Law Enterprises and the Charter of the Corporation; the sequence and procedures for decision-making and content of decisions violate the law or the Charter of the Corporation. The complaint document shall be attached with the documents proving the violations and opinions by the complainant.

Within ninety (90) days from the date the minutes of the Shareholders' Meeting is published on the website of the Corporation, the shareholders, members of the Board of Directors, members of the Supervisory Board, the General Director make complaints/objections about the decisions adopted at the meeting but are not resolved by the Chairperson or are dissatisfied with the results of the settlement of the Chairperson, the complainant may request the Court or Arbitration to revoke the decision of the General Meeting of Shareholders in accordance with the provisions of law.

VI. Implementation

- This Regulation shall be announced on the website of PetroVietnam Fertilizer & Chemicals Corporation - JSC.
- This Regulation, formulated by the BOD, shall be the basis for the Corporation to implement in organizing annual and extraordinary meetings of the GMS.
- In addition to the content of this Regulation, the task of organizing a meeting of the GMS must comply with the general provisions of the Charter of the Corporation and legislation on enterprises and securities.