

No. 17 /NQ-ĐHĐCĐ

*Hochiminh City, on 25 April 2013*

**RESOLUTION**  
**2013 Annual General Shareholder Meeting**

**THE GENERAL SHAREHOLDER MEETING OF  
 PETROVIETNAM FERTILIZER & CHEMICALS CORPORATION – JSC**

- Pursuant to Law on Enterprise on 29 November 2005;
- Pursuant to the Charter of Petrovietnam Fertilizer & Chemicals Corporation – Joint Stock Company approved by General Shareholder Meeting on 30 June 2007 and updated upon the latest amendment at the Annual General Shareholder Meeting held on 08 April 2011;
- Pursuant to voting results of the General Shareholder Meeting of Petrovietnam Fertilizer & Chemicals Corporation – Joint Stock Company on approving contents described in annual meeting held on 25 April 2012,

**HEREBY DECIDES**

**Article 1.** To adopt the contents stated in reports and statements, as follows:

1.1. Approval of 2012 Income Statement with the key items:

No.	Items	Unit	2012 Planned	2012 Done	Completion rate (%)
A	B	C	2	3	4=3/2
<b>1</b>	<b>Production output</b>				
-	Phu My Fertilizer	Thousand Ton	800	856	107%
-	Packing	Million Packs	38	39.8	105%
<b>2</b>	<b>Imported fertilizer output</b>	<b>Thousand Ton</b>	<b>100</b>	<b>10</b>	<b>10%</b>
<b>3</b>	<b>Trading output</b>				
-	Phu My Fertilizer	Thousand Ton	850	908	107%
	Ca Mau Fertilizer	Thousand Ton	560	385	69%
-	Packing	Million Packs	38	39.2	103%
-	Trading, importing/ exporting fertilizers, chemicals and others	Thousand Ton	200	189	95%
<b>4</b>	<b>PVFCCo's financial figures (consolidated)</b>				
	Gross revenue	Billion Dong	13,921	13,906	99.9%
	Pre-tax profit	Billion Dong	2,000	3,542	177%
	Net Profit	Billion Dong	1,787	3,016	169%
	Statutory obligations	Billion Dong	235	694	295%

No.	Items	Unit	2012 Planned	2012 Done	Completion rate (%)
<b>5</b>	<b>Parent company's financial figures</b>				
	Owners' equity	Billion Dong		8,959	
	Including charter capital	Billion Dong	3,800	3,800	
	Gross revenue	Billion Dong	12,920	12,330	95.4%
	Pre-tax profit	Billion Dong	1,886	3,414	181%
	Net Profit	Billion Dong	1,704	2,984	175%
	Net Profit /charter capital ratio	%	45%	78.5%	
	Statutory obligations	Billion Dong	182	448	246%
<b>6</b>	<b>Investments</b>				
<b>a.</b>	<b>Total investment</b>	<b>Billion Dong</b>	<b>3,636</b>	<b>539</b>	<b>15%</b>
	Basic construction investments	Billion Dong	706	212	30%
	Purchase	Billion Dong	262	224	86%
	Capital contribution investment	Billion Dong	2,668	103	3,9%
<b>b.</b>	<b>Investment capital</b>	<b>Billion Dong</b>	<b>3,636</b>	<b>539</b>	<b>15%</b>
	Owners' capital	Billion Dong	3,340	539	
	Borrowings and others	Billion Dong	296		

1.2. Approval of key items of 2013's business and production plan:

***Production Plan***

- Phu My Urea : 770,000 tons.
- Various packs : 41 million packs.

***Business Plan***

- Phu My Urea : 800,000 tons
- Fertilizers self-trading : 385,500 tons
- Chemical trading : 4,200 tons
- Various packs : 41 million packs.

***Financial plan***

- Charter capital : 3,800 billion dong
- Gross revenue : 10,710 billion dong
- Pre-tax profit : 2,120 billion dong
- Net profit : 1,915 billion dong
- Statutory obligations : 330 billion dong
- Total : 353,97 billion dong.

1.3. Approval of 2012 Activities Report and 2013 Action Plan of the Board of Directors.

1.4. Approval of 2012 financial statements audited by Deloitte Vietnam Co., Ltd. and 2012 Profit Distribution Plan:

No.	Items	Formula	2012 Profit Distribution (VND)
<b>1</b>	<b>2011 profit brought forward</b>		<b>101,522,059,176</b>
<b>2</b>	<b>2012 net profit according to audited financial statements</b>		<b>2,984,475,769,255</b>
	Subsidiaries' profits and funds		84,165,286,006
<b>3</b>	<b>2012 net profit for distribution</b>		<b>2,900,310,483,249</b>
<b>4</b>	<b>2012 net profit appropriation for funds</b>	<b>(4=4.1+4.2)</b>	<b>377,040,362,822</b>
4.1	Appropriated for financial reserve fund	(4.1=3*5%)	145,015,524,162
4.2	Appropriated for bonus and welfare fund and bonuses for the PVFCCo's management board	(4.2=3*8%)	232,024,838,660
<b>5</b>	<b>2012 remaining profit after fund appropriation</b>	<b>(5=3-4)</b>	<b>2,523,270,120,427</b>
<b>6</b>	<b>Total retained profit of 2012</b>	<b>(6=1+5)</b>	<b>2,644,651,982,842</b>
<b>7</b>	<b>Dividends divided</b>		<b>1,703,754,320,000</b>
	<i>Dividend per shares (VND/Share)</i>		<i>4,500</i>
<b>8</b>	<b>Profit carried forward to 2013</b>	<b>(8=6-7)</b>	<b>940,897,662,842</b>

The PVFCCo shall pay 2012 dividends according to the above plan in 2<sup>nd</sup> Quarter of 2013 (less 2012's dividends paid in advance at 25%/nominal value corresponding to VND 2,500 /share in the year of 2012 to shareholders)

1.5. Approval of 2013 profit distribution plan:

- Cash dividend payout at estimated rate: 25%/nominal value of shares.
- Rate of fund appropriation from net profit: Bonus and Welfare Fund: 8% of net profit

1.6. Approval of statement of 2012 wages, remuneration and other benefits of Board of Directors and Supervisory Board and 2013 Estimation

- Report on implementation in 2012: VND **6,738,143,000**
- 2013 estimation: VND **7,607,232,600**.

1.7. Approval of 2012 Activities Report of the Supervisory Board.

1.8. Appointment of an auditor for 2013 financial statements:

The General Shareholder Meeting authorizes PVFCCo's Board of Directors and Supervisory Board to appoint one of following three auditors for 2013 financial statements:

- Deloitte Vietnam Co., Ltd.;
- Ernst & Young Vietnam Co., Ltd.;
- PricewaterhouseCoopers Vietnam Co., Ltd.

1.9. Approval of amendment of PVFCCo's Charter.

1.10. Approval of the lists of members of the Board of Directors and Supervisory Board for a 2013-2018 tenure validly elected at the meeting as follows:

• **Board of Directors:**

- Mr. Bui Minh Tien
- Mrs. Nguyen Thi Hien
- Mr. Cao Hoai Duong
- Mr. Nguyen Hong Vinh
- Mr. Dinh Quang Hoan

• **Supervisory Board:**

- Mrs. Tran Thi Phuong Thao
- Mr. Le Vinh Van
- Mr. Nguyen Van Hoa

1.11. Details of reported contents: According to documents of the Annual General Shareholder Meeting .

**Article 2.** This resolution is valid from 25 April 2013.

**Article 3.** Board of Directors, Board of Management, Supervisory Board, Heads of Divisions/Offices and bodies under Petrovietnam Fertilizer & Chemicals Corporation – Joint Stock Company shall implement this Resolution./.

**Recipients:**

- Like Article 3;
- Filed: Archives, BOD's Office.

**ON B/H OF ANNUAL GENERAL  
SHAREHOLDER MEETING  
BOD CHAIRMAN**

**BUI MINH TIEN**