

RESOLUTIONS
Annual General Meeting of Shareholders 2013

Article 1. Approving contents of the reports and statements with details as follows:

1.1. Approving business activities in 2012 with the main targets:

No	Target	Unit	Plan in 2012	Performance in 2012	Completion rate (%)
A	B	C	2	3	4=3/2
1	Production output				
-	Phu My Fertilizer	Thousand ton	800	856	107%
-	Packaging	Million package	38	39.8	105%
2	Fertilizer imported output	Thousand ton	100	10	10%
3	Trading output				
-	Phu My Fertilizer	Thousand ton	850	908	107%
-	Ca Mau Fertilizer	Thousand ton	560	385	69%
-	Packaging	Million package	38	39.2	103%
-	Imex of fertilizers, chemicals and other business	Thousand ton	200	189	95%
4	(Consolidated) Financial indicators of PVFCCo				
	Total revenue	Billion dong	13,921	13,906	99.9%
	Profit before tax	Billion dong	2,000	3,542	177%
	After-tax profit	Billion dong	1,787	3,016	169%
	State budget submission	Billion dong	235	694	295%
5	Financial indicators of PVN				
	Equity capital	Billion dong		8,959	
	In which: chartered capital	Billion dong	3,800	3,800	
	Total revenue	Billion dong	12,920	12,330	95.4%
	Profit before tax	Billion dong	1,886	3,414	181%
	After-tax profit	Billion dong	1,704	2,984	175%
	Ratio of after-tax profit/chartered capital	%	45%	78.5%	

No	Target	Unit	Plan in 2012	Performance in 2012	Completion rate (%)
	State budget submission	Billion dongs	182	448	246%
6	Investment				
a.	Total investment	Billion dongs	3,636	539	15%
	Basic construction	Billion dongs	706	212	30%
	Purchasing	Billion dongs	262	224	86%
	Equity investment	Billion dongs	2,668	103	3,9%
b.	Investment capital	Billion dongs	3,636	539	15%
	Equity capital	Billion dongs	3,340	539	
	Loans and others	Billion dongs	296		

1.2. Approving main targets of the business plan in 2013:

Production plan

- Phu My Urea : 770,000 tons.
- Packaging : 41 million packages

Business plan

- Phu My Urea : 800,000 tons
- Fertilizer proprietary trading: 385,500 tons
- Chemicals : 4,200 tons
- Packaging : 41 million packaging

Financial plan

- Chartered capital : 3,800 billion dongs
- Total revenue : 10,710 billion dongs
- Profit before tax : 2,120 billion dongs
- After-tax profit : 1,915 billion dongs
- State budget submission : 330 billion dongs
- Total capital for construction investment and equipment purchase: 353.97 billion dongs

1.3. Approving report of business operation in 2012 and operation plan in 2013 of the BOD.

1.4. Approving Financial statement in 2012 audited by Deloitte Vietnam Co.,Ltd and profit distribution plan of 2012:

No.	Targets	Calculation	2012 Profit distribution (VND)
1	Accumulated profit from 2011		101,522,059,176
2	After-tax profit in 2012 according to audited financial statement		2,984,475,769,255
	Profit and funds from subsidiaries		84,165,286,006
3	After-tax profit in 2012 for distribution		2,900,310,483,249
4	Deduction from after-tax profit in 2012 for fund establishment	(4=4.1+4.2)	377,040,362,822
4.1	Financial reserve fund	(4.1=3*5%)	145,015,524,162
4.2	Welfare fund, rewarding for executives board of PVFCCo	(4.2=3*8%)	232,024,838,660
5	Profit remained in 2012 after allocation	(5=3-4)	2,523,270,120,427
6	Total retained earnings in 2012	(6=1+5)	2,644,651,982,842
7	Dividend payment		1,703,754,320,000
	<i>Dividend per share (VND/share)</i>		4,500
8	Profit transfer to 2013	(8=6-7)	940,897,662,842

PVFCCo will make dividend payments of 2012 in Quarter 2/2013 according to the abovementioned solution (subtracting from dividends of 2012 that temporarily be paid in advance to the shareholders with 25%/par value equivalent to 2,500 dong/share in 2012).

1.5. Approving profit distribution plan of 2013:

- Payment of cash dividends with expected rates of: 25%/value shares.
- Deduction percentage from after-tax profit for fund establishment: Rewarding – Welfare fund, 8% of after-tax profit.

1.6. Approving reports on income, wages and other benefits of the BOD, Board of Supervisors in 2012 and estimates for 2013:

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

1.7. Approving the report on activities of the Board of Supervisors in 2012.

1.8. Selecting auditor for financial statements in 2013:

General Meeting of Shareholders has authorized the BOD and Board of Supervisors of PVFCCo to select one of three (03) below auditing firms to audit the financial statement in 2013:

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

- 1.9. Approving the amendments and supplements to Charter of PVFCCo.
- 1.10. Approving the member list of BOD and Board of Supervisors in tenure of 2013-2018 officially selected by the General Meeting of Shareholders as follows:
- **Board of Directors:**
 - Mr. Bui Minh Tien
 - Ms. Nguyen Thi Hien
 - Mr. Cao Hoai Duong
 - Mr. Nguyen Hong Vinh
 - Mr. Dinh Quang Hoan
 - **Board of Supervisors:**
 - Ms. Tran Thi Phuong Thao
 - Mr. Le Vinh Van
 - Mr. Nguyen Van Hoa
- 1.11. Details of the report: according to materials of the General Meeting of Shareholders.

Article 2. This Resolution has become valid since April 25, 2013.

Article 3. Board of Director, Board of Management, Board of Supervisors, heads of Departments/Offices directly under PVFCCo – shareholding company are responsible to implement this Resolution.