

**CORPORATE GOVERNANCE REPORT  
(YEAR 2014)**

**Listed company's name:** PetroVietnam Fertilizer and Chemicals Corporation  
**Head office address:** 43 Mac Dinh Chi Street, Da Kao ward, Ho Chi Minh City  
**Tel:** 38256258 **Fax:** 3825 6269  
**Email:** dpm@pvfcco.com.vn  
**Charter capital:** VND 380,000,000,000  
**Stock code:** DPM

**I. BOD's activities:**

**1. BOD's meetings:** 4 regular meetings

No.	Member of BOD	Position	Attendance	Rate	Reason of Absence
1.	Mr. Le Cu Tan	Chairman	4/4	100%	
2.	Ms. Nguyen Thi Hien	Vice Chairwoman	4/4	100%	
3.	Mr. Cao Hoai Duong	Member of BOD	4/4	100%	
4.	Mr. Nguyen Hong Vinh	Member of BOD	3/4	75%	Business trip
5.	Mr. Dinh Quang Hoan	Member of BOD	4/4	100%	

- Collecting opinions of BOD members to adopt BOD's resolutions, instructions and supervision: 47 times.

**2. BOD's supervision of BOM's activities:**

+ BOD reviewed and supervised monthly reports on PVFCCo's production and business activities in 2014, interim financial statements and financial statements for quarter 3/2014.

+ BOD attended BOM's quarterly meetings on business activities and review.

Supervision results: BOM organized, directed and implemented production and business plan and reached accumulated results in 2014 as follows (estimated figures - to be adjusted in 2014 Financial Statements):

No.	Target	Unit	Planned 2014	Actual 2014	Ratio compared to plan
<b>1</b>	<b>Production output</b>				
1.1	Phu My urea	Thousand tonnes	800	850	106%
1.2	Package	Million packages	46	49.69	108%
<b>2</b>	<b>Trading output</b>				
2.1	Phu My urea	Thousand tonnes	800	843	105%
2.2	Other fertilizer products	Thousand tonnes	330	380	115%
2.3	Chemicals	Thousand tonnes	4.2	3.82	91%

<b>2.4</b>	<b>Packages</b>	<b>Million packages</b>	<b>46</b>	<b>49.50</b>	<b>108%</b>
<b>3</b>	<b>Total revenues</b>	<b>Billion VND</b>	<b>8,700</b>	<b>9,989</b>	<b>115%</b>
<b>4</b>	<b>Profit before tax</b>	<b>Billion VND</b>	<b>1,050</b>	<b>1,333</b>	<b>127%</b>
<b>5</b>	<b>Net profit</b>	<b>Billion VND</b>	<b>910</b>	<b>1,157</b>	<b>127%</b>
<b>6</b>	<b>Contribution to the State budget</b>	<b>Billion VND</b>	<b>270</b>	<b>324</b>	<b>120%</b>

### 3. Activities of BOD's committees:

+ BOD has not established any committees. BOD's activities have been specifically assigned to dedicated members to verify matters under BOD authority for BOD's decision making, and at the same time supervise, instruct and urge PVFCCo to implement BOD's resolutions and decisions in the relevant fields.

### II. BOD's resolutions and decisions issued in 2014:

<b>No.</b>	<b>Res./Decis. No.</b>	<b>Date</b>	<b>Description</b>
1.	08/NQ	7/1/14	Adopting the policy of conditional acceptance test for Dinh Vu Polyester Manufacturing Plant project of PetroVietnam Petrochemical and Textile Fiber Joint Stock Company (PVTEX)
2.	17/QD	13/01/14	Decision on strengthening PVFCCo's Science and Technology Council
3.	18/NQ	13/01/14	Approving and assigning PVFCCo's 2014 production and business plan
4.	19/NQ	13/01/14	Approving 2014 business plan of PetroVietnam Southern Building and Development JSC
5.	20/NQ	13/01/14	Approving 2014 business plan of PVFCCo North
6.	21/NQ	13/01/14	Approving 2014 business plan of PVFCCo SW
7.	22/NQ	13/01/14	Approving 2014 business plan of PVFCCo Central
8.	23/NQ	13/01/14	Approving 2014 business plan of PVFCCo SE
9.	24/NQ	13/01/14	Approving 2014 business plan of PVFCCo Packaging
10.	34/NQ	27/1/14	Resolution on the first meeting (2014) of PVFCCo's BOD
11.	36/NQ	27/1/14	Assigning BOD's tasks on specialized fields and supervising activities of member companies
12.	37/NQ	27/1/14	Adopting 2014 action plan of PVFCCo's BOD
13.	46/QD	17/2/14	Issuing the regulation on PVFCCo's document archival
14.	53/QD	24/2/14	Approving the estimate cost of overall maintenance for Phu My Fertilizer Plant in 2015

<b>No.</b>	<b>Res./Decis. No.</b>	<b>Date</b>	<b>Description</b>
15.	54/QĐ	24/2/14	Approving the final accounting and settlement of overall maintenance cost of Phu My Fertilizer Plant in 2013
16.	55/QĐ	24/2/14	Amending “Regulation on assessment of fulfilling annual production and business plans of PVFCCo and its 100%-owned/subsidiary companies”
17.	56/NQ	25/2/14	Approving the bidding result of EPC package – EPC Contract for UFC85/Formaldehyde production workshop project
18.	59/QĐ	3/3/14	Establishing PVFCCo’s 1 <sup>st</sup> internal audit team in 2014
19.	62/NQ	7/3/14	Resolution on adopting 2014 action plan of PVFCCo’s Internal Audit Division
20.	75/NQ	14/3/14	Resolution on adopting the main contents of framework agreement between PVFCCo and PVN
21.	79/NQ	18/3/14	Resolution on extending the implementation and support limit in the co-operation plan with Vietnam Joint Stock Commercial Bank For Industry and Trade – HCMC Branch 7 on the policy of home loans for PVFCCo employees
22.	84/NQ	20/3/14	Resolution on adopting PVFCCo’s fertilizer and chemicals trading plan in 2014-2017
23.	92/QĐ	28/3/14	Approving the results of evaluating fulfillment of 2013 production and business plan of PVFCCo and its 100%-owned/subsidiary companies
24.	97/QĐ	31/3/14	Appointing the Representative of PVFCCo’s capital share in PVFCCo SW (Mr. Tran Van Thang replacing Mr. Bui Quang Phu Dien)
25.	101/NQ	31/3/14	Resolution on approving PVFCCo’s 2014 science and technology lan
26.	102/QĐ	31/3/14	Issuing the Regulation on preparation, issuance and management of PVFCCo’s internal normative documents
27.	104/NQ	1/4/14	Resolution of the 2 <sup>nd</sup> meeting (2014) of PVFCCo’s BOD
28.	105/NQ	1/4/14	Adopting PVFCCo’s 2014 action plan of thrift practice, waste prevention
29.	109/NQ	3/4/14	Adopting the agenda and documents for 2014 AGM
30.	111/QĐ	3/4/14	Approving adjustments of capital sources and total investment capital for UFC85/Formaldehyde production workshop project
31.	115/QĐ	8/4/14	Approving the construction investment project of “Increasingthe production capacity of Phu My Fertilizer Plant’s NH3 workshop and building the NPK chemical fertilizer plant”

<b>No.</b>	<b>Res./Decis. No.</b>	<b>Date</b>	<b>Description</b>
32.	125/NQ	15/4/14	Resolution of 2014 AGM
33.	126/NQ	16/4/14	Resolution on selling PVFCCo's shares in Drilling Mud Corporation
34.	129/NQ	16/4/14	Resolution on adopting reports on fulfillment of 2013 social security program, implementation plan for 2014 social security program of PVFCCo
35.	159/NQ	29/4/14	Resolution on adopting PVFCCo's research and development plan in 2014-2017
36.	174/NQ	15/5/14	Approving PVFCCo's inventory norms
37.	190/NQ	6/6/14	Resolution on appointing the auditor for 2014 Financial Statements
38.	191/QĐ	6/6/14	Issuing the Regulation on management and use of equipment and properties at PVFCCo office
39.	192/QĐ	6/6/14	Issuing the Regulation on regimes relating to expenses for domestic business trips, means of transport and other administrative costs of PVFCCo
40.	193/QĐ	6/6/14	Issuing the Regulation on regimes of short-term business trips abroad for personnel of parent company – PVFCCo
41.	199/NQ	12/6/14	Adopting the amendment appendix of gas purchase contract between PVFCCo and PV GAS
42.	204/QĐ	16/6/14	Adding members to the Corporate Restructure Steering Committee
43.	205/QĐ	19/6/14	Approving the bidding plan for investment project "Increasing the production capacity of Phu My Fertilizer Plant's NH3 workshop and building the NPK chemical fertilizer plant"
44.	207/NQ	19/6/14	Approving the additional cost plan in the 2014 production and business plan of PVFCCo
45.	313/QĐ	26/6/14	Dissolving PVFCCo's Branch in Cambodia
46.	315/NQ	27/6/14	Accepting the bidding contents for EPC packages of the investment project "Increasing the production capacity of Phu My Fertilizer Plant's NH3 workshop and building the NPK chemical fertilizer plant"
47.	320/QĐ	1/7/14	Appointing Mr. Hoang Tuan Vinh as the representative of PVFCCo's equity in PVFCCo SouthEast
48.	326/NQ	3/7/14	Resolution on adjustment of the plan to sell PVFCCo's shares in Drilling Mud Corporation
49.	342/NQ	7/7/14	Resolution on adjustment of the appropriation

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			method of indirect expenses– selling expenses and overheads for trading fertilizers excluding Phu My urea and chemicals in support of management reporting purpose
50.	345/NQ	9/7/14	Approving adjustments of norms sets
51.	355/NQ	25/7/14	Resolution of the 3rd Meeting (2014) of PVFCCo's BOD
52.	360/QĐ	1/8/14	Approving adjustment of norms applying to Phu My Fertilizer Plant according to the Regulation on bonus & penalty based on business-technical norms
53.	361/NQ	1/8/14	Resolution on adopting adjustment of criteria/regulations of Norms Set No.4- Norms for spare parts for periodic maintenance and repair and Norms Set No.5- Norms of Minimum stocked material for Phu My Fertilizer Plant
54.	362/QĐ	1/8/14	Increasing the salary grade for Mr. Cao Hoai Duong
55.	367/NQ	7/8/14	Resolution on adjustment of Actions Plan in Quarter III, Quarter IV of 2014 from PVFCCo's BOD
56.	374/NQ	22/8/14	Adjusting the 2014 production and business plan of PVFCCo
57.	376/NQ	26/8/14	Resolution on selling PVFCCo's shares in Drilling Mud Corporation
58.	378/QĐ	27/8/14	Establishing the Assistant Team to investigate, monitor, and instruct the implementation of key investment projects
59.	381/NQ	27/8/14	Adjusting the 2014 business plan of PVFCCo SW
60.	383/NQ	3/9/14	Resolution on the 1 <sup>st</sup> advance payment for 2014 dividend
61.	387/NQ	5/9/14	Resolution on approving adjustments to bidding contents of EPC packages of the investment project "Increasing the capacity of Phu My Fertilizer Plant's NH3 workshop and building the NPK chemical fertilizer plant"
62.	388/NQ	6/9/14	Resolution on adjustment of the 2014 business plan of Dam Phu My Packaging JSC
63.	390/NQ	10/9/14	Resolution on adopting the contents of the commercial CO2 plant construction investment project of PVFCCo-SBD
64.	394/NQ	17/9/14	Resolution on adopting the closing date extension of EPC packages of the investment project "Increasing the production capacity of Phu My Fertilizer Plant's NH3 workshop and building the NPK chemical fertilizer plant"
65.	397/QĐ	29/9/14	Approving the scope of work of the Assistant Team in investigating, monitoring, and instructing the implementation of PVFCCo's key investment projects
66.	398/NQ	29/9/14	Supplementing the investment and procurement

<b>No.</b>	<b>Res./Decis. No.</b>	<b>Date</b>	<b>Description</b>
			plan to the 2014 production and business plan of Dam Phu My Packaging JSC
67.	400/NQ	02/10/14	Resolution on adjustment of the 2014 business plan of PVFCCo North
68.	409/QĐ	10/10/14	Decision on assignment of the representation and management right of PVFCCo's equity in Petrovietnam Petrochemical and Textile Fiber JSC – PVTEX
69.	415/NQ	13/10/14	Adopting the solution for Phu My Fertilizer Plant's equipment and system phased out or to be phased out according to manufacturer notice
70.	416/NQ	14/10/14	Approving additions to the 2014 production and business cost plan of PVFCCo
71.	418/NQ	14/10/2015	Adopting the detailed plan of PVFCCo's corporate restructure in 2014-2015
72.	419/QĐ	16/10/14	Establishing the Team to verify the policy of implementing the investment project of NH3 pumping system from Phu My Fertilizer Plant
73.	422/QĐ	20/10/14	Approving the adjustment of contractor selection plan for the UFC85/Formaldehyde workshop investment project
74.	424/NQ	20/10/14	Resolution on approving the detailed score sheet evaluating bids for EPC packages– Engineering, Procurement and Construction– for the chemical fertilizer NPK plant construction belonging to the investment project “Increasing the production capacity of Phu My Fertilizer Plant's NH3 workshop and building the NPK chemical fertilizer plant”
75.	426/NQ	23/10/14	Adjusting the 2014 capital contribution and procurement plans of PVFCCo SBD
76.	430/NQ	30/10/14	Supplementing the investment and procurement plan to the 2014 production and business plan of Dam Phu My Packaging JSC
77.	431/QĐ	30/10/14	Settling the bidding situation in the EPC package- Engineering, Procurement and Construction for the NPK chemical fertilizer plant construction
78.	432/QĐ	30/10/14	Approving the adjustment of contractor selection plan for the investment project “Increasing the production capacity of Phu My Fertilizer Plant's NH3 workshop and building the NPK chemical fertilizer plant”
79.	438/QĐ	10/11/14	Appointing Mr. Nguyen Ngoc Hieu – Acting Chief of Internal Audit Division – as Chief of Internal Audit Division with effect from 10 Nov 2014
80.	442/QĐ	17/11/14	Decision on establishment of PVFCCo's Plan Verification Team
81.	446/NQ	19/11/14	Resolution on approving the extension of bid closing date in EPC package– Engineering, Procurement and Construction- for NPK chemical fertilizer plant construction belonging to the

<b>No.</b>	<b>Res./Decis. No.</b>	<b>Date</b>	<b>Description</b>
			investment project “Increasing the production capacity of Phu My Fertilizer Plant’s NH3 workshop and building the NPK chemical fertilizer plant”
82.	447/NQ	19/11/14	Resolution on approving the adjustment of Norms Set No.4-Spare parts norms for periodic maintenance and repair and Norms Set No.5- Norms of minimum Stocked materials for the Phu My Fertilizer Plant
83.	448/NQ	19/11/14	Resolution on approving additional purchase of life insurance for some PVFCCo’s managers to the 2014 production and business cost plan of PVFCCo
84.	450/NQ	27/11/14	Approving the Brand name and Media Marketing Strategy for 2014-2020 with vision to 2025 Strategy of PVFCCo.
85.	452/NQ	28/11/14	Adopting adjustments of the 2014 business plan of the PVFCCo SE
86.	453/NQ	28/11/14	Adopting adjustments of the 2014 business plan of the PVFCCo Central
87.	454/NQ	28/11/14	Adopting the contents of the prospectus and stockholding commitment of PVFCCo SE
88.	456/NQ	4/12/14	Adopting the amendment appendix of gas purchase contract between PVFCCo and PV GAS
89.	461/NQ	9/12/14	Adopting the detailed score sheet evaluating bid documents in EPC package – Engineering, Procurement and Construction– The NPK chemical fertilizer plant construction belonging to the investment project “Increasing the production capacity of Phu My Fertilizer Plant’s NH3 workshop and building the NPK chemical fertilizer plant”
90.	463/QĐ	9/12/14	Issuing the list of expired internal regulations of PVFCCo
91.	468/NQ	17/12/2014	Approving the implementation plan for “Action Plan of the Home Affairs implementing the Directive No. 07/CT--TTg dated 19 March 2014 of the Prime Minister on promoting corruption prevention and fighting in the public servant management and emulation, reward” in PVFCCo
92.	474/QĐ	25/12/14	Rating officials in 2014 for PVFCCo’s representatives including Chairman, BOD members, Heads and members of Supervisory Boards in joint stock companies with their equity controlled by PVFCCo
93.	475/QĐ	25/12/14	Rating officials in 2014 for titles in PVFCCo’s BOD
94.	476/QĐ	27/12/14	Report on results of the 2014 monitoring and investment program and the monitoring and investment plan for 2015

**III. Changes in the list of related persons of the listed company according to Clause 34 Article 6 of the Securities Law (Annual Report):**

*None*

**IV. Transactions of internal/major shareholders and related persons:**

**1. List of internal shareholders and related persons:**

*According to the Appendix attached hereto.*

**2. Transactions of shares:**

According to the reports of internal shareholders and related persons received by PVFCCo:

No.	Transaction implemented by	Relation with internal shareholder s/ major shareholder	Shares held at beginning (01/01/2014)		Shares held at the closing (31/12/2014)		Reason of increase, decrease (buying, selling, exchange, reward...)
			Shares	Ratio	Shares	Ratio	
1.	Deutsche Bank AG London	Major shareholder	19,129,420	5.07%	18,954,360	4.99%	Buying/selling
2.	-Norges Bank, -Amersham -Industries Ltd, -Balestrand Ltd, -Grinling International Ltd, -Vener Group Ltd, -Wareham Group Ltd, - Vietnam Enterprise Investment Ltd	Related shareholders	22,807,260	6.00%	26,388,470	6.95%	Buying/selling
3.	Market Vectors ETF Trust –Market Vectors Vietnam ETF	Major shareholder			17,631,200	4.64%	Buying shares
4.	Le Cu Tan	Chairman	0	0	50,000	0.013%	Buying shares

**3. Other transactions:** (transactions of shares by internal/major shareholder and related persons of PVFCCo): None

**V. Other issues worth noting:**

PVFCCo's BOD has issued the Resolution dated 12 June 2014 approving the adjustment of gas price in the gas purchase contract applicable from 01 April 2014 till end of 31 December 2014 and has made information disclosure accordingly.



