
No. 42/BB/DHDCD-2020

Ho Chi Minh City, 16 June 2020

MINUTES

The 2020 Annual General Shareholder Meeting of PetroVietnam Fertilizer and Chemicals Corporation – JSC, head-office at No. 43 Mac Dinh Chi, Da Kao Ward, District 1, Ho Chi Minh City, Enterprise code: 0303165480

I. Duration and location.

- Duration: From 8:30 to 12:00 on 16 June 2020.
- Location: Meeting hall of Phu My Fertilizer Plant
Phu My 1 Industrial Zone, Phu My Town,
Ba Ria Vung Tau Province

II. Participants and legality of the meeting

1. Participants

- The shareholders and its representatives of PetroVietnam Fertilizer and Chemicals Corporation – JSC are included in the list prepared by Vietnam Securities Depository – Ho Chi Minh City Branch on the last registration date of 27 May 2020.
- Delegates are guests from agencies and units.

2. Legality of the meeting

The Board of Shareholder Qualification is appointed by Chairperson including:

- + Mr. Phi Ngoc Khanh, Vice Head of Internal Auditing Board;
- + Ms. Nguyen Thi Ngoc Mai, Assistant of Board of Directors;
- + Ms. Nguyen Thi Thu Oanh, Specialist of Supervisory Board.

According to report of Board of Shareholder Qualification, the shareholders attending the meeting includes:

- Total number of voting shares of the Corporation: 391,334,260 shares.
- Total number of shareholders who are invited to attend the meeting: All shareholders according to the list prepared by Vietnam Securities Depository on the last registration date of 27 May 2020.
- The number of shareholders attending the meeting directly and by authorization is 49 shareholders, shareholders participating by remote voting are 13 shareholders, a total of 62 shareholders, owning 299,451,503 shares, reaching 76.52% of the total number of voting shares of the Corporation (updated at 9:30). At the opening, there are 35 shareholders to be at present, 13 shareholders voting remotely, accounting for 75.36% of total voting shares.
- All shareholders and its representatives to be present are eligible to attend the meeting.

Pursuant to the provisions of the current Law on Enterprises and the Charter of the Corporation, the Annual General Shareholder Meeting of PetroVietnam Fertilizer and Chemicals Corporation - Joint Stock Company on 16 June 2020 is held legally and satisfied conditions for organization at the start of the meeting.

III. The meeting's Chairperson and Secretary.

1. Chairperson:

- Mr. Nguyen Tien Vinh – Chairman of Board of Directors of the Corporation.

2. The Presidium:

- Mr. Nguyen Tien Vinh – Chairman of Board of Directors;
- Mr. Le Cu Tan – Member of Board of Directors, President&CEO;
- Mr. Le Minh Hong – Independent member of Board of Directors;
- Mr. Huynh Kim Nhan – Head of Supervisory Board.

3. Secretary:

- Mr. Truong The Vinh – Secretary of the Corporation;
- Ms. Mai Hong Khanh – Specialist of Board of Directors’ Office of the Corporation.

IV. Content and agenda.

Board of Directors (BOD) and General Shareholder Meeting (GSM) approve the following contents:

1. Report of the Board of Directors on the results of 2019 production and business activities of the Corporation and activities of the Board of Directors;
2. The 2020 business and production plan;
3. The 2019 financial statements, audited by Deloitte Vietnam Company Limited on 20 March 2020;
4. The 2019 realized profit distribution plan and the 2020 profit distribution plan;
5. Report on 2019 activities of the Supervisory Board, the 2020 action plan for the Supervisory Board;
6. Proposal of selecting an auditing firm for the 2020 financial statements;
7. Report of 2019 salary, remuneration and bonus of the Board of Directors, Supervisory Board, the 2020 estimated plan;
8. Approval of the 2020 principle of finalizing gas purchase contract;
9. Approval of the authorization for the Board of Directors to decide the purchase of raw gas for production of Phu My Fertilizer Plant;
10. Dismissal of Board of Directors’ member – Mr. Nguyen Hong Vinh;
11. Election of additional members of the Board of Directors.

The full text of the draft report and proposal was provided by the Corporation in the meeting documents, published on website: www.dpm.vn, and sent to the shareholders being presented at the meeting and presented directly at the meeting hall.

V. The meeting schedule.

8:30

The General Shareholder Meeting carries out the procedures for saluting the flag and introducing delegates.

Chairman of Board of Directors – Mr. Nguyen Tien Vinh, Chairperson of the meeting made a welcome speech and opened the General Shareholder Meeting.

8:40

The Presidium consulted the General Shareholder Meeting to approve the Agenda and members of the Counting Board.

The General Shareholder Meeting voted for approval at 8:40 with the result of 35/35 participants to agree the following contents:

- Agenda: As part IV above.
- The members of the Counting Board include:
 - + Mr. Dang Quoc Hung – Deputy Chief Office of Party – Union Affairs;
 - + Mr. Truong Quoc Tung – Office staff of the Corporation;
 - + Mr. Le Hong Thai - Specialist of Supervisory Board.

8:45

The Chairperson and the Presidium started to run the meeting according to the agenda with the following developments:

1. Report of the Board of Directors on the results of production and business activities of the Corporation and activities of the Board of Directors in 2019; 2020 Production and Business Plan

Mr. Le Cu Tan – Member of BOD, President&CEO of the Corporation on behalf of the BOD presents:

- Report of BOD activities and report of 2019 production and business of the Corporation;
- The 2020 production and business plan.

2. The 2019 financial statements, the 2019 realized profit distribution plan and the 2020 profit distribution plan

Mr. Vo Ngoc Phuong, Chief Accountant of the Corporation, authorized by the Board of Directors presents:

- The 2019 audited financial statements;
- The 2019 realized profit distribution plan, the 2020 profit distribution plan

3. Report on 2019 activities of the Supervisory Board, the 2020 action plan and Proposal of auditing firm for the 2020 financial statements

Mr. Huynh Kim Nhan, Head of Supervisory Board presents:

- Report of 2019 activities of Supervisory Board, the 2020 action plan;
- Proposal of auditing firm list for the 2019 financial statements.

4. Report on 2019 salary, remuneration and bonus of the Board of Directors, Supervisory Board, the 2020 estimated plan;

Mr. Nguyen Cao Khai, Head of Personnel Organization & Training Department of the Corporation authorized by Board of Directors presents Report of 2019 salary, remuneration and bonus of the Board of Directors, Supervisory Board, the 2020 estimated plan;

5. Approval of the 2019 principle of finalizing gas purchase contract and Statement of approval of the authorization for the Board of Directors to decide the purchase of raw gas for production of Phu My Fertilizer Plant;

Mr. Nguyen Tien Vinh, Chairman of the Board of Directors presents:

- Statement of the 2019 principle of finalizing gas purchase contract
- Statement of the authorization for the Board of Directors to decide the purchase of raw gas for production of Phu My Fertilizer Plant.

6. Approval of Dismissal statement of Board of Directors' member – Mr. Nguyen Hong Vinh

Mr. Nguyen Tien Vinh, Chairman of Board of Directors presents contents submitting GSM regarding official dismissal of Board of Directors' member – Mr. Nguyen Hong Vinh because of retirement from 01 May 2020.

(Full text of reports, statements: details are stated in the meeting documents)

9:35

The General Shareholder Meeting votes to approve the above contents and then takes a break

9:50

7. Announcement of vote counting result

Mr. Dang Quoc Hung, on behalf of the Counting Board, reads the minutes of vote counting to approve the contents submitted to the General Shareholder Meeting, the voting results are as follows:

7.1. To approve the Report of the Board of Directors on the 2019 production and business results of the Corporation and the 2019 Board of Directors' operation:

Voting results:

- Number of voting shares with approval: 266,223,903 shares, reaching 88.904% of the total number of shares with voting rights attending the meeting.

- Number of voting shares with disapproval: 33,230,030 shares, reaching 11.091% of the total number of shares with voting rights attending the meeting.
- Number of voting shares under no opinion: 14,570 shares, reaching 0.005% of the total number of voting shares attending the meeting.

7.2 Approval of the 2020 production and business plan:

Voting result:

- Number of voting shares with approval: 266,223,903 shares, reaching 88.904% of the total number of shares with voting rights attending the meeting.
- Number of voting shares with disapproval: 33,213,030 shares, reaching 11.091% of the total number of shares with voting rights attending the meeting.
- Number of voting shares under no opinion: 14,580 shares, reaching 0.005% of the total number of shares with voting rights attending the meeting.

7.3 Approval of the parent company's financial statements and the 2019 consolidated financial statements audited by Deloitte Vietnam Co., Ltd.:

The General Shareholder Meeting approves the consolidated financial statements and the 2019 parent company's financial statements as presented at the meeting.

Voting results:

- Number of voting shares with approval: 266,223,903 shares, reaching 88.904% of the total number of shares with voting rights attending the meeting.
- Number of voting shares with disapproval: 25,029,520 shares, reaching 8.358% of the total number of shares with voting shares attending the meeting.
- Number of voting shares under no opinion: 8,198,080 shares, reaching 2.738%, of the number of shares with voting rights attending the meeting.

7.4 Approval of the 2019 Profit Distribution Plan and 2020 Profit Distribution Plan:

a. The 2019 profit distribution plan:

No.	Criteria	Formula	Amount (VND)
1	The unrealized profit balance of the previous year carried over		325,884,080,695
2	After tax profit 2019		370,429,943,631
3	Deduction of fund from 2019 after-tax profit	(3=3.1+3.2)	75,431,588,726
3.1	Deduction of welfare and reward fund, of which:	According to provisions of the Circular No. 28/2016/TT-	33,945,600,000
	- Welfare and reward fund for employee	BLDTBXH dated 01	32,520,000,000
	- Reward fund for manager	September 2016	1,425,600,000
3.2	Deduction of welfare and reward fund for employee		41,485,988,726
4	The 2019 remaining profits after deduction of funds	(4=1+2-3)	620,882,435,600
5	Dividend distribution		469,601,112,000
	Dividend per shares (VND/share)	12%/face value	1,200
6	Profits transferred to 2020	(6=4-5)	151,281,323,600

Assign the President&CEO of the Corporation to carry out the procedures for paying the 2019 dividends in accordance with the above plan (the remaining after deducting the dividend paid in advance VND500/share to shareholders).

b. The 2020 profit distribution plan:

No.	Criteria	Formula	Amount (VND)
1	The 2019 after tax profit carried over		151,281,323,600
2	The 2020 after tax profit according to approved plan		421,000,000,000
3	Deduction of fund from 2020 after-tax profit	(3=3.1+3.2)	85,794,375,000
3.1	Welfare and reward fund for employee	According to provision in the Circular No. 28/2016/TT- BLDTBXH dated 01 September 2016	84,250,000,000
3.2	Reward fund for manager		1,544,375,000
3.3	Additional deduction of welfare and reward fund for employee		20% of benefits over plan
4	The 2020 remaining profits after deduction of funds	(4=2-3)	335,205,625,000
5	Total retaining profit until 2020	(5=1+4)	486,486,948,600
6	Dividend distribution		391,334,260,000
	Dividend per shares (VND/share)		1,000
7	Profits transferred to 2021	(7=5-6)	95,152,688,600

According to the actual performance of 2020 production and business activities to accordingly adjust the implementation of profit distribution in 2020 at the meeting of the General Shareholder Meeting in 2021.

Voting results:

- Number of voting shares for approval: 266,223,903 shares, reaching 88.04% of the total number of shares with voting rights attending the meeting.
- Number of voting shares for disapproval: 33,213,030 shares, reaching 11.091% of the total number of voting shares attending the meeting.
- Number of voting shares under no opinion: 14,570 shares, reaching 0.005% of the total number of voting shares attending the meeting.

7.5. Approval of the Report on Supervisory Board activities in 2019, the Supervisory Board operation plan in 2020:

The General Shareholder Meeting approves the Supervisory Board's report as presented at the meeting.

Voting results:

- Number of voting shares for approval: 266,223,903 shares, reaching 88.904% of the total number of shares with voting rights attending the meeting.
- Number of voting shares for disapproval: 33,213,030 shares, reaching 11.019% of the total number of shares with voting rights attending the meeting.
- Number of voting shares under no opinion: 14,570 shares, reaching 0.005% of the total number of shares with voting rights attending the meeting.

7.6. Approval of the audit firm list for the 2020 financial statements:

The General Shareholder Meeting authorizes the Board of Directors of the Corporation to select one of the following auditing companies to audit the financial statements of 2020:

- Deloitte Vietnam Company Limited
- PricewaterhouseCoopers Vietnam Company Limited
- Ernst & Young Vietnam Company Limited

7.7. Approval of report on 2019 remuneration, salary and bonus of the Board of Directors and the Supervisory Board in 2019 and the 2020 estimate plan:

The General Shareholder Meeting approved the report on 2019 remuneration, salary and bonus of the Board of Directors and Supervisory Board and the 2020 estimate plan as follows (provisional amount):

- The 2019 implementation report: VND7,181,000,000
- The 2020 estimation: VND7,884,000,000 (including 10% of provision).

Voting results:

- Number of voting shares for approval: 266,223,883 shares, reaching 88.904% of the total number of voting shares attending the meeting.
- Number of voting shares for disapproval: 33,200,030 shares, reaching 11.091% of the total number of shares with voting shares attending the meeting.
- Number of voting shares under no opinion: 14,590 shares, reaching 0.005% of the total number of shares with voting shares attending the meeting.

7.8. Approval the principle of finalizing the 2019 gas purchase contract:

Voting results:

Number of voting shares attending the meeting (except Vietnam Oil and Gas Group and its related persons): 66,247,250 shares

- Number of voting shares for approval: 66,232,680 shares, reaching 99.978% of the total shares with voting shares attending the meeting.
- Number of voting shares for disapproval: 0 shares, reaching 0% of the total number of voting shares attending the meeting.
- Number of voting shares under no opinion: 14,570 shares, reaching 0.022% of the total number of voting shares attending the meeting.

7.9. Approval of the authorization for the Board of Directors to decide on the purchase of raw gas for production in Phu My Fertilizer Plant:

Voting results:

- Number of voting shares for approval: 296,491,013 shares, reaching 99.011% of the total number of voting shares attending the meeting.
- Number of voting shares for disapproval: 2,945,920 shares, reaching 0.984% of the total number of voting shares attending the meeting.
- Number of voting shares under no opinion: 14,570 shares, up to 0.005% of the total number of voting shares attending the meeting.

7.10. Approval of the dismissal of a Board of Directors' member, Mr. Nguyen Hong Vinh from 1 May, 2020:

Voting results:

- Number of voting shares for approval: 299,436,933 shares, reaching 99.995% of the total number of voting shares attending the meeting.
- Number of voting shares for disapproval: 0 shares, reaching 0% of the total number of voting shares attending the meeting.
- Number of voting shares under no opinion: 14,570 shares, reaching 0.005% of the total number of voting shares attending the meeting.

10:00

8. Election of the Board of Directors' member

Mr. Nguyen Tien Vinh, Chairman of the Board of Directors manages the content approving election list and conducts the additional election of Board of Directors' member.

- The General Shareholder Meeting voted to approve the candidate list to vote for the Board of Directors' member, with 45/49 shareholders with agreement (3 shareholders of Nghe An Agricultural Materials Joint Stock Company and shareholders KWE disagrees).

+ Number of members to be elected: 01 person;

+ List of candidates: 01 person is Mr. Trinh Van Khiem (background information is presented in the statement and meeting documents).

- The Counting Board popularly provided the election method for the Board of Directors' member to the entire General Shareholder Meeting. Attending shareholder voted the Board of Directors' member according to the number and election list approved by the General Shareholder Meeting and the guidance of the Counting Board, finished at 10:10.

9. Discussion of the General Shareholder Meeting

Summary of key opinions and exchanges are as follows:

* Representative of shareholder group of Nghe An Agricultural Materials Joint Stock Company (Agrimex NA): Agrimex NA was not satisfied with the answers of the Corporation during the GSM session. We found that the opinions of shareholders have not been respected and answered thoroughly. In this meeting, we continually give the following opinions that need to be clarified about the governance of the Company:

- For capital investment: The Corporation's investments so far have not been effective, many investments/liabilities have negative capital, full provision is made. The two most recent projects, the UFC85 project and the NH3 - NPK project complex, have not yet worked, contributing to profit results.

- For planning: Since the previous year, we did not agree with the plan to submit to the GSM on the basis that the proposed Plan is set up much lower than the capacity, in fact, it completed twice as much as the plan. The 2020 proposed plan also only sets the target of 513 billion Vietnam Dong of profit while in the first 6 months, it is forecasted to reach more than 420 billion Vietnam Dong. Therefore, the Corporation needs to review the plan criteria.

- For cost management: In addition to gas costs, depreciation of production and business costs in the remaining expenses is not much, but other items such as outsourcing services, labor costs, sales management cost, social security cost, etc. account for a large proportion. We have repeatedly commented on the ineffective cost management of the Corporation.

- For management and use of cash capital: The majority of the Company's cash is deposited in banks, but has long-term loans, so the interest expense exceeds the revenue from deposits, resulting in waste. The Corporation needs to review the capital management in cash.

- For the election of the Board of Directors' member: For the last years, the Corporation has elected members of the Board of Directors, only 1-2 members for each time, therefore, small groups of shareholders have no opportunities to be elected, all members of the Board of Directors being elected are PVN representatives or nominated by PVN. Is this a major controlling shareholder intentionally to prevent other shareholders from joining the BOD?

- Member companies in regions that have not yet managed distributors, occurred the situation of a sales agent located at the port, affecting the market.

- For the divestment of the State capital at the Corporation and the divestment of capital from subsidiaries of the Corporation: We have not been cleared about the implementation progress although we have heard about the plan for many years. We questioned last year whether PVN would delay this process, have proposed an inappropriate alternative to merge DPM and DCM or not. It is known that the Ministry of Finance and the Committee for Management of State Capital at Enterprises have planned to divest capital from corporations in the period of 2021-2025, the Corporation and PVN is requested to consider to include it in the meeting content in order that the General Shareholder Meeting to decide on the corresponding roadmap.

- In addition, it is necessary to review other restructure solutions, proper use and exploitation of assets, such as moving offices and offices to Phu My, which will reduce many costs.

- Previously we were one of the first distributors of products of Phu My Fertilizer Plant. We believe in the potential and competitiveness of Phu My Fertilizer Plant. If the Corporation and the Group determinately to renovate their governance and operation as our recommendation, the Corporation will continue to be the leading company in the fertilizer industry with the same efficiency and profitability as before.

* Representative of KWE BETEILIGUNGEN AG shareholder requested the Corporation to evaluate projects implemented in the last 5 years as UFC and NH₃-NPK projects, with low efficiency, after the project is implemented, the results of production and business are lower than before. It is necessary to consider restructure of the long-term loan and the cash, which is currently unreasonable, reduction of the loan with available funds should be made to be more efficient. The undistributed profits, large cash fund, but the need for working capital and investment is not large, therefore, it is considered to increase the dividend payment for shareholders. At the same time, let shareholders know about the divestment progress of the State capital in the Corporation.

* Shareholders Nguyen Xuan Thuy:

- Agree with the Corporation's reports and share with the difficulties in production and business activities of the Corporation, evaluate that the Corporation has successfully completed its tasks. Despite difficulties such as gas prices, epidemics, drought, etc. negatively affecting the Corporation, it still achieved and exceeded the planned targets. The dividend rate of 12% makes shareholders satisfied.

- Suggest the Corporation to talk more about the proposal to amend the VAT policy, the gas price policy, consider the directions of adding new gas sources, the business strategy for the next 5 years.

- We hope that the attending shareholders have constructive, sharing, and suggestive opinions in order that the Corporation will more develop and improve, do not deduce or deny all the achievements of the leaders and employees.

* Shareholders Vo Dinh Tuan:

- The 2020 plan, in addition to the difficulties, also has many advantages when the world is focusing on agriculture industry, which has a positive impact on the fertilizer industry, therefore, it is advisable to consider giving a higher plan target. Oil price decreases, related to gas price, so how gas price in 2020 is expected to be compared to the previous year.

* Shareholders Nguyen Manh Hung: Please explain the insurance compensation related to the equipment failure causing downtime for 72 days in 2019.

The response from the Presidium:

* Chairman of the Board of Directors, Mr. Nguyen Tien Vinh: For opinions of Agrimex Nghe An shareholders raised today, the Corporation has also received from the past. Collection of comments, wishes and expectations of shareholders, also the wishes of the Board of Directors, Board of Management, we have implemented solutions to improve operating management, cost management, investment management, etc. according to the roadmap and in the past time, have contributed to the completion of production business tasks when the market conditions are more difficult than before, especially as in the past 2019. The proposed plan for 2020 is also higher than the implementation of 2019 and the Corporation strives to exceed the target to meet the expectations of shareholders. For the specific content of shareholders' opinions, we have many documents exchanged, meeting and exchanging opportunities with Agrimex Nghe An, as well as reported seriously to many the competent authorities. We recorded to give a suitable response as well as continue to maintain communication channel with shareholders about exchanging opinions.

* The BOD's independent member, Mr. Le Minh Hong:

- As the BOD's independent member, I strongly share and respect all the different opinions of shareholders. Shareholders have common interests, but I found that for a joint stock company, good and sustainable development can only be achieved and with the harmony of interests of 4 groups: Shareholders, State, Enterprises and Employees.

- In fact, the BOD of the Corporation has been very seriously accepted and researched the opinions of shareholders to have solutions to overcome limitations in the operation process, perfect the management and operation. Shareholders have the expectation of investing in and increasing the value of the investment amount, the company also has a desire to invest in development and increase the value of the company. Investment activities of the Corporation is required for growth. In fact, investment combining with expectations and on the basis of long-term and sustainable benefits, but in fact, it may face undesirable risks. For projects, when the actual exploitation has not met the expectations when making decision of investment, now finding solutions to handle and improve efficiency is the desire and concern of the management board. The BOD and the Board of Management also need to be more aggressive in order to soon complete projects, have plans and solutions to exploit and operate effectively.

- For cost management, capital and human resource management: According to my assessment after more than 01 year as a member of BOD, the Corporation has made efforts to overcome the shortcomings and weaknesses. In fact, the results have progressed positively, we need to fairly evaluate the efforts and results achieved by the management and operation apparatus. The solutions of shareholders continue to propose to optimize costs, I think

that the Corporation needs to fully, thoroughly, carefully consider and review the advantages/disadvantages to make decisions/behaviors accordingly.

- In the difficult situation, the Corporation needs to be given opportunities to develop, it is necessary to reach the consensus of shareholders, the understanding of the public, especially the support of major shareholders, therefore, I hope that the shareholders contribute, suggest and management boards have progressive spirit, accept, in the basis of harmony of interests of the above 4 groups, in order to reach consensus throughout the Corporation, overcoming challenges to develop.

* President&CEO Le Cu Tan:

- For the opinions of Agrimex Nghe An shareholders, we have exchanged and discussed quite a lot. We will also receive new issues and continue to give appropriate responses. If other shareholders have their opinions, we will also continue to receive through the IR department in the progressive and constructive spirit.

- For the proposal to adjust the VAT policy: According to the information so far, the ministries/departments have agreed to report to the Government to submit to the National Assembly for consideration of the amendment of the VAT law according to the proposal of enterprises in the fertilizer sector, Fertilizer Association, Vietnam Farmer's Association. With the more difficult situation for the agricultural sector today, it is hoped that the competent authorities will pay more attention and soon make consideration and decision.

- For long-term strategy: Currently the Corporation is reviewing the Development Strategy by 2035. The 2021-2025 plan has also completely set up the draft and PVN is also considering to give comments to the Representative of the capital share at the Corporation for making decision. The main planning objectives and missions are still closely related to the main business lines of the Corporation.

- For the difficulties against the Corporation, it also comes from consumption of agricultural products. Farmers who are difficult to consume agricultural products will also affect the demand for investment in fertilizers and agricultural materials.

- For the insurance compensation: The Corporation is working with the insurance company to clarify and unify the compensation amounts under the insurance policy for material damage and damage caused by business interruption, the insurance claim is quite complicated and we expect to be done by 2020.

* Opinions of representatives of leaders of major PVN shareholder:

- PVN would like to hear opinions from shareholders and discuss with PVFCCo shareholders during the GSM and other occasions if any. Shareholders' wishes are also the PVN's and this should be considered in the balance of responsibilities and interests.

- PVN highly appreciates the efforts of the leaders and employees of PVFCCo, which has achieved positive results in 2019 in the context of common difficulties of the world and the whole country, in the difficult situation of the agricultural sector and experienced difficulties with the 72-day downtime.

- For PVFCCo's 2020 plan, the more target is set, the more result of PVN as the parent company will be also highly integrated in PVN's plan, and vice versa. Therefore, PVN as well as shareholders firstly want the targets to be more positive and higher, but in overall, it is also necessary to consider the feasibility and base on many important factors.

- As the parent company, for the source coordination and gas price, PVN's management board has tried very hard in order that PVFCCo to have the current mechanism. In the next 5 years, gas of Cuu Long basin has to be collected from many small fields, but the transport fee to the shore is also high. Other gas sources for PVFCCo also need to consider properly among gas consumers.

- For attention of BOD: PVN complies with the law, does not prevent but welcome shareholders to nominate qualified and eligible members of the Board of Directors.

- For divestment: PVN wants to quickly divest capital from Phu My Fertilizer Plant and Ca Mau Fertilizer Plant. However, according to the Government's regulations, the State divestment must be based on the Group's restructure project approved by the Government's Prime Minister. PVN proposed to be implemented soon under the project that the Government's Deputy Prime Minister had commented at Official Dispatch No. 1182/CV-TTg as mentioned to shareholders before, but now the competent authorities think that this is not a decision to approve the restructure plan of the Prime Minister to be able to implement. On the orientation of merging 2 nitrogenous fertilizer manufacturers in the Group that shareholders mentioned, as I discussed last year, it is also a proposal to consider in the process of developing restructure plans, and if there is a proposal, the implementation is made or not depending on the shareholders of the two manufacturers, not PVN.

- Finally, PVN hopes that at each meeting of the GSM, there will be consensus and sharing among shareholders, between shareholders and the management board, instead of a tense atmosphere.

Expectations of shareholders as well as PVN's for the unit, anyway, it is necessary to have a roadmap in accordance with the enterprise. As a major shareholder, PVN focuses on solving problems, identifying a stable and long-term gas source in appropriate strategic direction and in accordance with the Group's overall strategy and wishes the Corporation overcome the difficulties and exceeded the set plan. In PVFCCo operations, PVN always stands side by side with the Corporation and shareholders in accordance with the rights and responsibilities of PVN.

11:50: End of discussion

Chairperson Nguyen Tien Vinh, on behalf of the Presidium, thanked the GSM, accepted and received the opinions of shareholders, committed to continue to receive opinions and exchanges with shareholders after the meeting through appropriate communication channels. The Chairperson suggested the Counting Board to continually announce the voting results of the election of the Board of Directors' member.

10. Announcement of the voting results for the Board of Directors' member

Mr. Dang Quoc Hung, on behalf of the Counting Board, reads the minutes of counting for the BOD's member as follows:

- Mr. Trinh Van Khiem: got 241,612,863 votes, reaching 80.69% (elected)

VI. Approval of Minutes, Resolution and close the meeting.

At 11:55, the General Shareholder Meeting finished, listened to the report on voting results and election results as well as approved contents in the agenda. Based on the agenda, meeting documents and developments and the announced vote counting results, Mr. Truong The Vinh, on behalf of the Secretary of the meeting, reported to the General Shareholder Meeting the draft Minutes and Resolution of the 2020 Annual General Shareholder Meeting of PetroVietnam Fertilizer and Chemicals Corporation-JSC, with the contents of the resolution as stated in Section V of this Minutes.

Mr. Nguyen Tien Vinh, Chairperson of the meeting requests the General Shareholder Meeting vote and the General Shareholder Meeting voted at the rate of 45/49 shareholders approving the Minutes and Resolutions of the meeting.

After the General Shareholder Meeting voted to approve the Minutes and Resolution of the meeting, Mr. Nguyen Tien Vinh, on behalf of the Presidium, give thanks to shareholders, delegates for attending the meeting and announced closing of the meeting of the 2020 Annual General Shareholder Meeting of PetroVietnam Fertilizer and Chemicals Corporation at 12:00 on 16 June 2020.

This minutes was recorded by Secretary, honestly stating the entire progress of the meeting, in accordance with the provisions of the Law on Enterprise and the Charter of PetroVietnam Fertilizer and Chemicals Corporation - JSC.

SECRETARY

(Signed)

Truong The Vinh

CHAIRPERSON

CHAIRMAN OF BOARD OF DIRECTORS

(Signed and sealed)

Nguyen Tien Vinh

Attn:

- BOD, SB;

- Archive: Stationary, BOD's office (TTV)

 No. 43/NQ/DHDCD

 Ho Chi Minh City, 16 June 2020

RESOLUTION

The 2020 Annual General Shareholder Meeting

GENERAL SHAREHOLDER MEETING

PETROVIETNAM FERTILIZER AND CHEMICALS CORPORATION – JSC

- Pursuant to the Law on Enterprises 2014;
- Pursuant to the current Charter of PetroVietnam Fertilizer and Chemicals Corporation – JSC;
- Basing on the Minutes of the meeting of the General Shareholder Meeting of PetroVietnam Fertilizer and Chemicals Corporation – JSC approved in the annual meeting on 16 June 2020,

HEREBY RESOLVED

Article 1. To approve reports, proposals in the meeting with the following contents:

1.1 To approve Report of Board of Directors for its activities, the 2019 production and business results of the Corporation with the following criteria:

No.	Criteria	Unit	The 2019 plan	The 2019 performance	Plan completion rate (%)
1	Production output				
1.1	Phu My Urea	Thousand tons	671.0	707.89	106%
1.2	UTC 85	Thousand tons	10.8	11.77	109%
1.3	NPK	Thousand tons	150.0	84.50	56%
1.4	NH3 (commercially)	Thousand tons	45.9	61.45	134%
2	Business output				
2.1	Phu My Urea	Thousand tons	680.0	691.17	102%
2.2	NPK		155.0	76.65	49%
2.3	Self-owned fertilizers	Thousand tons	232.5	207.89	89%
2.4	UFC 85	Thousand tons	8.0	8.40	105%
2.5	NH3 (commercially)		45.0	58.83	131%
2.6	CO2		44.0	51.18	116%
2.7	Chemicals	Thousand tons	1.4	1.63	116%
3	The Corporation financial criteria (consolidated)				
3.1	Total revenue	VND billion	8,645.3	7.831	91%
3.2	Before tax profits	VND billion	204.9	467.1	228%
3.3	After tax profits	VND billion	169.6	388.9	229%
3.4	Payment to the State Treasury	VND billion	205.7	127.9	62%
4	Financial criteria of the parent company				

4.1	Equity	VND billion	7,560.0	8,041.5	106%
4.2	Of which: charter capital	VND billion	3,914.0	3,914.0	100%
4.3	Total revenue	VND billion	8,400.0	7,006.1	83%
4.4	Before tax profits	VND billion	189.6	435.5	230%
4.5	After tax profits	VND billion	162.6	370.4	228%
5.6	After tax rate of return/charter capital	%	4.2	9.5	228%
4.7	Payment to the State Treasury	VND billion	188.3	106.7	57%
4.8	Investment				
4.8.1	Total investment	VND billion	772.0	116.3	15%
	Capital construction investment	VND billion	692.0	100.0	14%
	Equipment purchase	VND billion	80.0	16.3	20%
	Capital contribution investment	VND billion			
4.8.2	Capital sources for investment	VND billion	772.0	116.3	15%
	Equity	VND billion	498.0	41.8	8%
	Loan and others	VND billion	274.1	74.5	27%

1.2 To approve the 2020 production and business plan with the criteria:

a. Consolidated criteria

No.	Criteria	Unit	The 2020 plan
1.	Production plan		
1.1	Phu My Urea	Ton	785,000
1.2	NPK Phu My	Ton	180,000
1.3	UFC 85/Fomaldehyde	Ton	13,000
1.4	NH3 for commercial production and sale	Ton	57,750
2.	Business plan		
2.1	Phu My Urea	Ton	780,000
2.2	NPK Phu My	Ton	180,000
2.3	UFC 85/Fomaldehyde	Ton	9,000
2.4	NH3	Ton	55,000
2.5	Other fertilizers	Ton	189,000
2.6	CO2	Ton	50,000
2.7	Other chemicals	Ton	800
3.	Financial plan		
3.1	Total revenue	VND billion	9,237
3.2	Total fee	VND billion	8,724
3.3	Before tax profits	VND billion	513
3.4	After tax profits	VND billion	433
3.5	Payment to the State Treasury	VND billion	159

b. The parent company plan

No.	Criteria	Unit	The 2020 plan
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1	Equity	VND billion	7,589
2	Total revenue	VND billion	8,703
3	Before tax profit	VND billion	491
4	After tax profit	VND billion	421
5	After tax rate of return/charter capital	%	10.7
6	After tax rate of return /equity	%	5.5
7	Dividend/charter capital ratio	%	10
8	Payment to the State Treasury	VND billion	142
9	Capital sources for investment	VND billion	107
-	Capital contribution investment and purchase of assets and equipment	VND billion	107
-	Financial investment	VND billion	-

During the production and business activities, if there are criteria that need to be adjusted to appropriate with the operating situation, the General Shareholder Meeting authorizes the adjustment of the 2020 production and business plan (if any) for the Board of Directors to consider, decide and report to the General Shareholder Meeting at the latest General Shareholder Meeting.

1.3. To approve the parent company's financial statements and the 2019 Corporation's Consolidated Financial Statements audited by Deloitte Vietnam Company Limited.

1.4. To approve the 2019 Profit Distribution Plan and the 2020 Profit Distribution Plan:

a. The 2019 profit distribution plan:

No.	Criteria	Formula	Amount (VND)
1	The undistributed profit balance of the previous year carried over		325,884,080,695
2	After tax profit 2019		370,429,943,631
3	Deduction of fund from 2019 after-tax profit	(3=3.1+3.2)	75,431,588,726
3.1	Deduction of welfare and reward fund, of which:	According to provisions of the Circular No. 28/2016/TT- BLDTBXH dated 01 September 2016	33,945,600,000
	- <i>Welfare and reward fund for employee</i>		32,520,000,000
	- <i>Reward fund for manager</i>		1,425,600,000
3.2	Additional deduction of welfare and reward fund for employee		41,485,988,726
4	The 2019 remaining profits after deduction of funds	(4=1+2-3)	620,882,435,600
5	Dividend distribution		469,601,112,000
	Dividend per shares (VND/share)	12%/face value	1,200
6	Profits transferred to 2020	(6=4-5)	151,281,323,600

To assign the President&CEO of the Corporation to carry out the procedures for paying the 2019 dividends in accordance with the above plan (the remaining after deducting the dividend, paid in advance 500VND/share to shareholders).

b. The 2020 profit distribution plan:

No.	Criteria	Formula	Amount (VND)
1	The 2019 after tax profit carried over		151,281,323,600
2	The 2020 after tax profit according to approved plan		421,000,000,000
3	Deduction of fund from 2020 after-tax profit	(3=3.1+3.2)	85,794,375,000
3.1	Welfare and reward fund for employee	According to provision in the Circular No. 28/2016/TT- BLDTBXH dated 01 September 2016	84,250,000,000
3.2	Reward fund for manager		1,544,375,000
3.3	Additional deduction of welfare and reward fund for employee		20% % of benefits over plan
4	The 2020 remaining profits after deduction of funds	(4=2-3)	335,205,625,000
5	Total retaining profit until 2020	(5=1+4)	486,486,948,600
6	Dividend distribution		391,334,260,000
	Dividend per shares (VND/share)		1,000
7	Profits transferred to 2021	(7=5-6)	95,152,688,600

Based on the actual efficiency of the 2020 production and business activities to adjust the implementation of profit distribution in 2020 at the General Shareholder Meeting in 2021 accordingly.

1.5 To approve the 2019 Report on Supervisory Board activities, the 2020 performance plan.

1.6. To select an audit firm for the 2020 Financial Statements.

The General Shareholder Meeting approves and authorizes for the Board of Directors of the Corporation to select one of the following auditing firms to conduct audit of the 2020 Financial Statements:

- Deloitte Vietnam Company Limited
- PricewaterhouseCoopers Vietnam Company Limited
- Ernst & Young Vietnam Company Limited

1.7. To approve the 2019 report on remuneration, salary and bonus of the Board of Directors, the Supervisory Board and the 2020 plan (provisional number):

- The 2019 performance report: VND7,181,000,000.
- The 2020 estimation plan: VND7,884,000,000 (including 10% provision).

1.8. To approve the principle of finalizing the gas sale and purchase contract in 2019 between the Corporation and PetroVietnam Gas Joint Stock Corporation - JSC (PV Gas) as follows: "The amount of gas delivered to Phu My Fertilizer Plant is firstly allocated to the entire gas volumes from Bach Ho - Rong Doi Moi field. As for the gas shortage, PV Gas will allocate from other gas sources in from Cuu Long and Nam Con Son basins at the rate of 50% and 50% respectively. Freight is calculated basing on a certain source of gas.

1.9 To approve the policy: The General Shareholder Meeting authorizes the Board of Directors of the Corporation to seek and proactively decide the purchase of raw gas for production of Phu My Fertilizer Plant under the authority of the General Shareholder Meeting in accordance with the Corporation's needs for production and business activities and the direction of the competent authorities.

1.10. To approve the official dismissal of the Board of Directors' member, Mr. Nguyen Hong Vinh for the reason of retirement under the regime from 01 May 2020.

1.11. To approve the election result to supplement 01 member to the Board of Directors

- Mr. Trinh Van Khiem was elected as a member of the Board of Directors for a term of 5 years (2020-2025).

Article 2. The Resolution come into effective from the date of approval by the General Shareholder Meeting on 16 June 2020.

Article 3. Board of Directors, Management Board, Supervisory Board, Heads of Departments/Offices and related units of PetroVietnam Fertilizer and Chemicals Corporation – JSC shall be responsible for implementing the Resolution./.

Attn:

- As stated in Article 3;

- Archive: Stationary, BOD's office (TTV)

ON BEHALF OF GENERAL SHAREHOLDER MEETING

CHAIRMAN OF BOARD OF DIRECTORS

(Signed and sealed)

Nguyen Tien Vinh