

VIETNAM NATIONAL CHEMICAL GROUP  
NINH BINH PHOSPHATE FERTILIZER  
JOINT STOCK COMPANY

No.: 530/PLNB-CBTT

SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

Ninh Binh, April 14th, 2025

"Re: Submission of additional documents for the  
General Meeting of Shareholders"

## EXTRAORDINARY INFORMATION DISCLOSURE

To: Hanoi Stock Exchange

1. Name of the organization: Ninh Binh Phosphate Fertilizer Joint Stock Company  
- Stock code: NFC  
- Address: Bo Dau Hamlet, Ninh An Commune, Hoa Lu City, Ninh Binh Province  
- Phone: 02293.610863  
- Fax: 02293.610013  
- Email: sales@niferco.com.vn

### 2. Disclosed Information:

Following a thorough review of the disclosure documents for the Annual General Meeting of Shareholders 2025, Ninh Binh Phosphate Fertilizer Joint Stock Company respectfully submits the supplementary information regarding the election of members to the Board of Directors.

3. Publication of Information: This supplementary information has been published on the Company's website as of April 14th, 2025, at the following link: <http://niferco.com.vn>

We hereby affirm that the information provided above is accurate and correct. We take full responsibility under the law for the accuracy of the disclosed content. *on*

### Recipients:

- As addressed;
- Company Website;
- Accounting & Finance Archive.

REPRESENTATIVE OF THE ORGANIZATION  
Authorized Information Disclosure Person

  
*Nguyen Ngoc Thuan*  
Nguyen Ngoc Thuan



# **NINH BINH PHOSPHATE FERTILIZER JOINT STOCK COMPANY**

## **AGENDA ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025 (April 24, 2025)**

| No. | Time                                  | Agenda content                                                                                                                                                        |
|-----|---------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1   | 7 <sup>h</sup> 30 - 8 <sup>h</sup> 30 | Welcoming delegates and shareholders, distributing relevant documents, and verifying shareholder eligibility.                                                         |
| 2   | 8 <sup>h</sup> 30                     | Stating the purpose of the meeting, introducing delegates, and officially opening the General Meeting.                                                                |
| 3   |                                       | - Reporting on the results of shareholder eligibility verification.<br>- Introducing the Chairperson.                                                                 |
| 4   |                                       | The Chairperson appoints the Meeting Secretary, introduces the Vote Counting Committee for the General Meeting's approval.                                            |
| 5   |                                       | - Reading the regulations for organizing the Annual General Meeting of Shareholders 2025.<br>- Reading the Meeting agenda.                                            |
| 6   |                                       | Voting to approve the Meeting agenda and regulations for organizing the General Meeting.                                                                              |
| 7   |                                       | Report on the Board of Directors' performance and the Company's situation of corporate governance in 2024, business directions for 2025.                              |
| 8   |                                       | Report of the Board of Management on the production and business results in 2024 and solutions to implement the production and business plan of the Company for 2025. |
| 9   |                                       | Report on the Audited Financial Statements, income of the Board of Directors and Board of Management for 2024.                                                        |
| 10  |                                       | Report of the Company's Board of Supervisors for 2024.                                                                                                                |
| 11  |                                       | Proposal No. 1: Regarding profit distribution plan, fund allocation, and dividend payment for 2024.                                                                   |
| 12  |                                       | Proposal No. 2: Regarding profit and dividend plan for 2025. Advance payment of dividends for 2025.                                                                   |
| 13  |                                       | Proposal No. 3: Regarding salaries and remuneration for the Board of Directors and Board of Supervisors in 2024, and proposed salaries and remuneration for 2025.     |
| 14  |                                       | Proposal No. 4: Regarding the selection of an independent auditing firm for 2025.                                                                                     |
| 15  |                                       | Proposal No. 5: Regarding the contract for purchasing Apatite ore with Vietnam Apatit Limited Company                                                                 |
| 16  |                                       | - Opening discussion session<br>- Addressing shareholders' opinions at the General Meeting.<br>- Voting to approve the reports and proposals.                         |
| 17  |                                       | - Announcing the voting results for reports and proposals.                                                                                                            |
| 18  |                                       | Dismissal of a Member of the Board of Directors<br>Election of an Additional Member to the Board of Directors for the 2023–2028 Term                                  |





|    |  |                                                                                                                                                                                                                                                                                                                                      |
|----|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|    |  | <ul style="list-style-type: none"> <li>- Presentation of the Election Regulations for Additional BOD Member</li> <li>- Voting to Approve the Election Regulations</li> <li>- Reading of the Nomination Document for BOD Member</li> <li>- Finalizing the List of BOD Candidates</li> <li>- Voting for BOD Member Election</li> </ul> |
| 19 |  | Announcement of Election Results for the Board of Directors                                                                                                                                                                                                                                                                          |
| 20 |  | The secretary reads the draft Minutes and Resolution of the General Meeting.                                                                                                                                                                                                                                                         |
| 21 |  | Voting to approve the Minutes and Resolution of the General Meeting.                                                                                                                                                                                                                                                                 |
| 22 |  | Closing of the General Meeting.                                                                                                                                                                                                                                                                                                      |

**Note:**

All meeting documents are available on the Company's website: [Niferco.com.vn](http://Niferco.com.vn) 

**ORGANIZING COMMITTEE OF THE  
GENERAL MEETING**



*Ninh Binh, April , 2025*

**REGULATIONS ON THE SUPPLEMENTARY ELECTION OF A MEMBER OF THE  
BOARD OF DIRECTORS FOR THE TERM 2023–2028**

**At the Annual General Meeting of Shareholders 2025  
Ninh Binh Phosphate Fertilizer Joint Stock Company**

**Pursuant to:**

- The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, issued by the National Assembly of the Socialist Republic of Vietnam, and its guiding documents;
- The Charter on the Organization and Operation of Ninh Binh Phosphate Fertilizer Joint Stock Company;

The General Meeting of Shareholders (“GMS”) of Ninh Binh Phosphate Fertilizer Joint Stock Company hereby proceeds with the supplementary election of one (01) member of the Board of Directors (“BOD”) for the 2023-2028 term in accordance with the following regulations:

**A. Responsibilities of the Chairperson of the Meeting:**

- Propose the composition of the Election Committee for GMS approval;
- Oversee the process of candidate nomination and listing;
- Present the list of nominated and self-nominated candidates to the GMS;
- Supervise the voting and vote-counting process;
- Address and resolve any election-related complaints (if any).

**B. Content**

**I. Scope of Application**

- These regulations set out the conditions and procedures for nominating and electing a supplementary member to the Board of Directors for the 2023-2028 term.
- All shareholders and candidates must adhere strictly to the provisions herein.

**II. Nomination and Candidacy**

**1. Number of Vacancies:**

- One (01) additional member shall be elected to the Board of Directors.

**2. Required Application Documents:**

- A signed application for candidacy or nomination;



- A self-declared curriculum vitae;
- A copy of the permanent residence certificate and ID card/passport;
- Proof of shareholding ratio eligible for nomination/candidacy as stipulated in the Company Charter;
- The candidate shall be fully responsible before the law and the GMS for the accuracy and truthfulness of the submitted documents.

### **III. Principles of Nomination and Candidacy**

#### **1. Shareholding Requirements:**

- Shareholders recorded as of March 21, 2025 (record date) are entitled to nominate candidates based on the following voting share thresholds:

| <b>Shareholding Ratio</b>             | <b>Number of Nominated Candidates</b> |
|---------------------------------------|---------------------------------------|
| From 10% to less than 20%             | 1 candidate                           |
| From 20% to less than 30%             | 2 candidates                          |
| From 30% to less than 40%             | 3 candidates                          |
| From 40% to less than 50%             | 4 candidates                          |
| From 50% to less than 60%             | 5 candidates                          |
| From 60% to less than 70%             | 6 candidates                          |
| From 70% to less than or equal to 80% | 7 candidates                          |
| From 80% to less than 90%             | 8 candidates                          |

- In case the number of nominated candidates is insufficient, the Chairperson shall propose additional candidates for consideration.

#### **2. Candidate Eligibility Criteria:**

- + Must have full legal capacity and not be prohibited from managing enterprises;
- + Not required to be a shareholder of the Company;
- + Must be in good health and possess an awareness of legal compliance;
- + Should have relevant professional knowledge and experience in corporate governance or the Company's field of business;
- + Candidates currently holding executive positions must demonstrate proven leadership experience and practical management capabilities.

### **IV. Review and Approval of Candidate List**

The Organizing Committee shall receive, verify, and evaluate all applications. A list of eligible candidates will be compiled and submitted to the GMS for approval.

### **V. Election Principles, Voting Method, and Selection Criteria**

## **1. General Principles:**

- Conducted in compliance with applicable laws and the Company Charter;
- Carried out by secret ballot;
- Members of the Election Committee must not be among the candidates.

## **2. Voting Method:**

- 1- Cumulative Voting Method: Each delegate has a total number of votes equal to the number of shares owned and represented multiplied by the number of members to be elected (01 person). Delegates may allocate all their votes to one or more candidates at their discretion.
- 2- Ballot Distribution:
  - Each shareholder attending the meeting will be provided with a ballot by the Vote Counting Committee. The ballot includes the following information:
    - + Name of the shareholder or authorized representative; Total number of shares owned and represented;
    - + Total number of corresponding voting rights; A list of candidates for the Board of Directors arranged in alphabetical order by full name.
- 3- Voting Instructions:

Shareholders shall write the number of votes they wish to allocate to each trusted candidate. The total number of votes allocated must not exceed the total voting rights of the shareholder.

If, for any reason, a delegate needs to exchange their ballot before voting, the original ballot must be returned to the Vote Counting Committee to receive a new one. The committee must record the exchange, and each delegate is allowed to exchange their ballot only once.
- 4- Ballot Submission:

Ballots will be placed in a sealed ballot box, which will be publicly displayed before vote counting begins.
- 5- Valid Ballots:

A valid ballot must be issued by the Vote Counting Committee, and the total number of votes allocated must not exceed the voting rights of the delegate.
- 6- Invalid Ballots:

A ballot will be considered invalid if it falls under any of the following cases:

  - Not issued by the Vote Counting Committee;
  - Candidate names are crossed out;



- The number of votes exceeds the shareholder's voting rights;
- Votes are cast for individuals not listed as candidates;
- The ballot is torn, erased, or otherwise tampered with.

7- **Vote Counting:**

Vote counting will be conducted under the supervision of shareholder representatives.

8- **Vote Counting Report and Complaints Handling:**

The Vote Counting Committee is responsible for preparing a vote counting report, announcing the results, and working with the Chairperson of the meeting to resolve any shareholder complaints (if any).

9- **Ballot Archiving:**

Ballots will be stored in accordance with regulations and may be reviewed at the request of the General Meeting of Shareholders.

**3. Criteria for Election:**

- The candidate(s) with the highest number of valid votes shall be elected until the number of required members is fulfilled;
- In the event of a tie, a re-vote will be held among the tied candidates. If the tie persists, the candidate holding the greater number of shares (including represented shares) shall be deemed elected.

**VI. Effectiveness**

These Regulations shall take effect upon approval by the shareholders or authorized proxies representing more than 50% of the total voting shares present at the 2025 Annual General Meeting of Shareholders.

The Regulations shall remain in force until the conclusion of the Meeting.

This document constitutes the full text of the Regulations on the Supplementary Election of a Member of the Board of Directors to be submitted for approval by the General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval. *mn*

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

**Pham Manh Ninh**



**SOCIALIST REPUBLIC OF VIETNAM**

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**LETTER OF NOMINATION**

**Regarding the Nomination of a Member to the Board of Directors  
Ninh Binh Phosphate Fertilizer Joint Stock Company**

**To: The 2025 General Meeting of Shareholders  
Ninh Binh Phosphate Fertilizer Joint Stock Company**

Shareholder: Vietnam National Chemical Group

Enterprise Registration Number: 0100100061 Initial registration: October 13, 2010  
and sixth amendment: March 13, 2025

Head Office: No. 1A Trang Tien Street, Trang Tien Ward, Hoan Kiem District,  
Hanoi, Vietnam

Legal Representative: Mr. Nguyen Huu Tu

Position: General Director of Vietnam National Chemical Group

ID/Citizen Identification No.: 030077008403, issued on April 13, 2021

Issuing Authority: Department of Administrative Management for Social Order

Currently holding 51% of the charter capital of Ninh Binh Phosphate Fertilizer Joint  
Stock Company.

We hereby nominate the following individual to serve as a member of the Board of  
Directors of the Company for the term 2023–2028:

Full Name: Mr. Nguyen Minh Viet Hung

Date of Birth: October 20, 1976

Citizen Identification No.: 030076000200, issued on December 7, 2016

Issuing Authority: Department of Residence Registration and National Population  
Data

Residential Address: Group 4, Tu Lien Ward, Tay Ho District, Hanoi, Vietnam

Vietnam National Chemical Group shall bear full responsibility for the above  
nomination. *R*

**Recipients:**

- As addressed above;
- Authorized Representative of Contributed Capital at  
Ninh Binh Phosphate Fertilizer JSC;
- Party Committee of the Group (for reporting);
- Members' Council of the Group (for reporting);
- Supervisory Board of the Group (electronic copy);
- Archives: Administration Office, Human Resources  
and Organization Department.

Hanoi, April 11, 2025

**LEGAL REPRESENTATIVE**

**GENERAL DIRECTOR**

**(Signed and sealed)**

**Nguyen Huu Tu**