**PGS: Corporate Governance Report (first 6 months of 2016)**

**CORPORATE GOVERNANCE REPORT**

**(First 6 months of 2016)**

Company: **Petrovietnam Southern Gas JSC**

Address: 4th floor, No. 1 – 5 Le Duan, District 1, Ho Chi Minh City

Tel: (08) 39100324 Fax: (08) 39100097

Charter capital: VND 500,000,000,000

Stock Code: **PGS**

**I. BOD’s activities:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reason for not attending** |
| 1 | Mr. Do Tan | Chair of Board of Directors  | 5 | 100% |  |
| 2 | Mr. Vu Quy Hieu | Member of Board of Directors  | 5 | 100% |  |
| 3 | Mr. Nguyen Minh Ngoc | Member of Board of Directors  | 5 | 100% |  |
| 4 | Mr. Tran Van Nghi | Member of Board of Directors  | 2 | 100% | New appointment |
| 5  | Mr. Ha Anh Tuan | Member of Board of Directors  | 5 | 100% |  |

II. Board Resolutions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | 07/ NQ - KMN | 14 Jan 2016 | Revise the plan 2015 of PV Gas South Company |
| 2 | 16/ NQ - KMN | 22 Jan 2016 | Regular Board Meeting of Q.IV/ 2015; approve the operation result of 2015; approve the plan for transforming LPG Vietnam Co., Ltd into Mien Dong LPG Co., Ltd |
| 3 | 18/ NQ - KMN | 26 Jan 2016 | Approve the entire capital divestment from CNG Vietnam Joint Stock Company  |
| 4 | 40/ NQ - KMN | 07 Mar 2016 | Regular Board Meeting of Q.I/ 2016: approve the record date of exercising the right of attending annual General Meeting of Shareholders 2016 and date of holding annual General Meeting of Shareholders 2016; approve the establishment of organizing team for annual General Meeting of Shareholders 2016 |
| 5 | 67/ NQ - KMN | 11 Mar 2016 | Set up Branches directly under the Company |
| 6 | 120/ QD - KMN | 07 Apr 2016 | Appoint members of Board of Directors (Mr. Tran Van Nghi) |
| 7 | 121/ QD - KMN | 07 Apr 2016 | Appoint Deputy Director of the Company |
| 8 | 129/ NQ - KMN | 20 Apr 2016 | Regular Board Meeting of Q.II/ 2016: approve the materials to submit annual General Meeting of Shareholders 2016; approve the appointment of Ms. Nguyen Thi Bich Thuy to the position of Head of Accounts Division – Can Tho Branch  |
| 9 | 151/ NQ - KMN | 09 May 2016 | Approve the dividend payment 2015 and dividend advance of Jan 2016 in cash |
| 10 | 215/ NQ - KMN | 10 Jun 2016 | Approve the plan for new product development of the Company |

**III. List of PDMRs and connected persons**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Organizations/individuals** | **Title** | **Moment as connected persons/institutions** | **Moment as not connected persons/institutions** | **Reason** |
| 1 | Do Tan | Chair of Board of Directors  | 16 Oct 2014 |  |  |
|  | Nguyen Thi Thu Huong | Connected person | 16 Oct 2014 |  |  |
|  | Do Thi Thuc Ha | Connected person | 16 Oct 2014 |  |  |
|  | Do Toan | Connected person | 16 Oct 2014 |  |  |
| 2 | Vu Quy Hieu | Member of Board of Directors cum General Director  | 20 Apr 201216 Oct 2014 |  |  |
|  | Pham Thi Thu Ha | Connected person | 20 Apr 2012 |  |  |
|  | Vu Minh Hong | Connected person | 20 Apr 2012 |  |  |
|  | Vu Quy Hieu | Connected person | 20 Apr 2012 |  |  |
| 3 | Nguyen Minh Ngoc | Member of Board of Directors  | 20 Apr 2012 |  |  |
|  | Dao Van Hung | Connected person | 20 Apr 2012 |  |  |
|  | Dao Viet Nga | Connected person | 20 Apr 2012 |  |  |
|  | Dao Viet Huong | Connected person | 20 Apr 2012 |  |  |
| 4 | Ha Anh Tuan | Member of Board of Directors  | 28 Oct 2013 |  |  |
|  | Luu Cam Loc | Connected person | 28 Oct 2013 |  |  |
|  | Ha Cam Anh | Connected person | 28 Oct 2013 |  |  |
|  | Ha Ngoc Tram | Connected person | 28 Oct 2013 |  |  |
| 5 | Tran Van Nghi | Member of Board of Directors cum General Director  | 22 Oct 200807 Apr 2016 |  |  |
|  | Dinh Thi Bich Hien | Connected person | 22 Oct 2008 |  |  |
|  | Tran Thanh Nghia | Connected person | 22 Oct 2008 |  |  |
|  | Tran Hien Nhi | Connected person | 22 Oct 2008 |  |  |
| 6  | Dao Huu Thang | Deputy Director | 27 Oct 2014 |  |  |
|  | Nguyen Minh Trang | Connected person | 27 Oct 2014 |  |  |
|  | Dao Huu Bach | Connected person | 27 Oct 2014 |  |  |
|  | Dao Minh Anh | Connected person | 27 Oct 2014 |  |  |
| 7 | Nguyen Hai Long | Deputy Director | 26 Oct 2015 |  |  |
|  | Vu Thi Minh Hue | Connected person | 26 Oct 2015 |  |  |
|  | Nguyen Vu Hai Anh | Connected person | 26 Oct 2015 |  |  |
|  | Nguyen Vu Tram Anh | Connected person | 26 Oct 2015 |  |  |
| 8 | Dang Van Vinh | Deputy Director | 07 Apr 2016 |  |  |
|  | Pham Thi Luong | Connected person | 07 Apr 2016 |  |  |
|  | Dang Khanh Mai | Connected person | 07 Apr 2016 |  |  |
|  | Dang Bao Ngoc | Connected person | 07 Apr 2016 |  |  |
| 9 | Nguyen Thuc Quyen | Head of Supervisory Board  | 20 Apr 2012 |  |  |
|  | Pham Viet anh | Connected person | 20 Apr 2012 |  |  |
|  | Pham Ngan An | Connected person | 20 Apr 2012 |  |  |
|  | Pham Viet Khang | Connected person | 20 Apr 2012 |  |  |
| 10 | Vo Dinh Quang | Member of Supervisory Board  | 20 Apr 2012 |  |  |
|  | Nguyen Thi Huong Giang | Connected person | 20 Apr 2012 |  |  |
|  | Vo Nguyen Ngoc Ha | Connected person | 20 Apr 2012 |  |  |
|  | Vo Dinh Hao | Connected person | 20 Apr 2012 |  |  |
| 11 | Tran Thi Thu Hien | Member of Supervisory Board  | 16 Jan 2015 |  |  |
|  | Nguyen Ngoc Ninh | Connected person | 16 Jan 2015 |  |  |
|  | Nguyen Ngoc Minh Chau | Connected person | 16 Jan 2015 |  |  |
|  | Nguyen Ngoc Ha Chau | Connected person | 16 Jan 2015 |  |  |
| 12 | Ngo An Hoa | Chief Accountant  | 16 Dec 2014 |  |  |
|  | Dinh Thi My Hanh | Connected person | 16 Dec 2014 |  |  |
|  | Ngo An Khanh Ngan | Connected person | 16 Dec 2014 |  |  |
| 13 | Ha Thi Hop | Information disclosure official | 22 Aug 2008 |  |  |
|  | Ha Dinh Dung | Connected person | 22 Aug 2008 |  |  |
|  | Ha Dinh Duc Huy | Connected person | 22 Aug 2008 |  |  |
|  | Ho Duc Anh | Connected person | 22 Aug 2008 |  |  |

**IV. Transactions of PDMRs and connected persons/institutions**

1. List of PDMRs and connected persons

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name  | Trading account | Position of PDMR at the company (if any) | Shareholding at the end of the term | Shareholding percentage at the end of the term | Note |
| **1** | **Do Tan** | **068006854** | **Chair of BoD** | **0** | **0** |  |
|  | Nguyen Thi Thu Huong |  | Connected person |  |  |  |
|  | Do Thi Thuc Ha |  | Connected person |  |  |  |
|  | Do Toan |  | Connected person |  |  |  |
| **2** | **Vu Quy Hieu** | **045C102535** | **Member of BoD cum Director** | **0** |  |  |
|  | Pham Thi Thu Ha |  | Connected person |  |  |  |
|  | Vu Minh Hong |  | Connected person |  |  |  |
|  | Vu Quy Hieu |  | Connected person |  |  |  |
| **3** | **Nguyen Minh Ngoc** | **045C103889** | **Member of BoD** | **0** |  |  |
|  | Dao Van Hung |  | Connected person |  |  |  |
|  | Dao Viet Nga |  | Connected person |  |  |  |
|  | Dao Viet Huong |  | Connected person |  |  |  |
| **4** | **Vu Van Thuc** | **045C103198** | **Member of BOD cum Deputy Director** | **0** |  |  |
|  | Cao Thi Thanh Thuy |  | Connected person | 0 |  |  |
|  | Vu Hoang Khoi Nguyen |  | Connected person |  |  |  |
|  | Vu Hoang Minh Tuan |  | Connected person |  |  |  |
| **5** | **Ha Anh Tuan** | **045C103517** | **Member of BoD** | **13,157** |  |  |
|  | Luu Cam Loc |  | Connected person |  |  |  |
|  | Ha Cam Anh |  | Connected person |  |  |  |
|  | Ha Ngoc Tam |  | Connected person |  |  |  |
| **6** | **Tran Van Nghi** | **009074078** | **Deputy Director** | **0** |  |  |
|  | Dinh Thi Bich Hien |  | Connected person |  |  |  |
|  | Tran Thanh Nghia |  | Connected person |  |  |  |
|  | Tran Hien Nhi |  | Connected person |  |  |  |
|  | Tran Van Nghiem |  | Connected person |  |  |  |
|  | Tran Thi Nhuan |  | Connected person |  |  |  |
| **7** | **Dao Huu Thang** |  | **Deputy Director** | **0** |  |  |
|  | Nguyen Minh Trang |  | Connected person |  |  |  |
|  | Dao Huu Bach |  |  |  |  |  |
|  | Dao Minh Anh |  |  |  |  |  |
| **8** | **Nguyen Hai Long** |  | Deputy Manager  |  |  |  |
|  | Vu Thi Minh Hue |  |  |  |  |  |
|  | Nguyen Vu Hai Anh |  |  |  |  |  |
|  | Nguyen Vu Tram Anh |  |  |  |  |  |
| **9** | **Nguyen Thuc Quyen** | **045C103883** | **Head of Supervisory Board** | **14,473** |  |  |
|  | Pham Viet Anh |  | Connected person |  |  |  |
|  | Pham Ngan An |  | Connected person |  |  |  |
|  | Pham Viet Khang |  | Connected person |  |  |  |
| **10** | **Vo Dinh Quang** | **045C104720** | **Member of Supervisory Board** | **0** |  |  |
|  | Nguyen Thi Huong Giang |  | Connected person |  |  |  |
|  | Vo Nguyen Ngoc Ha |  | Connected person |  |  |  |
|  | Vo Dinh Hao |  | Connected person |  |  |  |
| **11** | **Tran Thi Thu Hien** | **045C106842** | **Member of Supervisory Board** | **5,000** |  |  |
|  | Nguyen Ngoc Ninh |  | Connected person |  |  |  |
|  | Nguyen Ngoc Minh Chau |  | Connected person |  |  |  |
|  | Nguyen Ngoc Ha Chau |  | Connected person |  |  |  |
|  | Tran Quang Hung |  | Connected person |  |  |  |
|  | Pham Thi Trong |  | Connected person |  |  |  |
| **12** | **Ngo An Hoa** | **045C106001** | **Chief Accountant** | **0** |  |  |
|  | Dinh Thi My Hanh |  | Connected person |  |  |  |
|  | Ngo An Khanh Ngan |  | Connected person |  |  |  |
| **13** | **Ha Thi Hop** | **045C102959** | **Information Disclosure Official** | **0** |  |  |
|  | Ha Dinh Dung | 045C104007 | Connected person |  |  |  |
|  | Ha Dinh Duc Huy |  | Connected person |  |  |  |
|  | Ha Dinh Duc Anh |  | Connected person |  |  |  |

2. Share transactions

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Name | Relationship with PDMRs | Shareholding at the beginning of the term | Shareholding at the end of the term | Reasons |
| Share | Percentage | Share | Percentage |
|  |  |  |  |  |  |  |  |