**PXI: Annual Corporate Governance Report 2023**

On January 05, 2024, Petroleum Industrial And Civil Construction Joint Stock Company announced Report No. 01/BC-CNDD-HDQT on corporate governance in 2023 as follows:

* Vietnamese name of Company: CÔNG TY CỔ PHẦN XÂY DỰNG CÔNG NGHIỆP VÀ DÂN DỤNG DẦU KHÍ
* English name of Company: PETROLEUM INDUSTRIAL AND CIVIL CONSTRUCTION JOINT STOCK COMPANY
* Abbreviated name: PVC – IC
* Company’s Logo:
* Charter capital: VND 300,000,000,000
* Head office: No. 35D, 30/4 Street, Ward 9, Vung Tau City, Ba Ria - Vung Tau Province
* Tel (0254) 3 834 784 Fax (0254) 3 839 925
* Email: info@pvc-ic.com.vn Website: <http://pvc-ic.com.vn>
* Securities code: PXI
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the Manager.
* Internal audit execution: Unimplemented.
1. Activities of the General Meeting of Shareholders

Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting shareholders' opinions via a ballot):

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| No. | General Mandates/Decision No. | Date of promulgation | Contents |
| 1 | 73/NQ-CNDD/DHDCD | April 28, 2023 | Annual General Mandate 2023 |

1. The Board of Directors
2. Information about members of the Board of Directors:
	1. The period from January 01, 2023, to April 28, 2023

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| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Elected/appointment date | Dismissal date |
| 1 | Mr. Ngo Bui Ngoc | * Member of the Board of Directors
* Chair of the Board of Directors
 | November 29, 2022 |  |
| 2 | Mr. Tran Ngoc Lam | - Executive member of the Board of Directors | December 28, 2021 | April 28, 2023 |
| 3 | Mr. Tran Sy Huan | - Independent member of the Board of Directors | November 29, 2022 |  |

* 1. The period from April 28, 2023 to December 31, 2023

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Elected/appointment date | Dismissal date |
| 1 | Mr. Ngo Bui Ngoc | * Member of the Board of Directors
* Chair of the Board of Directors
 | November 29, 2022 |  |
| 2 | Ms. Le Thi Thu Huyen | - Executive member of the Board of Directors | April 28, 2023 |  |
| 3 | Mr. Tran Sy Huan | - Independent member of the Board of Directors | November 29, 2022 |  |

1. Resolutions/Decisions

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| --- | --- | --- | --- |
| No. | Resolutions/Decisions No. | Date of document published | Contents |
| I | Board Resolution |  |  |
| 1 | 01/NQ-CNDD/HDQT | January 06, 2023 | On arranging job title salary for the Chair of the Board of Directors and Manager of PVC-IC |
| 2 | 06/NQ-CNDD/HDQT | February 14, 2023 | Approve the structure and rearrangement of departments of Petroleum Industrial And Civil Construction Joint Stock Company |
| 3 | 13/NQ-CNDD/HDQT | February 23, 2023 | On approving the policy of renting a part of the land area of 8,070.6m2 |
| 4 | 20/NQ-CNDD/HDQT | March 02, 2023 | On approving the policy of liquidation plan for service contract No. 21/2016/HDDV-CNDD-BQLDA.DT |
| 5 | 23/NQ-CNDD/HDQT | March 17, 2023 | On the organization plan of PVC-IC Annual General Meeting of Shareholders 2023 |
| 6 | 27/NQ-CNDD/HDQT | March 23, 2023 | On approving the renewal of Contract Performance Guarantee and amendments to the prepayment guarantee of Contract No. 21/2014/HDKT-PVCIC dated April 15, 2014 |
| 7 | 38/NQ-CNDD/HDQT | April 07, 2023 | On the assignment of the production and business plan for 2023 to the Board of Directors of Petroleum Industrial And Civil Construction Joint Stock Company |
| 8 | 39/NQ-CNDD/HDQT | April 10, 2023 | On the agenda and contents of draft documents of Petroleum Industrial And Civil Construction Joint Stock Company's Annual General Meeting of Shareholders 2023 |
| 9 | 43/NQ-CNDD/HDQT | April 13, 2023 | On the introduction of personnel elected as members of PVC-IC Supervisory Board  |
| 10 | 48/NQ-CNDD/HDQT | April 20, 2023 | On the liquidation of tools and equipment |
| 11 | 51/NQ-CNDD/HDQT | April 22, 2023 | On approving the agenda and dossiers of PVC-IC’s Annual General Meeting of Shareholders 2023  |
| 12 | 65/NQ-CNDD/HDQT | April 25, 2023 | On supplementing the agenda and dossiers of PVC-IC’s Annual General Meeting of Shareholders 2023 |
| 13 | 79/NQ-CNDD/HDQT | May 11, 2023 | On approving key production and business activities and production and business plan for May 2023 of Petroleum Industrial And Civil Construction Joint Stock Company’s Board of Managers  |
| 14 | 86/NQ-CNDD/HDQT | June 12, 2023 | On approving the renewal of Contract Performance Guarantee and amendments to the prepayment guarantee of Contract No. 21/2014/HDKT/PVC-PVCIC dated April 15, 2014 |
| 15 | 87/NQ-CNDD/HDQT | June 12, 2023 | On approving the renewal of Contract Performance Guarantee, Contract No. XD02/2016/SH1-PVC-PVCIC dated April 25, 2016 |
| 16 | 91/NQ-CNDD/HDQT | June 19, 2023 | On approving the key production and business activities and production and business plan for June 2023 of Petroleum Industrial And Civil Construction Joint Stock Company’s Board of Managers |
| 17 | 93/NQ-CNDD/HDQT | June 28, 2023 | On approving the selection of an audit consulting company for the Financial Statements 2023 of Petroleum Industrial And Civil Construction Joint Stock Company |
| 18 | 105/NQ-CNDD/HDQT | August 10, 2023 | On approving the liquidation of equipment and containers at Thai Binh 2 Thermal Power Plant of Petroleum Industrial And Civil Construction Joint Stock Company |
| 19 | 119/NQ-CNDD/HDQT | December 08, 2023 | On approving the renewal of Contract Performance Guarantee, Contract No. XD02/2016/SH1-PVC-PVCIC dated April 25, 2016 |
| 20 | 121/NQ-CNDD/HDQT | December 15, 2023 | On approving the renewal of Contract Performance Guarantee and amendments to the prepayment guarantee of Contract No. 21/2014/HDKT/PVC-PVCIC dated April 15, 2014 |
| II | Decision |  |  |
| 1 | 02/QD-CNDD/HDQT | January 06, 2023 | On arranging the salary of Mr. Ngo Bui Ngoc - Chair of PVC-IC’s Board of Directors |
| 2 | 03/QD-CNDD/HDQT | January 06, 2023 | On arranging the salary of Mr. Le Minh Hai - The Manager of PVC-IC |
| 3 | 07/QD-CNDD/HDQT | February 14, 2023 | On the dissolution of the Finance-General Department and the Investment Project Management Board of PVC-IC  |
| 4 | 08/QD-CNDD/HDQT | February 14, 2023 | On the establishment of PVC-IC’s Organization and Administration Department |
| 5 | 09/QD-CNDD/HDQT | February 14, 2023 | On the establishment of PVC-IC’s Finance and Accounting Department |
| 6 | 10/QD-CNDD/HDQT | February 14, 2023 | On supplementing functions, duties and changing the name of the Electromechanical Department to the Electromechanical - Project Department of PVC-IC Company |
| 7 | 19/QD-CNDD/HDQT | March 02, 2023 | On approving and promulgating Regulations on internal expenditure of PVC-IC  |
| 8 | 21/QD-CNDD/HDQT | March 02, 2023 | On approving and promulgating "Regulations on clerical work of PVC-IC Company" |
| 9 | 30/QD-CNDD/HDQT | March 28, 2023 | On the establishment of the Organizing Committee for PVC-IC Annual General Meeting of Shareholders 2023 |
| 10 | 31/QD-CNDD/HDQT | March 28, 2023 | On the establishment of the Shareholder's Eligibility Verification Committee to attend PVC-IC Annual General Meeting of Shareholders 2023. |
| 11 | 78/QD-CNDD/HDQT | May 11, 2023 | On the assignment of duties to members of the Board of Directors of Petroleum Industrial And Civil Construction Joint Stock Company |
| 12 | 90/QD-CNDD/HDQT | June 16, 2023 | On supplementing the job title coefficient of executive Supervisory Board member of Petroleum Industrial And Civil Construction Joint Stock Company |

1. Activities of the Supervisory Board
2. Information about members of the Supervisory Board:
	1. The period from January 01, 2023 to April 28, 2023

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Tran Thi Thanh Hue | Chief of the Supervisory Board | June 29, 2020April 28, 2023 | Bachelor of Business Administration and Bachelor of Accounting |
| 2 | Ngo Truc Vy | Memberof the Supervisory Board | July 03, 2017 | Bachelor of Economics |
| 3 | Ngo Thi Thu Hoai | Member of the Supervisory Board | June 29, 2020 | Bachelor of Economics |

* 1. The period from April 28, 2023 to December 31, 2023

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ngo Thi Thu Hoai | Chief of the Supervisory Board | April 28, 2023 | Bachelor of Economics in Accounting, Master of Business Administration |
| 2 | Pham Van Hung | Member of the Supervisory Board | April 28, 2023 | Industrial and Civil Electrical Engineer |
| 3 | Ngo Truc Vy | Member of the Supervisory Board | July 03, 2017 | Bachelor of Economics |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| Appointment date | Dismissal date |
| 1 | Mr. Le Minh Hai | December 10, 1976 | Construction Engineer; Master in Construction of Underground Works | December 07, 2022 |  |
| 2 | Mr. Nguyen Van Hoanh | September 10, 1965 | Bachelor of Economics - Major: Basic Construction Accounting | June 01, 2016 |  |
| 3 | Mr. Pham Manh Cuong | July 11, 1970 | Machine Manufacturing Technology Engineer - Mechanical Manufacturing Industry | July 23, 2015 |  |

1. Chief Accountant

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| Appointment date | Dismissal date |
| 1 | Mr. Le Ngoc Hoang | May 14, 1967 | Bachelor of Industrial Management | February 20, 2013 |  |

1. Training on corporate governance
2. List of affiliated persons of the public company and transactions between the affiliated persons of the Company and the Company itself:
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, and affiliated persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/organization | Relations with the Company | NSH No.\*, Date of issue, Place of issue | Head office address/Contact address | Time of transaction | Number of General Mandate/Resolution/ Decision of the General Meeting of Shareholder or the Board of Directors approving the transaction (state the issuance date if any) | Quantity and share ownership rate after transactions | Note |
| 1 | Petro Vietnam Construction Joint Stock Corporation | Holding Company;  | organizations owning more than 10% of the Company's voting shares |  | From January 1, 2023 to December 31, 2023 | Payment of contracts signed between PVC-IC and Petro Vietnam Construction Joint Stock Corporation |  |  |

1. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries, companies under the control of the listed company: None
2. Transactions between the Company and other entities:
	1. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, the Executive Manager have been founding members or members of the Board of Directors, Executive Manager for the past three (03) years (as of the time of reporting): None
	2. Transactions between the Company and the companies that affiliated person of members of Board of Directors, members of the Supervisory Board, the Executive Manager have been members of the Board of Directors, the Executive Manager: None
	3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, the Supervisory Board, the Executive Manager: None
3. Share transactions of PDMR and affiliated persons of PDMR
4. Company’s share transactions of the Company's PDMR and affiliated persons:
* May 26, 2023: Notice on the share transaction by PDMR - Ms. Ngo Thi Thu Hoai, Chief of the Supervisory Board who registered to sell 10,000 shares, expected time to carry out the transaction: from June 1, 2023 until July 1, 2023.
* June 6, 2023: Report on results of share transaction of PDMR and affiliated persons of PDMR - Ms. Ngo Thi Thu Hoai, Chief of the Supervisory Board who sold 10,000 shares in order to recover investment capital, transaction time: from June 1, 2023 to June 6, 2023.

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| --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with the PDMR | Number of shares owned at the beginning of the period | Number of shares owned at the end of the period | Reasons for increase or decrease (buy, sell, convert, reward, etc.) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Ngo Thi Thu Hoai | Chief of the Supervisory Board of the Company | 10,000 | 0.033% | 0 | 0% | Sell to recover capital investment |

1. Other issues: