**PXS: Annual Corporate Governance Report 2023**

On January 23, 2024, Petroleum Equipment Assembly & Metal Structure J.S.C announced Report No. 11/BC-KCKL-HDQT on the corporate governance in 2023 as follows:

* Name of Company: Petroleum Equipment Assembly & Metal Structure J.S.C
* Head office address: 02 Nguyen Huu Canh, Thang Nhat Ward, Vung Tau city, Ba Ria - Vung Tau Province, Vietnam.
* Phone number: 0254.3.848,229 – Fax: 0254.3.848404
* Website: www.pvc-ms.vn - Email: [sales@pvc-ms.vn](mailto:sales@pvc-ms.vn)
* Charter capital: VND 600 billion
* Securities code: PXS:
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Manager.
* Internal audit execution:

1. Activities of the General Meeting of Shareholders:

Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Content |
| 1 | 57/NQ-KCKL-DHDCD | April 28, 2023 | Annual General Mandate 2023 |

1. The Board of Directors:
2. Information about members of the Board of Directors

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Vu Minh Cong | Chair of the Board of Directors (Non-executive) | January 12, 2023 |  |
| 2. | Dinh Van Hung | Chair of the Board of Directors (Non-executive) |  | January 12, 2023 |
| 3. | Vu Minh Cong | Member of the Board of Directors (non-executive) |  | January 12, 2023 |
| 4. | Dinh Van Hung | Member of the Board of Directors (non-executive) | January 12, 2023 |  |
| 5. | Dinh Van Tan | Member of the Board of Directors (non-executive) | June 30, 2020 |  |
| 6. | Lim Hau Guan | Member of the Board of Directors (non-executive) | June 30, 2020 |  |
| 7. | Le Minh Hai | Independent member of the Board of Directors | June 1, 2022 | April 28, 2023 |
| 8. | Tran Minh Ngoc | Independent member of the Board of Directors | April 28, 2023 |  |

1. Board Resolutions/Board Decisions in 2023:
2. Board Resolutions/Board Decisions in 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 7/NQ-KCKL-HDQT | January 31, 2023. | Resolution on approving the plan to issue warranty guarantee for the contract of package A2 of Long Son project at Military Bank |
| 2 | 15/NQ-KCKL-HDQT | February 10, 2023. | Resolution on personnel work |
| 3 | 18/NQ-KCKL-HDQT | February 24, 2023. | Resolution on establishing the Executive Board of Dai Hung Topside Manufacturing Project Phase 3 and personnel work |
| 4 | 19/QD-KCKL-HDQT | February 24, 2023. | Decision on establishing the Executive Board of Dai Hung Topside Manufacturing Project Phase 3 and personnel work |
| 5 | 21/NQ-KCKL-HDQT | February 27, 2023. | Resolution on plan to receive credit to issue guarantees for economic contracts at Vietnam Public Joint Stock Commercial Bank - PVcomBank |
| 6 | 24/NQ-KCKL-HDQT | February 07, 2023. | Resolution on approving the plan on the organization of the Annual General Meeting of Shareholders 2023 of PVC-MS |
| 7 | 25/QD-KCKL-HDQT | February 07, 2023. | Decision on establishing the Direction Committee and Working Group of the Annual General Meeting of Shareholders 2023 of PVC-MS |
| 8 | 28/NQ-KCKL-HDQT | March 17, 2023. | Resolution on approving the plan to rearrange and reorganize functional departments, subordinate units and personnel work |
| 9 | 29/QD-KCKL-HDQT | March 17, 2023. | Decision on approving the plan to rearrange and reorganize functional departments, subordinate units and personnel work |
| 10 | 31/QD-KCKL-HDQT | March 21, 2023. | Decision on establishing a team to verify the expense estimate of the implementation of the bidding package to provide services for manufacturing the upper structure of the wellhead platform DH01 |
| 11 | 39/QD-KCKL-HDQT | April 11, 2023. | Decision on re-promulgating the Regulations on functions, tasks and powers of PVC-MS functional departments and departments |
| 12 | 47/QD-KCKL-HDQT | April 24, 2023. | Decision on establishing the Shareholder's Eligibility Verification Committee of the Annual General Meeting of Shareholders 2023 of PVC-MS. |
| 13 | 54/NQ-KCKL-HDQT | April 27, 2023. | Resolution on approving the acceptance of credit at the National Citizen Bank |
| 14 | 57/NQ-KCKL-HDQT | April 28, 2023. | The Annual General Meeting of Shareholders 2023 of PVC-MS. |
| 15 | 61/QD-KCKL-HDQT | May 12, 2023. | Decision on dismissing the person in charge of corporate governance-cum-Secretariat of the Company |
| 16 | 62/QD-KCKL-HDQT | May 12, 2023. | Decision on appointing the person in charge of Corporate Governance-cum-Secretariat of the Company |
| 17 | 65/QD-KCKL-HDQT | May 12, 2023. | Decision on establishing the Direction Committee of a series of events to celebrate the 40th anniversary of PVC-MS Company |
| 18 | 66/QD-KCKL-HDQT | May 12, 2023. | Decision on establishing the Organization Committee of a series of events to celebrate the 40th anniversary of PVC-MS Company |
| 19 | 68/NQ-KCKL-HDQT | May 18, 2023. | Resolution on approving the policy of cooperation in providing infrastructure services, vacant land at Port yard for manufacturing metal structures and Petroleum Equipment |
| 20 | 69/QD-KCKL-HDQT | May 18, 2023. | Decision on assigning duties for members of the Board of Directors of PVC-MS |
| 21 | 72/QD-KCKL-HDQT | May 25, 2023. | Decision on promulgating the Regulation on organization and operation of the Executive Board of Dai Hung Topside Manufacturing Project Phase 3 |
| 22 | 73/QD-KCKL-HDQT | May 26, 2023. | Decision on assigning production and business plan for 2023 of PVC-MS. |
| 23 | 74/QD-KCKL-HDQT | May 29, 2023. | Decision on approving the settlement of the Company's management expenses in 2022 and the plan for 2023 |
| 24 | 77/QD-KCKL-HDQT | May 30, 2023. | Decision on appointing an audit company to audit the Financial Statements 2023 |
| 25 | 79/QD-KCKL-HDQT | May 31, 2023. | Decision on approving the liquidation of damaged fixed assets that are not capable of recovery |
| 26 | 80/QD-KCKL-HDQT | May 31, 2023. | Decision on re-promulgating the Regulation on Organization of Security Team |
| 27 | 81/QD-KCKL-HDQT | May 31, 2023. | Decision on approving adjustment and supplementation of the staff management plan for the period of 2023-2025 of PVC-MS |
| 28 | 82/NQ-KCKL-HDQT | June 05, 2023. | Resolution on personnel work to agree the reappointment of Deputy Manager |
| 29 | 84/QD-KCKL-HDQT | June 05, 2023. | Decision on re-promulgating the Regulation on organization of production team. |
| 30 | 85/NQ-KCKL-HDQT | June 08, 2023. | Resolution on personnel work |
| 31 | 90/QD-KCKL-HDQT | June 09, 2023. | Decision on approving the salary fund and remuneration in 2022 and Labor and salary plan for 2023. |
| 32 | 95/QD-KCKL-HDQT | June 22, 2023. | Decision on re-promulgating the Regulation on Clerical Work |
| 33 | 96/QD-KCKL-HDQT | June 22, 2023. | Decision on re-promulgating the Regulation on Management, Use and Provision of Information on the Website |
| 34 | 98/NQ-KCKL-HDQT | June 22, 2023. | Resolution on approving the signing of the Contract and Expense Estimation of Topside WHP DH01 Manufacturing Service Package Lot 05.1 A |
| 35 | 100/NQ-KCKL-HDQT | June 26, 2023. | Resolution on personnel work |
| 36 | 109/QD-KCKL-HDQT | July 03, 2023. | Decision on reappointing Mr. Nguyen Anh Tuan as Deputy Manager of PVC-MS |
| 37 | 114/NQ-KCKL-HDQT | July 11, 2023. | Resolution on approving the plan to issue bid guarantees for bidding packages at Military Commercial Joint Stock Bank - Vung Tau branch |
| 38 | 117/NQ-KCKL-HDQT | July 12, 2023. | Approve the guarantee issuance plan for the contract settlement agreement dated December 24, 2022 - Package A2 - Long Son Petrochemical Complex Project at Vung Tau Military Commercial Joint Stock Bank - Vung Tau Branch |
| 39 | 123/QD-KCKL-HDQT | July 24, 2023. | Decision on re-promulgating the Regulation on Occupational Safety Commendation of PVC-MS Company |
| 40 | 124/QD-KCKL-HDQT | July 24, 2023. | Decision on re-promulgating the Recruitment and Training Regulations of PVC-MS Company |
| 41 | 126/QD-KCKL-HDQT | July 26, 2023. | Decision on re-promulgating the Safety Regulation of PVC-MS Company |
| 42 | 140/NQ-KCKL-HDQT | August 28, 2023. | Resolution on personnel work |
| 43 | 145/NQ-KCKL-HDQT | August 30, 2023. | Resolution on approving the signing of the contract for the Manufacture and Installation of Wind Power Stand |
| 44 | 146/QD-KCKL-HDQT | September 08, 2023. | Decision on establishing the Executive Board of the Wind Power Stand Manufacturing Project |
| 45 | 148/NQ-KCKL-HDQT | September 18, 2023. | Resolution on personnel work |
| 46 | 150/QD-KCKL-HDQT | September 19, 2023. | Decision on establishing the Direction Committee and the Company Communication and Culture Implementation Group |
| 47 | 157/NQ-KCKL-HDQT | September 29, 2023. | Resolution on approving the expense estimate of the bidding package for the service provision of Wind Power Base Manufacture and Installation |
| 48 | 160/QD-KCKL-HDQT | October 5, 2023. | Decision on promulgating the Regulation on Organization and Operation of the Executive Board of the Wind Power Stand Manufacturing Project |
| 49 | 161/QD-KCKL-HDQT | October 10, 2023. | Decision on promulgating the Contract Management Regulation of PVC-MS Company |
| 50 | 162/QD-KCKL-HDQT | October 16, 2023. | Decision on approving the adjustment of several contents in the Regulations on functions, tasks and powers of functional departments and departments of PVC-MS Company |
| 51 | 163/QD-KCKL-HDQT | October 19, 2023. | Decision on re-promulgating the Regulation on lump sum construction contract of PVC-MS Company |
| 52 | 168/NQ-KCKL-HDQT | November 6, 2023. | Resolution on personnel work |
| 53 | 172/QD-KCKL-HDQT | November 9, 2023. | Decision on assigning staff for overseas business trips |
| 54 | 176/NQ-KCKL-HDQT | November 16, 2023. | Resolution on approving guarantee issuance plan at Joint Stock Commercial Bank for Investment and Development of Vietnam - Ha Dong Branch |
| 55 | 177/NQ-KCKL-HDQT | November 17, 2023. | Resolution on personnel work |
| 56 | 186/NQ-KCKL-HDQT | December 1, 2023. | Resolution changing personnel to hold the position of Chair of the Board of Directors of PVC-MS Company |
| 57 | 188/QD-KCKL-HDQT | December 1, 2023. | Decision on assigning duties for members of the Board of Directors |
| 58 | 189/QD-KCKL-HDQT | December 4, 2023. | Decision approving the plan to liquidate fixed assets in the last 6 months of 2022 |
| 59 | 192/NQ-KCKL-HDQT | December 15, 2023. | Resolution on personnel work |

1. The Supervisory Board:
2. Information about members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member | Position | Date of appointment | Qualification |
| 1 | Nguyen Thi Thuy Trang | Chief of the Supervisory Board | June 30, 2020 | Bachelor of Economics |
| 2 | Hoang Van Hai | Member of the Supervisory Board: | June 30, 2020 | Master in Business Administration  Bachelor of Basic Construction Finance |
| 3 | Nguyen Thi Thu Anh | Non-executive Supervisory Board | June 1, 2022 | Bachelor of Accounting |

1. The Executive Board

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Position | Date of birth | Professional Qualification | Date of appointment |
| 1 | Phan Khac Man | Manager | January 01, 1983. | Manufacturing Mechanical Engineer | June 22, 2022. |
| 2 | Thai Doan Thuyet | Deputy Manager | July 25, 1963. | Construction and Machine Engineer | January 14, 2021. |
| 3 | Tran Quang Ngoc | Deputy Manager | June 1, 1966. | Mining Engineer / Master of Business Administration | June 29, 2020. |
| 4 | Nguyen Anh Tuan | Deputy Manager | November 24, 1975. | Petroleum Geological Engineer | July 3, 2023. |
| 5 | Le Sanh Thanh | Deputy Manager | November 24, 1971. | Mechanical Engineer | January 14, 2021. |

1. The Chief Accountant:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment/dismissal | | Note |
| Appointment date | Dismissal date |
| 1 | Pham Quang Binh | October 11, 1980. | Bachelor of Finance and Banking | November 11, 2022. | June 27, 2023 | Deputy in charge of Business Finance Department |
| 2 | Le Minh Phong | August 3, 1978 | Bachelor of Economics, Banking and Finance + Irrigation Engineer | June 27, 2023 |  | Deputy in charge of Business Finance Department |

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

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 1. No. | Name of organization/individual | Relations with the Company | NSH\* No., date of issue, place of issue | Head office address/Contact address | Time of transaction | Approved General Mandate/ Decision No. of General Meeting of Shareholders or Board Resolution/ Board Decision No. | Content, quantity, total value of transaction | Note |
| 1 | Executive Board of DA Thai Binh 2 Thermal Power Plant | Under PetroCons Corporation | Business Registration Certificate No. 3500102365-033 dated December 20, 2007 in Department of Planning and Investment of Ha Noi | Hamlet 3, Lead Thien Village, My Loc Commune, Thai Thuy District, Thai Binh Province | 2023 | According to the Internal regulations on corporate governance; | 20,679,253,669 |  |
| 2 | Executive Board of DA PVC in the South | Under PetroCons Corporation | Business Registration Certificate No. 3500102365-032 Dated December 20, 2007 Department of Planning and Investment of Ha Noi | 6th Floor, Saigon PVC Building, 11 Nguyen Gia Thieu, Ward 6, District 3, HCMC | 2023 | According to the Internal regulations on corporate governance; | 1,771,439,032 |  |

Notes: NSH Number\*: ID Card/Passport No. (for individuals) or Business Registration Certificate, License on Operations or equivalent legal documents (for institutions)/NSH No.

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None.
2. Transactions between the Company and other entities: None.
3. Share transactions of PDMR and affiliated persons of PDMR
4. Transactions of PDMR and affiliated persons on the Company’s shares:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | 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, ...) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Dinh Van Hung | 126,290 | 0.21% | 6,090 | 0.01% | Sell |

IX. Other significant issues: None.