**PVX: Annual Corporate Governance Report 2023**

On January 24, 2024, Petro Vietnam Construction Joint Stock Corporation (PetroCons) announced Report No. 11/BC-XLDK on the corporate governance in 2023 as follows:

* Name of Company: Petro Vietnam Construction Joint Stock Corporation (PetroCons).
* Head office address: 14th Floor, Vietnam Petroleum Institute Building, No. 167 Trung Kinh Street, Yen Hoa Ward, Cau Giay District, Hanoi, Vietnam.
* Tel: 024.37689291 Fax: 024.37689290 Email: [info@pvc.vn](mailto:info@pvc.vn)
* Charter capital: VND 4,000,000,000,000
* Securities code: PVX
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: There is an Internal Audit department under the Finance Accounting and Auditing Department.

1. Activities of the General Meeting of Shareholders:

Information about 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 Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 146/NQ-DHDCD – XLDK | June 06, 2023 | Annual General Mandate 2023 |
| 2 | 232/NQ-DHDCD- XLDK | October 2, 2023 | Extraordinary General Mandate 2023 |

II. The Board of Directors

1 Information about members of the Board of Directors:

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| --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Nghiem Quang Huy | Chair of the Board of Directors | November 4, 2021 |  |
| 2 | Mr. Chu Thanh Hai | Members of the Board of Directors | June 30, 2021 |  |
| 3 | Mr. Tran Hai Bang | Members of the Board of Directors | June 30, 2021 |  |
| 4 | Mr. Nguyen Hoai Nam | Members of the Board of Directors | January 20, 2022 |  |
| 5 | Mr. Pham Van Khanh | Independent member of the Board of Directors | June 24, 2020 |  |

1. Board Resolutions/Board Decisions (2023):

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 16/NQ-XLDK | February 7, 2023 | Resolution on approving the implementation of the structure and arrangement of Departments/Departments of the unit by the Representative of the Corporation's capital at PVC-IC |
| 2 | 33/NQ-XLDK | February 24, 2023 | Resolution on approving the implementation of the plan to arrange and reorganize functional departments and affiliated units by the Representative of the Corporation's capital at PVC-MS |
| 3 | 38/NQ-XLDK | March 16, 2023 | Resolution on implementing production and business tasks in 2023 of Petro Vietnam Construction Joint Stock Corporation |
| 4 | 39/NQ-XLDK | March 21, 2023 | Resolution on amending the debt repayment guarantee (2nd time) at Joint Stock Commercial Bank for Investment and Development of Vietnam - Ha Dong Branch |
| 5 | 56/NQ-XLDK | April 6, 2023 | Resolution on the work of officers/Representatives of the Corporation's capital at Petroleum Pipeline and Tank Construction Joint Stock Company |
| 6 | 58/NQ-XLDK | April 10, 2023 | Resolution on approving the organization plan and content of the Annual General Meeting of Shareholders 2023 of Petro Vietnam Construction Joint Stock Corporation |
| 7 | 70/NQ-XLDK | April 17, 2023 | Resolution on the Program Content of the Annual General Meeting of Shareholders 2023 of Petroleum Pipeline and Tank Construction Joint Stock Company |
| 8 | 82/NQ-XLDK | April 4, 2023 | Resolution on the Program Content of the Annual General Meeting of Shareholders 2023 of Petroleum Industrial & Civil Construction JSC |
| 9 | 88/NQ-XLDK | April 24, 2023 | Resolution on the Program Content of the Annual General Meeting of Shareholders 2023 of Petroleum Dong Do Joint Stock Company (PetroCons-Dong Do) |
| 10 | 89/NQ-XLDK | April 24, 2023 | Resolution on the Program Content of the Annual General Meeting of Shareholders 2023 of Petroleum Equipment Assembly & Metal Structure., JSC (PVC-MS) |
| 11 | 90/NQ-XLDK | April 25, 2023 | Resolution on approving the introduction of personnel changes to independent members of the Board of Directors of PVC-MS |
| 12 | 92/NQ-XLDK | April 25, 2023 | Resolution on perfecting the work of officers/Representatives of PetroCons' capital at Petroleum Industrial & Civil Construction JSC (PVC-IC) |
| 13 | 97/NQ-XLDK | April 25, 2023 | Resolution on approving to perfect the work of officers/Representatives of PetroCons' capital, DOBC Board of Directors member from local source |
| 14 | 106/NQ-XLDK | May 5, 2023 | Resolution on adjusting the Conditions of Credit Limit Contract No. 01/2022/2084729/HDTD between Petro Vietnam Construction Joint Stock Corporation and Joint Stock Commercial Bank for Investment and Development of Vietnam - Ha Dong Branch |
| 15 | 114/NQ-XLDK | May 11, 2023 | Resolution on approving staff work at Mien Trung Petroleum Construction JSC (PVC-MT) |
| 16 | 123/NQ-XLDK | May 26, 2023 | Resolution on introducing personnel to be members of the Supervisory Board and to hold the position of Head of the Supervisory Board of PVC-HN |
| 17 | 125/NQ-XLDK | May 26, 2023 | Resolution on changing the position of officers/Representatives of Petrocons' capital at Duyen Hai Petro Construction Investment Joint Stock Company (PVC Duyen Hai) |
| 18 | 146/NQ-XLDK | June 6, 2023 | Annual General Mandate 2023 of Petro Vietnam Construction Joint Stock Corporation |
| 19 | 159/NQ-XLDK | June 14, 2023 | Resolution on introducing changes to the staff/representative of PetroCons' capital at PVC-Me and PVC-ID |
| 20 | 168/NQ-XLDK | June 16, 2023 | Resolution on the Program Content of the Annual General Meeting of Shareholders 2023 of Binh Son Refining and Petrochemical Company Limited (PVC - Binh Son) |
| 21 | 183/NQ-XLDK | June 26, 2023 | Resolution on the Program Content of the Annual General Meeting of Shareholders 2023 of PetroVietnam Urban Development JSC (PVC - Mekong) |
| 22 | 184/NQ-XLDK | June 27, 2023 | Board Resolution on Adjust the debt repayment guarantee (3rd time) at Joint Stock Commercial Bank for Investment and Development of Vietnam - Ha Dong Branch |
| 23 | 187/NQ-XLDK | June 28, 2023 | Resolution on changing the position of officers/representatives of PetroCons' capital at PVC-Mekong |
| 24 | 191/NQ-XLDK | June 29, 2023 | Resolution on approving staff work at PVC-Binh Son |
| 25 | 199/NQ-XLDK | July 20, 2023 | Resolution on introducing personnel to hold the position of pVc-hN Manager |
| 26 | 203/NQ-XLDK | August 1, 2023 | Resolution on the resignation of Mr. Nguyen Trung Tri from the position of Deputy General Manager of the Corporation |
| 27 | 205/NQ-XLDK | August 1, 2023 | Resolution on approving the Representative of PetroCons' capital at PVC Duyen Hai to reappoint the Company Manager |
| 28 | 209/NQ-XLDK | August 21, 2023 | Resolution on approving the maximum foreign ownership rate at Petro Vietnam Construction Joint Stock Corporation |
| 29 | 14/NQ-XLDK | August 30, 2023 | Resolution on approving the plan to collect shareholders' opinions via a ballot in 2023 of Petro Vietnam Construction Joint Stock Corporation |
| 30 | 218/NQ-XLDK | September 7, 2023 | Resolution on introducing/approving personnel to join the Board of Directors, Pvc-me Supervisory Board |
| 31 | 225/NQ-XLDK | September 15, 2023 | Resolution on accepting and appointing the Head of Technical - Safety Department of the Corporation |
| 32 | 232/NQ-XLDK | October 2, 2023 | Annual General Mandate of Petro Vietnam Construction Joint Stock Corporation |
| 33 | 234/NQ-XLDK | October 2, 2023 | Resolution on approving the appointment of Deputy General Manager of the Corporation for Mr. Pham Trung Kien |
| 34 | 236/NQ-XLDK | October 4, 2023 | Resolution on approving the Representative of the Corporation's capital at Petroleum Interior Decoration JSC (PVC-ID) to vote on the dismissal and additional election of members of the Supervisory Board of the Company |
| 35 | 243/NQ-XLDK | October 25, 2023 | Resolution on approving the reappointment of the Deputy General Manager of the Corporation for Mr. Nguyen Van Dong |
| 36 | 250/NQ-XLDK | November 6, 2023 | Resolution on approving the resignation of Mr. Hoang Quyet Thang from the position of Deputy General Manager of the Corporation |
| 37 | 252/NQ-XLDK | November 22, 2023 | Resolution on approving the reappointment of the Deputy General Manager of the Corporation for Mr. Bui Son Truong |
| 38 | 254/NQ-XLDK | November 22, 2023 | Resolution on introducing changes in personnel holding the position of the Chair of the Board of Directors of PVC-MS |
| 39 | 258/NQ-XLDK | November 30, 2023 | Resolution on changing the capital representative and introducing changes in personnel holding the position of the Chair of the Board of Directors of PVC Thai Binh |
| 40 | 262/NQ-XLDK | May 12, 2023 | Resolution on appointing a representative of PetroCons' capital and introducing personnel to join the Board of Directors and the Supervisory Board of PVC-SG |
| 41 | 266/NQ-XLDK | December 6, 2023 | Resolution on changing personnel holding the position of the Manager of Petroleum Pipeline and Tank Construction Joint Stock Company (DOBC) |
| 42 | 272/NQ-XLDK | December 28, 2023 | Resolution on approving the work of the General Manager of Petro Vietnam Construction Joint Stock Corporation |
| II | Board Decisions |  | |
| 1 | 02/QD-XLDK | January 5, 2023 | Decision on approving and promulgating the Working Coordination Regulations between the Board of Directors and the General Manager of Petro Vietnam Construction Joint Stock Corporation |
| 2 | 03/QD-XLDK | January 6, 2023 | Decision on amending the Charter of Organization and Operation of the Corporation PetroCons |
| 3 | 9/QD-XLDK | January 16, 2023 | Decision on approving and promulgating Training Regulations of the Parent Company of Petro Vietnam Construction Joint Stock Corporation |
| 4 | 31/QD-XLDK | February 22, 2023 | Decision on approving to send Mr. Phan Tu Giang - General Manager of the Corporation on a business trip abroad |
| 5 | 35/QD-XLDK | February 28, 2023 | Decision on temporarily approving the management cost plan 2023 of the Corporation's Parent Company and the management cost plan 2023 of the Corporation Agency |
| 6 | 47/QD-XLDK | March 28, 2023 | Decision on establishing the Organizing Committee of the Annual General Meeting of Shareholders 2023 of Petro Vietnam Construction Joint Stock Corporation |
| 7 | 67/QD-XLDK | April 14, 2023 | Decision on approving the management cost settlement of the Corporation Agency in 2022 |
| 8 | 68/QD-XLDK | April 14, 2023 | Decision on approving the Labor Deployment Plan at the Corporation in 2023 |
| 9 | 71/QD-XLDK | April 17, 2023 | Decision on approving to adjust the content of Internal Expenditure Regulations of Petro Vietnam Construction Joint Stock Corporation |
| 10 | 93/QD-XLDK | April 25, 2023 | Decision on assigning the management of PetroCons' capital contribution to the Capital Representative at Petroleum Industrial & Civil Construction JSC (PVC-IC) |
| 11 | 98/QD-XLDK | April 25, 2023 | Decision on assigning the management of PetroCons' capital contribution to the Capital Representative at Petroleum Pipeline and Tank Construction Joint Stock Company (DOBC) |
| 12 | 126/QD-XLDK | May 26, 2023 | Decision on assigning the management of PetroCons' capital contribution to the Capital Representative at Duyen Hai Petro Construction Investment Joint Stock Company (PVC Duyen Hai) |
| 13 | 147/QD-XLDK | June 7, 2023 | Decision on approving and promulgating Regulations on management of materials, machinery and equipment of Petro Vietnam Construction Joint Stock Corporation |
| 14 | 150/QD-XLDK | June 8, 2023 | Decision on approving the management cost settlement 2022 of the Executive Board of the Vung Ang - Quang Trach Project |
| 15 | 151/QD-XLDK | June 8, 2023 | Decision on approving the management cost settlement 2022 of the Executive Board of Ethanol Factory Project |
| 16 | 152/QD-XLDK | June 8, 2023 | Decision on approving the management cost settlement 2022 of the Executive Board of Polyester Fiber Factory project |
| 17 | 153/QD-XLDK | June 9, 2023 | Decision on approving the management cost settlement 2022 of the Executive Board of PVC projects in the South |
| 18 | 160/QD-XLDK | June 14, 2023 | Decision on assigning management of PetroCons' capital contribution to the Capital Representative at Petroleum Interior Decoration JSC (PVC-ID) |
| 19 | 161/QD-XLDK | June 14, 2023 | Decision on changing the Representative of PetroCons' capital at Petroleum Mechanical Executing & Essembly JSC (PVC-ME) |
| 20 | 166/QD-XLDK | June 15, 2023 | Decision on approving the management cost settlement 2022 of the Executive Board of Thai Binh 2 Thermal Power Plant project |
| 21 | 172/QD-XLDK | June 20, 2023 | Decision on approving the results of assessment of the level of fulfillment of responsibilities and tasks of PetroCons Representatives at other Enterprises in 2022 |
| 22 | 176/QD-XLDK | June 22, 2023 | Decision on the application of remuneration levels for part-time members of the Supervisory Board of Petro Vietnam Construction Joint Stock Corporation |
| 23 | 182/QD-XLDK | June 23, 2023 | Decision on: Approval on the selection of an audit company for the Parent Company's Financial Statements and the Corporation's Consolidated Financial Statements for 2023 |
| 24 | 188/QD-XLDK | June 28, 2023 | Decision on assigning management of PetroCons' capital contribution to the Capital Representative at PVC- Mekong |
| 25 | 204/QD-XLDK | August 1, 2023 | Decision on resigning from the position of Deputy General Manager of the Corporation |
| 26 | 207/QD-XLDK | August 7, 2023 | Decision on approving the management cost plan 2023 of the Corporation's Parent Company and the management cost plan 2023 of the Corporation Agency |
| 27 | 235/QD-XLDK | October 2, 2023 | Decision on approving the appointment of Deputy General Manager of the Corporation for Mr. Pham Trung Kien |
| 28 | 240/QD-XLDK | October 6, 2023 | Decision on amending the Charter of Organization and Operation of the Corporation PetroCons |
| 29 | 241/QD-XLDK | Octorber 6, 2023 | Decision on approving and issuing the "PetroCons Cultural Handbook" |
| 30 | 242/QD-XLDK | October 10, 2023 | Decision on sending officers to participate in the training course on national defense and security knowledge for subjects 2, course 121 in 2023 |
| 31 | 244/QD-XLDK | October 25, 2023 | Decision on approving the reappointment of Deputy General Manager of the Corporation for Mr. Nguyen Van Dong |
| 32 | 251/QD-XLDK | November 6, 2023 | Decision on approving the resignation of Mr. Hoang Quyet Thang from the position of Deputy General Manager of the Corporation |
| 33 | 253/QD-XLDK | November 22, 2023 | Decision on the reappointment of the Deputy General Manager of the Corporation for Mr. Bui Son Truong |
| 34 | 255/QD-XLDK | November 22, 2023 | Decision on reallocation of capital of the representative of the Corporation's capital at PVC-MS |
| 35 | 259/QD-XLDK | November 30, 2023 | Decision on the assignment of management of PetroCons' capital contribution to the Capital Representative at PVC Thai Binh |
| 36 | 263/QD-XLDK | December 5, 2023 | Decision on appointing a Representative to manage PetroCons' capital at PVC-SG |
| 37 | 273/QD-XLDK | December 28, 2023 | Deccision on the resignation of Mr. Phan Tu Giang from the position of the General Manager of Petro Vietnam Construction Joint Stock Corporation |
| 38 | 274/QD-XLDK | Deecember 28, 2023 | Decision on the reception and appointment of Mr. Tran Quoc Hoan as the General Manager of Petro Vietnam Construction Joint Stock Corporation |

III The Supervisory Board:

1 Information about the members of the Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Mr. Hua Xuan Nam | Chief | July 1, 2021 | Master of Business Administration Bachelor of Economics - Accounting |
| 2 | Mr. Phung Van Sy | Non-executive member | July 1, 2021 | Engineer majoring in Control and Automation of Refining Petrochemical Technologies. |
| 3 | Mr. Nguyen Ngoc Cuong | Non-executive member | 7/1/2021 | Thermal Electrical Engineer, Bachelor in Investment Economics |

IV. 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. Phan Tu Giang | June 7, 1972 | Electrical Equipment Engineer | August 6, 2021 |  |
| 2 | Mr. Nguyen Trung Tri | May 15, 1972 | Master of Business Administration  Architect  Bachelor of Politics |  | July 1, 2023 |
| 3 | Mr. Nguyen Van Dong | April 30, 1965 | Bachelor of Economics | July 08, 2011 |  |
| 4 | Mr. Bui Son Truong | March 24, 1970 | Master in Business Administration  Manufacturing Mechanical Engineer | October 29, 2018 |  |
| 5 | Vu Manh Quang | January 12, 1979 | Thermal Engineer | September 16, 2021 |  |
| 6 | Hoang Quyet Thang | December 12, 1979 | Welding technology and metal materials technology engineer |  | November 1, 2023 |
| 7 | Pham Trung Kien | June 26, 1978 | Petroleum Machinery and Chemical Equipment Engineer | October 2, 2023 |  |

V. The 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 | Vu Minh Cong | January 30, 1979 | Bachelor of Economics | January 04, 2022 |  |

1. Training course on corporate governance:
2. List of affiliated persons of the public company (2023) and transactions between the affiliated person 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, affiliated persons of PDMR: None.
4. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries, companies controlled by the listed company: None.
5. Transactions between the Company and other entities:
   1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, the Executive General Manager have been being founding members or members of the Board of Directors, the Executive General Manager for the past three (03) years (calculated at the time of reporting): None.
   2. Transactions between the Company and the companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Executive General Manager are members of the Board of Directors, the Executive General Manager: None.
   3. Other transactions (if any) that can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board and the Executive General Manager: None.
6. Stock transactions of PDMR and affiliated persons of PDMR (Annual Report)
7. Transactions of PDMR and persons related to shares of listed company None.
8. Other significant issues None.