**PVC: Annual Corporate Governance 2023**

On January 26, 2024, Petrovietnam Chemical and Services Corporation announced Report No. 147/BC-PVChem on corporate governance in 2023 as follows:

* Name of public company: Petrovietnam Chemical and Services Corporation
* Head office address: 6th floor, Vietnam Petroleum Institute, No. 167 Trung Kinh Street, Yen Hoa Ward, Cau Giay District, Hanoi City
* Tel: 024.3514.0350 Fax: 024.3856.2552 Email: pvchem.com.vn
* Charter capital: VND 811,944,630,000
* Securities code: PVC
* Corporate governance model as per Point b, Article 137 of the Enterprise Law: General Meeting of Shareholders, Board of Directors, General Manager, Audit Committee under the Board of Directors
* Internal audit execution: The Internal Audit Committee of the PVChem executed internal audit according to the annual plan approved by the Board of Directors. In 2023, the Internal Audit Committee completed the approved internal audit plan as per Decision No. 1476/QD-PVChem dated December 29, 2022 of PVChem the Board of Directors.
1. Activities of PVChem General Meeting of Shareholders of in 2023:

Information about meetings and General Mandate 2023 are as follows:

* Minutes of the Annual General Meeting of Shareholders No. 758/BB-PVChem dated June 26, 2023;
* Minutes of the Annual General Meeting of Shareholders No. 766/NQ-PVChem dated June 26, 2023
1. Activities of the Board of Directors in 2023:
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 | Mr. Truong Dai Nghia | Chair of the Board | April 26, 2018 |  |
| 2 | Mr. Phan Cong Thanh | Member of the Board of Directors-cum-General Manager | June 28, 2021 |  |
| 3 | Mr. Tran Hong Kien | Independent member of the Board of Directors | December 26, 2019 |  |
| 4 | Mr. Nguyen Ngoc Quynh | Member of Board of Directors | June 22, 2020 |  |
| 5 | Mr. Ha Duy Tan | Member of Board of Directors | June 22, 2020 |  |

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Promulgation date | Content |
| 1 | 1488/NQ-PVChem | December 29, 2023 | Resolution on approving the use of proceeds from the public offering of additional shares to existing shareholders of PVChem in 2023 |
| 2 | 1495/NQ-PVChem | December 29, 2023 | Resolution on staff work at PVChem-CS company |
| 3 | 1448/NQ-PVChem | December 22, 2023 | Resolution on approving the results of the public offering of additional shares to existing shareholders of PVChem in 2023 |
| 4 | 1403/NQ-PVChem | December 13, 2023 | Resolution on approving the results of exercising the right to buy shares of existing shareholders and the plan to handle fractional shares and shares not fully purchased by existing shareholders in the public offering of additional shares to existing shareholders in 2023 |
| 5 | 1377/NQ-PVChem | December 06, 2023 | Resolution on the staff work at PVChem |
| 6 | 1246/NQ-PVChem | November 03, 2023 | Approve the results of share issuance to increase share capital from owner’s equity |
| 7 | 1201/NQ-PVChem | October 18, 2023 | Resolution on approving the meeting content of M-I Oil & Gas Services Vietnam Limited Liability Company’s Board of Members in 2023 |
| 8 | 925/NQ-PVChem | July 28, 2023 | Resolution on staff work at Petrovietnam Chemical and Services Corporation |
| 9 | 886/NQ-PVChem | July 20, 2023 | Resolution on officially approving the production and business plan for 2023 of Petrovietnam Chemical and Services Corporation - Research and Development and Technical Services Center Branch |
| 10 | 885/NQ-PVChem | July 20, 2023 | Resolution on officially approving the production and business plan for 2023 of Petrovietnam Chemical and Services Corporation - Petroleum Chemical Services Branch/Petroleum Chemical Services Company Limited |
| 11 | 884/NQ-PVChem | July 20, 2023 | Resolution on officially approving the production and business plan for 2023 of Petrovietnam Chemical and Services Corporation - Industrial Technical Services Branch/PVChem Industrial Technical Services Company Limited |
| 12 | 883/NQ-PVChem | July 20, 2023 | Resolution on officially approving the production and business plan for 2023 of DMC - Southern Petroleum Chemicals Joint Stock Company |
| 13 | 882/NQ-PVChem | July 20, 2023 | Resolution on officially approving the production and business plan for 2023 of PVChem Drilling Mud and Services Company Ltd |
| 14 | 881/NQ-PVChem | July 20, 2023 | Resolution on officially approving the production and business plan for 2023 of PVChem – Tech Company Limited |
| 15 | 837/NQ-PVChem | July 12, 2023 | Resolution on approving the contractor selection for the Financial Statements 2023 of Petrovietnam Chemical and Services Corporation |
| 16 | 815/NQ-PVChem | July 04, 2023 | Resolution on staff work at the Holding Company (PVChem) and DMC - Southern |
| 17 | 782/NQ-PVChem | June 29, 2023 | Resolution on implementing the share issuance plan to increase charter capital in 2023 and the list of registration dossiers for offering |
| 18 | 750/NQ-PVChem | June 23, 2023 | Resolution approving staff work policy at the Holding Company and member units |
| 19 | 690/NQ-PVChem | June 14, 2023 | Resolution on adjusting the time to hold the Annual General Meeting of Shareholders 2023 |
| 20 | 681/NQ-PVChem | June 13, 2023 | Resolution on staff work at PVChem-ITS |
| 21 | 660/NQ-PVChem | June 08, 2023 | Resolution on temporarily approving additional supplement to the capital limit target assigned to PVChem-CS Branch in the plan for 2023 |
| 22 | 643/NQ-PVChem | June 06, 2023 | Resolution on staff work at the Holding Company (PVChem) |
| 23 | 626/NQ-PVChem | May 31, 2023 | Resolution on staff work at DMC - Southern |
| 24 | 586/NQ-PVChem | May 19, 2023 | Resolution on approving the criteria for investor selection to receive the transfer of PVChem's capital at DMC-VTS |
| 25 | 582/NQ-PVChem | May 17, 2023 | Resolution on approving the transfer plan of PVChem's capital at DMC-VTS |
| 26 | 576/NQ-PVChem | May 16, 2023 | Resolution on staff work at PVChem-Tech |
| 27 | 543/NQ-PVChem | May 10, 2023 | Resolution on staff work of DMC - Southern |
| 28 | 489/NQ-PVChem | April 25, 2023 | Resolution on adjusting the time to hold the PVChem Annual General Meeting of Shareholders 2023 |
| 29 | 463/QD-PVChem | April 20, 2023 | Resolution on promulgating PVChem action program to implement Resolution No. 01/NQ-CP dated January 06, 2023 of the Government on main duties and solutions to implement socio-economic development plan, State budget estimate and improve the business environment and national competitiveness in 2023 |
| 30 | 447/NQ-PVChem | April 17, 2023 | Resolution on approving the content of voting for personnel to participate in the DMC - Southern Board of Directors  |
| 31 | 446/NQ-PVChem | April 17, 2023 | Resolution on approving meeting contents of the DMC - Southern General Meeting of Shareholders 2023 |
| 32 | 433/NQ-PVChem | April 13, 2023 | Resolution on approving the realized salary fund in 2022 for DMC - Southern |
| 33 | 418/NQ-PVChem | April 12, 2023 | Resolution on after-tax profit distribution in 2022 of PVChem-Tech |
| 34 | 417/NQ-PVChem | April 12, 2023 | Resolution on the after-tax profit distribution in 2022 of DMC |
| 35 | 403/NQ-PVChem | April 10, 2023 | Resolution on promulgating the thrift practice and anti-waste program in 2023 of PVChem |
| 36 | 379/NQ-PVChem | April 04, 2023 | Resolution on approving the content of voting for personnel changes at M-I Vietnam |
| 37 | 371/NQ-PVChem | April 03, 2023 | Resolution approving staff work policy at PVChem-CS |
| 38 | 211/NQ-PVChem | February 28, 2023 | Resolution on approving additional capital contribution to increase charter capital for PVChem – Tech Company Limited |
| 39 | 149/NQ-PVChem | February 15, 2023 | Resolution on approving the content of the Financial Management Regulations of DMC - Southern |
| 40 | 05/NQ-PVChem | January 04, 2023 | Resolution on staff work at PVChem-CS |
| 41 | 768/NQ-PVChem | June 26, 2023 | Resolution approving the result of appointing Chair of the Board of Directors |

Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Decision No. | Promulgation date | Content |
| 1 | 1379/QD-PVChem | December 06, 2023 | Decision on appointing Mr. Vu An as PVChem Deputy General Manager |
| 2 | 1353/QD-PVChem | December 04, 2023 | Decision on dismissing Mr. Truong Viet Phuong from being the Deputy General Manager |
| 3 | 1329/QD-PVChem | November 27, 2023 | Decision on promulgating regulations on management of staffs and employees who go on business trips and take leave to handle personal matters abroad |
| 4 | 1328/QD-PVChem | November 27, 2023 | Decision on sending staffs on on business trips abroad |
| 5 | 1009/QD-PVChem | August 17, 2023 | Decision on promulgating Operational Regulations of Petrovietnam Chemical and Services Corporation - Industrial Technical Services Branch |
| 6 | 982/QD-PVChem | August 10, 2023 | Decision on sending staffs on on business trips abroad |
| 7 | 928/QD-PVChem | July 28, 2023 | Decision on reappointing Mr. Truong Viet Phuong as Deputy General Manager of Petrovietnam Chemical and Services Corporation |
| 8 | 926/QD-PVChem | July 28, 2023 | Decision on reappointing Mr. Tran Van Trinh as Chief Accountant of Petrovietnam Chemical and Services Corporation |
| 9 | 816/QD-PVChem | July 04, 2023 | Decision on reappointing Mr. Nguyen Trong Hien as Chief of the Holding Company’s Office (PVChem) |
| 10 | 688/QD-PVChem | June 13, 2023 | Decision on appointing Mr. Nguyen Kim Manh Hoang as PVChem-ITS Manager (terminable) |
| 11 | 686/QD-PVChem | June 13, 2023 | Decision on appointing Mr. Bui Tuan Ngoc as PVChem-ITS Chair (terminable) |
| 12 | 647/QD-PVChem | June 06, 2023 | Decision on title salary ranking for Mr. Ta Dinh Khang, Chief of Internal Audit Committee |
| 13 | 646/QD-PVChem | June 06, 2023 | Decide on salary and business-trip fee for the Internal Audit Committee |
| 14 | 645/QD-PVChem | June 06, 2023 | Decision on transferring and appointing of Mr. Ta Dinh Khang as Chief of the Internal Audit Committee (terminable) |
| 15 | 632/QD-PVChem | June 01, 2023 | Decision on transfering the Internal Audit Committee to PVChem Audit Committee |
| 16 | 618/QD-PVChem | May 30, 2023 | Decision on approving PVChem Industrial Technical Services Company Limited’s Charter on Organization and Operation |
| 17 | 616/QD-PVChem | May 30, 2023 | Decision on establishing PVChem Industrial Technical Services Company Limited |
| 18 | 578/QD-PVChem | May 16, 2023 | Decision on transfering Mr. Bui Xuan Nang to PVChem-Tech |
| 19 | 573/QD-PVChem | May 16, 2023 | Decision on terminating labor relations with Mr. Pham Minh Duc |
| 20 | 556/QD-PVChem | May 12, 2023 | Decision on Mr. Nguyen Viet Thang, the Person in charge of PVChem Goverance to stop concurrently performing duties at the PVChem Project Board |
| 21 | 555/QD-PVChem | May 12, 2023 | Decision on dissolving the Project Board |
| 22 | 463/QD-PVChem | April 20, 2023 | Decision on promulgating PVChem action program to implement Resolution No. 01/NQ-CP dated January 06, 2023 of the Government on main duties and solutions to implement socio-economic development plan, State budget estimate and improve the business environment and national competitiveness in 2023 |
| 23 | 449/QD-PVChem | April 17, 2023 | Decision on approving the amended content of the memorandum of agreement with Mr. Tran Hong Kien |
| 24 | 448/QD-PVChem | April 17, 2023 | Decision on raising title salary for Mr. Phan Cong Thanh - PVChem General Manager |
| 25 | 434/QD-PVChem | April 13, 2023 | Decision on approving the realized salary fund in 2022 for PVChem-Tech |
| 26 | 432/QD-PVChem | April 13, 2023 | Decision on approving the realized salary fund in 2022 for DMC |
| 27 | 431/QD-PVChem | April 13, 2023 | Decision on approving the realized salary fund in 2022 for PVChem-CS |
| 28 | 430/QD-PVChem | April 13, 2023 | Decision on approving the realized salary fund in 2022 for PVChem-RT |
| 29 | 429/QD-PVChem | April 13, 2023 | Decision on approving the realized salary fund in 2022 for PVChem-ITS |
| 30 | 319/QD-PVChem | March 21, 2023 | Decision on approving the amendment of the Company's Charter on Organization and Operation |
| 31 | 307/QD-PVChem | March 20, 2023 | Decision on terminating the ‘Regulations on Appropriation, Management, and Use of the Risk Reserve and Compensation for Environmental Damage Fund’ of PVChem, promulgated together with Decision No. 705/QD-PVChem dated May 11, 2020  |
| 32 | 286/QD-PVChem | March 15, 2023 | Decision on approving Petroleum Chemical Services Company Limited’s Charter of Organization and Operation |
| 33 | 269/QD-PVChem | March 14, 2023 | Decision on approving the amendment and supplement to PVChem Drilling Mud and Services Company Ltd’s Charter of Organization and Operation |
| 34 | 268/QD-PVChem | March 14, 2023 | Decision on approving the amendment and supplement to the PVChem – Tech Company Limited's Charter on Organization and Operation. |
| 35 | 266/QD-PVChem | March 14, 2023 | Decision on sending staffs on on a business trip in Russia |
| 36 | 253/QD-PVChem | March 10, 2023 | Decision on withdrawing dossiers of the share issuance to increase charter capital in 2022-2023 |
| 37 | 116/QD-PVChem | February 06, 2023 | Decision on amending and supplementing the Regulations on Business-trip Fee |
| 38 | 41/QD-PVChem | January 11, 2023 | Decision on approving the planned salary fund in 2022 for DMC - Southern Petroleum Chemicals Joint Stock Company |
| 39 | 40/QD-PVChem | January 11, 2023 | Decision on approving the planned salary fund in 2022 for PVChem Drilling Mud and Services Company Ltd  |
| 40 | 39/QD-PVChem | January 11, 2023 | Decision on approving the planned salary fund in 2022 for PVChem – Tech Company Limited |
| 41 | 38/QD-PVChem | January 11, 2023 | Decision on approving the planned salary fund in 2022 for Petrovietnam Chemical and Services Corporation - Research and Development and Technical Services Center Branch |
| 42 | 37/QD-PVChem | January 11, 2023 | Decision on approving the planned salary fund in 2022 for Petrovietnam Chemical and Services Corporation - Industrial Technical Services Branch  |
| 43 | 36/QD-PVChem | January 11, 2023 | Decision on approving the planned salary fund in 2022 for Petrovietnam Chemical and Services Corporation - Petroleum Chemical Services Branch |
| 44 | 34/QD-PVChem | January 11, 2023 | Decision on amending and supplementing the Regulations on Salary and Bonus of Petrovietnam Chemical and Services Corporation |

1. The Audit Committee:
2. Information about the Audit Committee:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Audit Committee | Position | Date of appointment as member of the Audit Committee | Qualification |
| 1 | Mr. Tran Hong Kien | Chair of the Audit Committee | May 12, 2021 | Master of Finance |
| 2 | Mr. Nguyen Ngoc Quynh | Member | May 12, 2021 | Construction Engineer |
| 3 | Mr. Ha Duy Tan | Member | May 12, 2021 | Construction Engineer for Marine and Petroleum Projects |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date |
| 1 | Mr. Phan Cong Thanh | October 05, 1974 | Master of Chemical Engineering | April 27, 2021 |
| 2 | Mr. Truong Viet Phuong | September 21, 1980 | Master of Finance | August 01, 2018 |
| 3 | Mr. Bui Tuan Ngoc | March 23, 1966 | Bachelor of Industrial Finance | December 27, 2019 |
| 4 | Mr. Pham Ngoc Khue | March 26, 1967 | Master of Petroleum Technology | June 03, 2019 |

1. The Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Mr. Tran Van Trinh | March 06, 1971 | Master of Economic Management | July 23, 2018 |

1. Training on corporate governance in 2023:
2. List of affiliated persons of the public company and transactions between affiliated persons of the Company with the Company itself in 2023:
3. Transactions between the Company and affiliated persons of the Company, or between the Company and major shareholders, PDMR, affiliated persons of PDMR:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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 with the Company | Approved General Mandate/ Decision of the General Meeting of Shareholders or Board Resolution/Decision No. (specify promulgation date, if any) | Content, quantity, total value of transaction (million VND) |
| 1 | Vietnam Oil and Gas Group | Holding Company | 0100681592 | 18, Lang Ha, Thanh Cong, Ba Dinh, Hanoi | 2022-2023 |  | Contracts to perform scientific & technological tasks | 12,658 |
| 2 | PVChem Drilling Mud and Services Company Ltd  | Subsidiary | 3502441229 | No. 35, Street 30/4, Ward 9, Vung Tau City, Ba Ria Vung Tau Province | 2022-2024 |  | Contracts for mining chemical service supply  | 47,681 |
| 3 | PVChem Drilling Mud and Services Company Ltd | Same as above | Same as above | Same as above | 2023 |  | Contracts for purchasing and selling chemicals and chemical products | 1,339 |
| 4 | PVChem – Tech Company Limited | Subsidiary | 0109467561 | 16th Floor, IDMC Building, No. 15, Pham Hung Street, My Dinh 2 Ward, Nam Tu Liem District, Hanoi City, Vietnam | 2022-2023 |  | Contracts to perform scientific & technological tasks | 1,200 |
| 5 | PVChem – Tech Company Limited | Same as above | Same as above | Same as above | 2022-2023 |  | Contracts for chemical delivery and pumping service provision | 7,801 |
| 6 | PVChem – Tech Company Limited | Same as above | Same as above | Same as above | 2022-2023 |  | Contracts for chemical marking service provision | 4,353 |
| 78 | PVChem – Tech Company Limited | Same as above | Same as above | Same as above | 2023-2024 |  | Contract for bomb and sample analysis service provision | 2,851 |
| 8 | PVChem – Tech Company Limited | Same as above | Same as above | Same as above | 2022-2023 |  | Chemical purchase contracts | 9,629 |
| 9 | PVChem – Tech Company Limited | Same as above | Same as above | Same as above | 2023-2024 |  | Contract for cleaning service provision | 1,362 |
| 10 | PVChem – Tech Company Limited | Same as above | Same as above | Same as above | 2023-2024 |  | Contract for anti-corrosion service provision | 4,003 |
| 11 | PVChem – Tech Company Limited | Same as above | Same as above | Same as above | 2023 |  | Contract for technical consulting service provision | 0,481 |
| 12 | PVChem – Tech Company Limited | Same as above | Same as above | Same as above | 2023 |  | PP purchase and sale contract | 0,123 |
| 13 | DMC - Southern Petroleum Chemicals Joint Stock Company | Subsidiary | 3500850392 | No. 24/8 Le Thanh Tong Street, Thang Nhat Ward, Vung Tau City, Ba Ria - Vung Tau Province | 2023 |  | Chemicals purchase and sale contract | 0,239 |
| 14 | MI Drilling fluids Vietnam Ltd | Subsidiary | 3500101322 | No. 99 Le Loi, Thang Nhi Ward, Vung Tau City, Ba Ria Vung Tau Province | 2023 |  | Contract for purchase and sale of goods and services | 6,000 |

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:
	1. Transactions between the Company and companies where members of the Board of Directors, the General Manager, and other managers have been founding members, members of the Board of Directors, the General Executive Manager for the past three (03) years (calculated at the time of reporting): None.
	2. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager and other managers are members of the Board of Directors, the Executive General Manager:

 None.

* 1. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the General Manager, and other managers: None.
1. Share transactions between PDMR and affiliated persons of PDMR:
2. Company’s share transactions between PDMR and affiliated persons:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Position | Number of shares owned at the beginning of the period | Number of shares owned at the end of the period | Reason for increase, decrease |
|  |  |  | Number of shares | Rate (%) | Number of shares | Rate (%) | 21 |
| 1 | Ta Đinh Khang | Chief of the Internal Audit Committee | 62 | 0.00007 | 30,100 | 0.04 | Purchase fractional shares and shares not fully purchased in the public offering of additional shares to existing shareholders from November 08, 2023 to November 28, 2023 |
| 2 | Nguyen Thi Minh Hang | Deputy Chief of the Internal Audit Committee | 0 | 0 | 2,000 | 0.002 |
| 3 | Tran Phu | Member of the Internal Audit Committee | 0 | 0 | 10,000 | 0.01 |
| 4 | Bui Tuan Ngoc | Deputy General Manager | 0 | 0 | 30,000 | 0.04 |
| 5 | Pham Ngoc Khue | Deputy General Manager | 0 | 0 | 30,000 | 0.04 |
| 6 | Vu An | Deputy General Manager | 0 | 0 | 30,000 | 0.04 |
| 7 | Tran Van Trinh | Chief Accountant | 0 | 0 | 50,000 | 0.06 |
| 8 | Nguyen Ngoc Quynh Giao | Member of the Board of Directors | 1,100 | 0.001 | 547,726 | 0.7 |

1. Other significant issues: None.