**PVE: Annual Corporate Governance Report 2023**

On January 26, 2024, Petrovietnam Engineering Consultancy JSC announced Report No. 03/BC-HDQT on the corporate governance in 2023 as follows:

* Name of company: Petrovietnam Engineering Consultancy JSC
* Head office address: 10th Floor, PV Gas Building, 673 Nguyen Huu Tho, Phuoc Kien Commune, Nha Be District, Ho Chi Minh City.
* Tel: (028) 3 781 611 1 Fax:(028) 3 781 7111 Email: [pve@pve.vn](mailto:pve@pve.vn)
* Charter capital: VND 250,000,000,000.
* Securities code: PVE.
* Corporate governance model: The General Meeting of Shareholder, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Unimplemented.

1. Activities of the General Meeting of Shareholders

PVE's Annual General Meeting of Shareholders 2023 could not be held:

Reason: PVE Corporation planned to convene the Annual General Meeting of Shareholders 2023 in person on June 01, 2023 in Ho Chi Minh City according to Board Resolution No. 14/NQ-HDQT dated March 28, 2023; Board Resolution No. 15/NQ-HDQT dated April 3, 2023 and Board Resolution No. 19/NQ-HĐQT dated April 24, 2023 of PVE Corporation.

However, on May 26, 2023, Petrovietnam Engineering Consultancy JSC received Appeal Decision No. 505/2023/QDDS-PT dated April 25, 2023 of the People's Court of Ho Chi Minh City on the request to cancel the General Mandate of PVE, specifically:

1. Cancel General Mandate 2020 No. 11/NQ-TKDK-DHDCD of PVE approved on April 29, 2022.
2. Cancel General Mandate 2021 No. 29/NQ-TKDK-DHDCD of PVE approved on June 30, 2022.
3. The Board of Directors in 2023:
4. Information about members of the Board of Directors:

* Period from January 01, 2023 to the end of April 25, 2023:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Date of dismissal as member of the Board of Directors according to the Court's Decision |
| 1 | Mr. Ta Duc Tien | Chair of the Board of Directors | May 04, 2022 | April 26, 2023 |
| 2 | Mr. Ngo Ngoc Thuong | Member of the Board of Directors | April 28, 2022 | April 26, 2023 |
| 3 | Mr. Tran Nguyen Song Han | Member of the Board of Directors | April 28, 2022 | April 26, 2023 |
| 4 | Mr. Nguyen Ngoc Hai | Member of the Board of Directors | June 30, 2022 | April 26, 2023 |

* Period from April 26, 2023 to December 31, 2023:

Members of the Board of Directors named below were reinstated to their positions after Appeal Decision No. 505/2023/QDDS-PT dated April 25, 2023 of the People's Court of Ho Chi Minh City:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member of Board of Directors, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Le Huu Bon | Chair of the Board of Directors | April 26, 2023 |  |
| 2 | Mr. Do Van Thanh | Member of the Board of Directors | April 26, 2023 |  |
| 3 | Mr. Dinh Van Dinh | Member of the Board of Directors | April 26, 2023 |  |
| 4 | Mr. Le Thai Thanh | Independent member of the Board of Directors | April 26, 2023 |  |
| 5 | Mr. Fong Nyuk Loon | Member of the Board of Directors | April 26, 2023 |  |

1. Board Resolutions/Board Decisions:

* Period from January 01, 2023 to the end of April 25, 2023

The Board of Directors during this period included the following persons:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 1 | Mr. Ta Duc Tien | Chair of the Board of Directors |  |  |
| 2 | Mr. Ngo Ngoc Thuong | Member of the Board of Directors |  |  |
| 3 | Mr. Tran Nguyen Song Han | Member of the Board of Directors |  |  |
| 4 | Mr. Nguyen Ngoc Hai | Member of the Board of Directors |  |  |

From January 01, 2023 to April 24, 2023, the Board of Directors promulgated 19 Resolutions/Decisions related to the operations of production and business, and the Annual General Meeting of Shareholders; promulgated regulations, appointing, mobilizing and rotating staff and other tasks.

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01/NQ-HDQT | January 03, 2023 | Approve the content of the Contract: "Consulting on preparing a feasibility study report for construction investment of the project to convert and supply raw CO2 at Ca Mau Fertilizer Plant\*’ |
| 2 | 02/NQ-HDQT | January 03, 2023 | Approve the content of the Contract: "Renting computers and peripheral equipment for the project - Detailed design of the Kinh Ngu Trang field development project - Kinh Ngu Trang Nam, Lot 09-2/09; Order No. 36.VNC-0011/22” |
| 3 | 03/NQ-HDQT | January 16, 2023 | Approve the main content of the Contract: "Hire the service to evaluate the suspension span of the MSP9-MSP8 seam water pipeline and the RP1-FSO6 oil pipeline, Lot 09-1” |
| 4 | 05/NQ-HDQT | February 09, 2023 | Approve the production and business plan 2023 of Petrovietnam Engineering Consultancy JSC |
| 5 | 06/QD-HDQT | February 14, 2023 | Decision on "Assigning tasks to members of the Board of Directors of Petrovietnam Engineering Consultancy JSC for the term 2022-2027". |
| 6 | 07/NQ-HDQT | February 14, 2023 | Approve the production and business plan 2023 of PVE Oil Gas Survey Consultancy Joint Stock Company (PVE-SC) |
| 7 | 08/NQ-HDQT | February 14, 2023 | Approve the production and business plan 2023 of PVE Oil Gas Project Management Consultancy Joint Stock Company (PVE-PMC). |
| 8 | 09/QD-HDQT | March 15, 2023 | Approve the promulgation of the Working Relations Regulations between the Party Executive Committee - Board of Directors - General Manager - Representative of the capital of the Petroleum Group at Petrovietnam Engineering Consultancy JSC |
| 9 | 10/QD-HDQT | March 21, 2023 | Approve the policy of the General Manager's proposal related to handling exceptions as content in Proposal No. 166/TTr-TKDK dated March 17, 2023. |
| 10 | 11/QD-HDQT | March 24, 2023 | Promulgate together with the Decision on "Regulations on management of representative of Petrovietnam Engineering Consultancy JSC at other enterprises". |
| 11 | 12/NQ-HDQT | March 24, 2023 | Approve the policy of appointing Mr. Luu Xuan Nghiem - Head of Project Management Department of the Design Consulting Center to the position of Deputy Head of the Contract Economics Department - Petrovietnam Engineering Consultancy JSC |
| 12 | 13/NQ-HDQT | March 24, 2023 | Approve the policy of appointing Mr. Tran Duc Tuan - Deputy Head of the Contract Economics Department to the position of Deputy Head of the Administrative Organization Department - Petrovietnam Engineering Consultancy JSC |
| 13 | 14/NQ-HDQT | March 28, 2023 | Organize the Annual General Meeting of Shareholders 2023 of Petrovietnam Engineering Consultancy JSC |
| 14 | 15/NQ-HDQT | April 03, 2023 | Organize the Annual General Meeting of Shareholders 2023 |
| 15 | 16/NQ-HDQT | April 20, 2023 | Approve the main content of the Contract: "Consulting on preparing technical and economic reports for the Project: Supplement a heat exchanger between the Dried LGO stream and FRN stream to the T-1107 tower" signed with the affiliated person. |
| 16 | 17/NQ-HDQT | April 20, 2023 | Approve the main content of the Contract: "Hire the service to evaluate the responsiveness of the system of safety valves (PSV, TSV), gas discharge line to the flare header and flare when the Technology Workshops in the Factory operate at high capacity according to Order No. 693/1100000215/DH-NCPT" signed with the affiliated person. |
| 17 | 18/NQ-HDQT | April 24, 2023 | Approve the main content of the Contract: "Consulting on preparation of technical and economic reports for the Project: Installation and improvement of the CDU tower top washing water system using treated condensate water from workshop U32" signed with the affiliated person |
| 18 | 19/NQ-HDQT | April 24, 2023 | Approve the main documents to collect shareholders’ opinions at the Annual General Meeting of Shareholders 2023 - Petrovietnam Engineering Consultancy JSC |

* Period from April 26, 2023 to December 31, 2023:

The Board of Directors during this period included the following persons:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 1 | Mr. Le Huu Bon | Chair of the Board of Directors |  |  |
| 2 | Mr. Do Van Thanh | Member of the Board of Directors |  |  |
| 3 | Mr. Dinh Van Dinh | Member of the Board of Directors |  |  |
| 4 | Mr. Le Thai Thanh | Independent member of the Board of Directors |  |  |
| 5 | Mr. Fong Nyuk Loon | Member of the Board of Directors |  |  |

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

The Supervisory Board had three Controllers, including 01 Chief and 02 members:

* From January 01, 2023 to April 25, 2023:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of dismissal as member of the Supervisory Board according to the Court's Decision | Qualification |
| 1 | Mr. Bui Huu Giang | Chief | April 26, 2023 | Bachelor of Accounting/Bachelor of Banking Credit |
| 2 | Ms. Le Thi Nga | Member | April 26, 2023 | Master of Finance and Banking |
| 3 | Ms. Nguyen Thi Kim Yen | Member | April 26, 2023 | Bachelor of Economics |

* From April 26, 2023 to December 31, 2023:

Members of the Supervisory Board were reinstated to their positions after Appeal Decision No. 505/2023/QDDS-PT dated April 25, 2023 of the People's Court of Ho Chi Minh City:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board according to the Court's Decision | Qualification |
| 1 | Mr. Nguyen Hoc Hai | Chief | April 26, 2023 | Bachelor of Economics |
| 2 | Ms. Tran Thi Hanh Thuc | Member | April 26, 2023 | Bachelor of Foreign Trade |
| 3 | Mr. Do Manh Hao | Member | April 26, 2023 | Bachelor of Foreign Language |

1. The Executive Board (The Board of Management)

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date |
| 1 | Ngo Ngoc Thuong | October 17, 1972 | Petroleum Geological Engineer | Appointed as General Manager on July 20, 2021 |

1. The Chief Accountant:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date |
| 1 | Nguyen Khac Chuong | April 23, 1977 | Master of Business Administration/ Bachelor of Economics | March 01, 2021 |

1. Training on corporate governance
2. List of affiliated persons of the public company (reported from January 01, 2023 to April 25, 2023) and transactions between 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, affiliated persons of PDMR:

+ From January 01, 2023 to April 25, 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01/NQ-HDQT | January 03, 2023 | Approve the content of the Contract: "Consulting on preparing a feasibility study report for construction investment of the project to convert and supply raw CO2 at Ca Mau Fertilizer Plant” |
| 2 | 02/NQ-HDQT | January 03, 2023 | Approve the content of the Contract: "Renting computers and peripheral equipment for the project - Detailed design of the Kinh Ngu Trang field development project - Kinh Ngu Trang Nam, Lot 09-2/09; Order No. 36.VNC-0011/22” |
| 3 | 03/NQ-HDQT | January 16, 2023 | Approve the main content of the Contract: "Hire the service to evaluate the suspension span of the MSP9-MSP8 seam water pipeline and the RP1-FSO6 oil pipeline, Lot 09-1” |
| 4 | 16/NQ-HDQT | April 20, 2023 | Approve the main content of the Contract: "Consulting on preparing technical and economic reports for the Project: Supplement a heat exchanger between the Dried LGO stream and FRN stream to the T-1107 tower" signed with the affiliated person. |
| 5 | 17/NQ-HDQT | April 20, 2023 | Approve the main content of the Contract: "Hire the service to evaluate the responsiveness of the system of safety valves (PSV, TSV), gas discharge line to the flare header and flare when the Technology Workshops in the Factory operate at high capacity according to Order No. 693/1100000215/DH-NCPT" signed with the affiliated person. |
| 6 | 18/NQ-HDQT | April 24, 2023 | Approve the main content of the contract "Consulting on preparation of technical and economic reports for the Project: Installation and improvement of the CDU tower top washing water system using treated condensate water from workshop U32" signed with the affiliated person |

+ From April 26, 2023 to December 31, 2023:

Members of the Board of Directors were reinstated to their positions after Appeal Decision No. 505/2023/QDDS-PT dated April 25, 2023 of the People's Court of Ho Chi Minh.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Le Huu Bon | Chair of the Board of Directors | April 26, 2023 |  |
| 2 | Mr. Do Van Thanh | Member of the Board of Directors | April 26, 2023 |  |
| 3 | Mr. Dinh Van Dinh | Member of the Board of Directors | April 26, 2023 |  |
| 4 | Mr. Le Thai Thanh | Independent member of the Board of Directors | April 26, 2023 |  |
| 5 | Mr. Fong Nyuk Loon | Member of the Board of Directors | April 26, 2023 |  |

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the listed company: None.
2. Transactions between the Company and other entities:
3. Transactions between the Company and companies that members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers have been founding members or members of the Board of Directors or the Executive General Manager for the past three (03) years (at the time of making the Report): None.
4. Transactions between the Company and companies that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Executive General Manager and other managers are members of the Board of Directors or the Executive General Manager: None.
5. 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 Executive General Manager and other managers: None.
6. Share transactions of PDMR and affiliated persons of PDMR.
7. Company’s share transactions of PDMR and affiliated persons
8. Other significant issues: None.