**MTG: Annual Corporate Governance Report 2023**

On January 29, 2024, MT Gas Joint Stock Company announced Report No. 01/BC-MTG on the corporate governance of the Company in 2023 as follows:

* Name of company: MT Gas Joint Stock Company
* Head office address: Lot No.1, Thuan Dao Hamlet, Ben Luc Town, Ben Luc District, Long An Province.
* Tel: 0272.3634713 Fax: 0272.3871672 Email:
* Charter capital: VND 63,000,000,000
* Securities code: MTG:
* Corporate governance model: The General Meeting, the Board of Directors, Managing Director/ Manager and Audit Committee under the Board of Directors.
* Internal audit: Unimplemented.

1. Activities of the General Meeting

Information about the meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting shareholders' ballots):

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| --- | --- | --- | --- |
| No. | General Mandate/Decisions of the General Meeting | Date | Contents |
| 1 | 01/2023/NQ-DHDCD-MTGas | February 27, 2023 | Annual General Mandate 2023 |
| 2 | 02/2023/NQ-DHDCD-MTGas | August 14, 2023 | Extraordinary General Mandate 2023 |

1. Board of Directors (Report of 2023)
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- | --- |
| 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 |
| 1 | Mr. Truong Huu Phuoc | The Chair of the Board of Directors | February 28, 2023 | July 24, 2023 |
| Mr. Truong Huu Phuoc | The Chair of the Board of Directors | October 01, 2023 |  |
| 2 | Mr. Tran Minh Loan | The Chair of the Board of Directors | July 24, 2023 | October 01, 2023 |
| Mr. Tran Minh Loan | Non-executive member of the Board of Directors | February 27, 2023 |  |
| 3 | Mr. Nguyen Huu Minh Hai | Non-executive member of the Board of Directors | February 27, 2023 |  |
| 4 | Mr. Tran Van Nghi | Independent member of the Board of Directors | February 27, 2023 |  |
| 5 | Mr. Yasuyoshi Kasahara | Independent member of the Board of Directors | February 27, 2023 |  |
| 6 | Mr. Tran Xuan Tu | Non-executive member of the Board of Directors | February 27, 2023 |  |

1. Board Resolutions/Decisions (Annual Report):

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| --- | --- | --- | --- |
| No. | General Mandate/Decisions of the General Meeting | Date | Contents |
| 1 | 01A/2023/QD-HDQT-MTG | January 04, 2023 | Decisions on the Election of the Chair of the Board of Directors |
| 2 | 02A/2023/QD-HDQT-MTG | January 13, 2023 | Decision on the recorded list of shareholders attending the Annual General Meeting in 2023. |
| 3 | 03A/2023/QD-HDQT-MTG | January 18, 2023 | Decision on approving the plan for private placement to investors. |
| 4 | 04A/2023/QD-HDQT-MTG | January 18, 2023 | Decision on approving the capital utilization plan after the share issue to investors. |
| 5 | 05A/2023/QD-HDQT-MTG | February 02, 2023 | Decision on leasing tanks and port services to An Pha Company (Related Company) for MT Gas Joint Stock Company. |
| 6 | 06A/2023/QD-HDQT-MTG | February 28, 2023 | Decision on electing the Chair of the Board of Directors of MT Gas Joint Stock Company. |
| 7 | 07/2023/QD-HDQT-MTG | March 01, 2023 | Decision on changing the Managing Director of MT Gas Joint Stock Company. |
| 8 | 08/2023/QD-HDQT-MTG | April 04, 2023 | Decision on appointing a Deputy Managing Director in charge of production. |
| 9 | 09/2023/QD-HDQT-MTG | March 27, 2023 | Decision on promulgating certain governance regulations for MT Gas Joint Stock Company. |
| 10 | 10/2023/QD-HDQT-MTG | May 16, 2023 | Meeting on the operational mechanism of MT Gas Joint Stock Company. |
| 11 | 11/2023/QD-HDQT-MTG | June 01, 2023 | Decision on appointing the Deputy Managing Director in charge of finance for MT Gas Joint Stock Company. |
| 12 | 12/2023/QD-HDQT-MTG | June 29, 2023 | Decision on the shareholder record date for the extraordinary General Meeting in 2023. |
| 13 | 12A/2023/QD-HDQT-MTG | June 29, 2023 | Decision on appointing the Deputy Managing Director in charge of finance for MT Gas Joint Stock Company. |
| 14 | 12B/2023/QD-HDQT-MTG | June 29, 2023 | Decision to purchase 10 Gas tanks. |
| 15 | 12C/2023/QD/HDQT-MTG | June 29, 2023 | Purchase of shares in companies in the LPG industry. |
| 16 | 12D/2023/QD/HDQT-MTG | June 29, 2023 | Decision on appointing the Managing Director- Mr. Nguyen Anh Tu (effective from July 1, 2023). |
| 17 | 12E/2023/QD/HDQT-MTG | June 29, 2023 | Appointment, dismissal of the position of Chief Accountant of MT Gas Joint Stock Company. |
| 18 | 13/2023/QD-HDQT-MTG | July 17, 2023 | Appointment, dismissal of the position of Chief Accountant of MT Gas Joint Stock Company. |
| 19 | 14A/2023/QD-HDQT-MTG | July 24, 2023 | Dismissal of the Chair of the Board of Directors. |
| 20 | 14B/2023/QD-HDQT-MTG | July 24, 2023 | Election of the Chair of the Board of Directors of MT Gas Joint Stock Company. |
| 21 | 14C/2023/QD/HDQT-MTG | July 24, 2023 | Content of the extraordinary General Meeting in 2023. |
| 22 | 14D/2023/QD/HDQT-MTG | July 24, 2023 | Appointment of company secretariat-cum-Person in charge of corporate governance for MT Gas Joint Stock Company. |
| 23 | 15A/2023/QD-HDQT-MTG | July 24, 2023 | Resolution on Approval of borrowing from Vietnam Joint Stock Commercial Bank for Foreign Trade, Ho Chi Minh City Branch. |
| 24 | 16A/2023/HDQT.NQ-MTG | August 29, 2023 | Detailed capital utilization plan from the private placement of shares. |
| 25 | 16B/2023/HDQT.NQ-MTG | August 29, 2023 | Approve the private placement share offering documents; implementation of the offering plan; ensuring the offering meets the foreign ownership rate. |
| 26 | 18/2023/HDQT.NQ-MTG | October 01, 2023 | Personnel changes in the Chair of the Board of Directors of MT Gas Joint Stock Company for the term 2023-2027. |
| 27 | 19/2023/HDQT.NQ-MTG | October 24, 2023 | Preliminary production and business results for the first 3 quarters of 2023 and projected for the whole year 2023, Directional targets for 2024; Approval of Related Party transactions. |
| 28 | 20/2023/HDQT.NQ-MTG | December 05, 2023 | Change of representative office address and head of representative office. |

1. Audit Committee (semi-annual report)

Information about members of the Supervisory Board/Audit Committee

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory Board/Audit Committee | Qualification |
|  | None. |  |  |  |

1. Executive Board

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Mr. Tran Duy Luan | 1990 | Bachelor | Date of appointment: November 08, 2022  Dismissal date: March 01, 2023  Date of appointment: June 29, 2023 |
| 2 | Mr. Nguyen Van Dung | 1962 | Bachelor | Date of appointment: March 01, 2023  Dismissal date: July 01, 2023 |
| 3 | Mr. Truong Cong Khanh | 1974 | Bachelor | Date of appointment: April 04, 2023 |
| 4 | Mr. Nguyen Anh Tu | 1975 | Bachelor | Date of appointment: July 01, 2023 |

1. Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Ms. Nguyen Thanh Phuc | 1984 | Bachelor | Date of appointment: November 08, 2022  Dismissal date: July 01, 2023  Date of appointment: July 17, 2023 |
| Ms. Ta Thi Sau | 1981 | Bachelor | Date of appointment: July 01, 2023  Dismissal date: July 17, 2023 |

1. Training on corporate governance
2. List of related persons of the public company (report of 2023) and transactions between the related persons of the Company with the Corporation itself:
3. Transactions between the Company and related persons of the Company; or between the Company and major shareholders, PDMR and related persons of PDMR

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Company | NSH No.\*, Date of issue, Place of issue | Head office address  Contact address: | Time of transaction with the Company | The General Mandate/Decision/Resolution No. | Content, quantity, total value of transaction | Note |
| 1 | An Pha Petrol Joint Stock Company | The Holding Company: | 0303224471 | House number 805, Saigon Paragon Building, 3 Nguyen Luong Bang, Ward Tan Phu, District 7, Ho Chi Minh City | 2023 | Resolution No. 02/2023/NQ-DHDCD-MTGAS dated August 14, 2023 | LPG transaction: VND 145,296,065,033 |  |
| 2 | Gia Dinh Gas Company Limited | Related company of PDMR | 0301687763 | La Xuan Oai, Ward Tanh Nhon Phu A, Thu Duc City, Ho Chi Minh City | 2023 | Resolution No. 02/2023/NQ-DHDCD-MTGAS, dated August 14, 2023 | LPG transaction: VND 526,695,093,077 |  |
| 3 | Beta Gas Petroleum Gas Trading Limited Liability Company | Related company of PDMR | 3602566  983 | Hanoi Highway, Long Binh Ward, Bien Hoa City, Dong Nai Province | 2023 | Resolution No. 02/2023/NQ-DHDCD-MTGAS, dated August 14, 2023 | LPG transaction: VND 75,081,290,420 |  |
| 4 | Truong Phat Petroleum Group Corporation | Related company of PDMR | 0310797  434 | D15/26E, Hamlet 4, Tan Kien Commune, Binh Chanh District, Ho Chi Minh City | 2023 | Resolution No. 02/2023/NQ-DHDCD-MTGAS, dated August 14, 2023 | LPG transaction: VND 45,387,643,991 |  |
| 5¬ | Tien Phat LPG Trading Limited Liability Company | Related company of PDMR | 1101801/470 | Hamlet 3, Nhat Chanh Commune, Ben Luc District, Long An Province, Vietnam | 2023 | Resolution No. 02/2023/NQ-DHDCD-MTGAS  Dated August 14, 2023 | LPG transaction: VND 206,354,792,162 |  |
| 6 | An Toan Investment Trading Corporation | Related company of PDMR | 0311991201 | 1593/2A Pham The Hien, Ward 6, District 8, Ho Chi Minh City | 2023 | Resolution No. 02/2023/NQ-DHDCD-MTGAS dated August 14, 2023 | VND 0 |  |
| 7 | Xuan Nam Tourism - Trade Co., Ltd | Related company of PDMR | 0301450034 | A9/22E Hamlet 1, Nguyen Cuu Phu Street, Tan Kien Commune, Binh Chanh District, Ho Chi Minh City | 2023 | Resolution No. 02/2023/NQ-DHDCD-MTGAS dated August 14, 2023 | LPG transaction: VND 22,234,392,956. |  |
| 8 | Hoang Anh Liquefied Gas Joint Stock Company | Related company of PDMR | 3700838402 | 456/8 Nhoi Hoa 1 Residential Area, Binh An Ward, Di An City, Binh Duong Province | 2023 | Resolution No. 02/2023/NQ-DHDCD-MTGAS, dated August 14, 2023 | LPG transaction:  VND 72,201,036,892. |  |

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

1. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries, companies controlled by the Company:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Position at the listed company | ID card/Passport No., Date of issue, Place of issue | Address | Name of subsidiaries or companies controlled by the listed company | Time of transaction | Content, quantity, total value of transaction | Note |
| 1 | None |  |  |  |  |  |  |  |  |

1. Transactions between the Company and other entities
   1. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers have been founding members or members of the Board of Directors or Executive Manager (Managing Director) for the past three (03) years (calculated at the date of reporting): None.
   2. Transactions between the Company and the companies where the related persons of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers who are members of the Board of Directors and Executive Manager (Managing Director): 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, members of the Supervisory Board, Executive Manager (Managing Director) and other managers: None
2. Share transactions of PDMR and related persons of PDMR (Report of 2023)

Company’s share transaction of PDMR and related persons

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| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | 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 | Percentage | Number of shares | Percentage |
| 1 | Truong Huu Phuoc | PDMR | 204,100 | 3.24% | 380,000 | 6.03% | Purchase |

1. Other significant issues: None