**PVM: Annual Corporate Governance Report 2023**

On January 29, 2024, Petrovietnam Machinery - Technology Joint Stock Company announced Report No. 0015/MTB-HDQT on the Corporate Governance of the Company in 2024 as follows:

|  |  |
| --- | --- |
| * Name of Company: | Petrovietnam Machinery - Technology Joint Stock Company |
| * Head Office address: | No. 8 Trang Thi Street, Hoan Kiem District, Hanoi |
| * Tel: | 024.38260344 |
| * Charter capital: | VND 386,386,000,000 |
| * Securities code: | PVM |

* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: None.

1. Activities of the General Meeting of Shareholders:

On April 20, 2023, the Company's Annual General Meeting of Shareholders 2023 was held at No. 8 Trang Thi, Hang Trong Ward, Hoan Kiem District, Ha Noi. The Annual General Meeting of Shareholders approve the Reports, Proposals on production and business activities in 2022 and the plan for 2023.

General Mandates/Decisions specifically approved by the General Meeting of Shareholders:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Contents |
| 1 | Annual General Mandate 2023 No. 0040/NQ/MTB-DHDCD | April 20, 2023 | Approve the contents of the Reports and Proposals in the Meeting, assign the Board of Directors to implement these contents as per the Company’s Charter and provisions of law. |

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

The Board of Directors of the Company includes:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Date of dismissal |
| 1 | Mr. Vu Duc Tien | Chair of the Board of Directors | May 20, 2020 |  |
| 2 | Mr. Pham Van Hiep | Member of Board of Directors-cum-General Manager | October 24, 2011 |  |
| 3 | Mr. Nguyen Minh Tuan | Members of the Board of Directors | March 1, 2010 |  |
| 4 | Mr. Vuong Hoang Thang | Independent member of the Board of Directors | December 21, 2022 |  |
| 5 | Mr. Tran Van Long | Member of the Board of Directors | April 27, 2021 | April 1, 2023 |
| 6 | Ms. Tong Thi Diep | Members of the Board of Directors | April 20, 2023 |  |

1. Board Resolutions/Decisions of the Board of Directors in 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Decision No. | Time | Contents |
| 1 | 0003/QD/MTB-HDQT | January 9, 2023 | Acknoledge the Award of Emulation Titles in 2022 |
| 2 | 0006/NQ/MTB-HDQT | January 19, 2023 | Approve the final settlement of the project to renovate and repair house B at 8 Trang Thi, Hoan Kiem, Hanoi |
| 3 | 0008/NQ/MTB-HDQT | February 7, 2023 | Approve the policy of participating in investment in Quan Do Industrial Cluster project, Phu Cu district, Hung Yen province |
| 4 | 0011/NQ/MTB-HDQT | 2/20/2023 | Prepare to hold the Annual General Meeting of Shareholders 2023 of the Company |
| 5 | 0012/QD/MTB-HDQT | February 20, 2023 | Establish the Organizing Committee of the Annual General Meeting of Shareholders 2023 of the Company |
| 6 | 0013/QD/MTB-HDQT | February 20, 2023 | Establish the Shareholders’ Eligibility Verification Committee  Annual General Meeting of Shareholders 2023 of  The Company |
| 7 | 0016/NQ/MTB-HDQT | March 3, 2023 | Selecting the Company's divestment consulting unit at Vietnam Nippon Seiki Company Limited and FCC (Vietnam) Co., Ltd. |
| 8 | 0023/NQ/MTB-HDQT | March 16, 2023 | Approve the contents for the capital representative to vote at the meeting of the Board of Directors in 2022 of Vietnam Nippon Seiki Company Limited |
| 9 | 0024/NQ/MTB-HDQT | March 22, 2023 | Sponsor Lang Son province planning for the period 2021-2030, vision to 2050 |
| 10 | 0025/NQ/MTB-HDQT | March 24, 2023 | Hold the Annual General Meeting of Shareholders 2023 |
| 11 | 0026/QD/MTB-HDQT | March 24, 2023 | Convene the Annual General Meeting of Shareholders 2023 of the Company |
| 12 | 0027/NQ/MTB-HDQT | March 24, 2023 | Approve the voting contents at the Annual General Meeting of Shareholders 2023 of Danang Petroleum Machinery - Technology Joint Stock Company |
| 13 | 0028/NQ/MTB-HDQT | March 27, 2023 | Divestment of the Company's capital in Vietnam Nippon Seiki Company Limited |
| 14 | 0032/NQ/MTB-HDQT | March 24, 2023 | Main contents approved: |
| Production and business results 2022. |
| Production and business plan in 2023 |
| 15 | 0035/NQ/MTB-HDQT | April 4 2023 | Debt recovery and financial investments |
| 16 | 0039/NQ/MTB-HDQT | April 19, 2023 | Transfer/mortgage assets to offset debts with PVcomBank |
| 17 | 0041/NQ/MTB-HDQT | April 26, 2023 | Extending the time for implementing the principle contract for investment cooperation in the Cam Phu high-quality ecological residential area project Cam Ranh City, Khanh Hoa Province. |
| 18 | 0045/NQ/MTB-HDQT | May 5, 2023 | Investment cooperation policy of Commercial housing development project at Thai village residential area, Nguyen Xa commune, Vu Thu district, Thai Binh province |
| 19 | 0048/NQ/MTB-HDQT | May 12, 2023 | Divestment at FCC (Vietnam) Co., Ltd. |
| 20 | 0049/QD/MTB-HDQT | May 12, 2023 | Remuneration settlement for the Company’s Board of Directors and Supervisory Board |
| 21 | 0054/NQ/MTB-HDQT | June 6, 2023 | The Capital Representative continues to participate in the Board of Directors of Hitachi Astemo Hanoi Co., Ltd for the term 2023-2026 |
| 22 | 0055/QD/MTB-HDQT | June 6, 2023 | Buy the capital contribution of Hasky Hung Yen Investment Joint Stock Company and appoint a Representative to manage the capital contribution |
| 23 | 0058/NQ/MTB-HDQT | June 7, 2023 | Setting up provisions and handling financial problems |
| 24 | 0060/NQ/MTB-HDQT | June 13, 2023 | Main contents approved: |
| Business Results in Q1/2023 |
| Business results in Q2/2023 and estimates for the first 6 months of 2023 |
| Approve the Regulations on financial management; |
| Approve the purchase of new vehicles and establish an Asset Liquidation Council |
| Approve the salary adjustment for officers under the authority of the Board of Directors |
| Assign duties to members of the Board of Directors |
| 25 | 0061/NQ/MTB-HDQT | June 13, 2023 | Select an audit company for the Financial Statements 2023 |
| 26 | 0062/NQ/MTB-HDQT | June 13, 2023 | Approve the voting contents at the Meeting of Member Council 2023 of Hitachi Astemo Hanoi Co., Ltd |
| 27 | 0063/QD/MTB-HDQT | June 14, 2023 | Salaries of managers. |
| 28 | 0064/QD/MTB-HDQT | June 14, 2023 |
| 29 | 0065/QD/MTB-HDQT | June 14, 2023 |
| 30 | 0066/QD/MTB-HDQT | June 14, 2023 |
| 31 | 0067/QD/MTB-HDQT | June 14, 2023 |
| 32 | 0068/QD/MTB-HDQT | June 14, 2023 |
| 33 | 0069/QD/MTB-HDQT | June 14, 2023 | Establish the Asset Liquidation Council |
| 34 | 0070/QD/MTB-HDQT | June 14, 2023 | Assign duties to members of the Board of Directors |
| 35 | 0071/QD/MTB-HDQT | June 14, 2023 | Promulgate the Regulations on Finance Management of the Company |
| 36 | 0079/NQ/MTB-HDQT | August 7, 2023 | Investment cooperation to deploy Dinh Lap Industrial Cluster, Dinh Lap District, Lang Son Province |
| 37 | 0082/NQ/MTB-HDQT | August 8, 2023 | Implementing the commercial housing development project in An Phu, Vu Thu, Thai Binh residential area |
| 38 | 0083/NQ/MTB-HDQT | August 8, 2023 | Implementing commercial housing development projects in Tien Phong Ward and Phu Xuan Commune, Thai Binh |
| 39 | 0084/QD/MTB-HDQT | August 8, 2023 | Contribute capital to establish Machino An Phu joint Stock Company and appoint a Representative to manage the contributed capital |
| 40 | 0085/QD/MTB-HDQT | August 8, 2023 | Contribute capital to establish Machino An Phu joint Stock Company and appoint a Representative to manage the contributed capital |
| 41 | 0088/NQ/MTB-HDQT | August 18, 2023 | Approve the credit line and guarantee assets at The Joint Stock Commercial Bank for Investment and Development of Vietnam - Hai Ba Trung Branch |
| 42 | 0089/NQ/MTB-HDQT | August 18, 2023 | Approve the credit line and guarantee assets at VietNam Joint Stock Commercial Bank For Industry And Trade - Hoan Kiem Branch |
| 43 | 0090/NQ/MTB-HDQT | August 18, 2023 | Approve the lcredit line and guarantee assets at Saigon-Hanoi Commercial Joint Stock Bank - Dong Do Branch |
| 44 | 0091/NQ/MTB-HDQT | August 18, 2023 | Approve the credit line and guarantee assets at VietNam Joint Stock Commercial Bank For Industry And Trade - Hoan Kiem Branch |
| 45 | 0092/NQ/MTB-HDQT | August 18, 2023 | Approve credit line and guarantee assets at Military Commercial Joint Stock Bank - Tran Duy Hung Branch |
| 46 | 0093/NQ/MTB-HDQT | August 18, 2023 | Approve credit line and guarantee assets at Tien Phong Commercial Joint Stock Bank - Dong Do Branch |
| 47 | 0100/NQ/MTB-HDQT | 9/11/2023 | Plan for dividend payment in 2022 |
| 48 | 0103/NQ/MTB-HDQT | 10/24/2023 | Main contents approved: |
| Review the implementation of Resolutions and Decisions |
| Business results of Q2/2023 and the first 9 months of 2023 |
| Project investment process, evaluation and appraisal criteria, investment decision making and management of the Company's investment projects |
| Appointment of personnel |
| 49 | 0104/QD/MTB-HDQT | October 26, 2023 | Appointment of personnel |
| 50 | 0105/QD/MTB-HDQT | 10/26/2023 | Salaries of managers. |
| 51 | 0106/NQ/MTB-HDQT | 10/26/2023 | Approve the business plan to supply coal dust to Vissai Cement Factory |
| 52 | 0107/QD/MTB-HDQT | 10/26/2023 | Issue project investment processes, evaluation and appraisal criteria, making investment decisions and managing the Company's investment projects |
| 53 | 0112/NQ/MTB-HDQT | 11/7/2023 | Approval loans and collateral at Indovina Bank Ltd. - My Dinh Branch |
| 54 | 0113/NQ/MTB-HDQT | November 7, 2023 | Approve loan plans at project enterprises |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Professional Qualification |
| 1 | Ms. Le Thi Kieu Van | Chief of the Supervisory Board | Date of appointment as member of the Supervisory Board: April 27, 2021 | Master of Economics |
| 2 | Ms. Pham Thi Hai An | Member of the Board of Directors | Date of appointment as member of the Supervisory Board April 27, 2021 | Bachelor of Economics |
| 3 | Ms. Ha Thi Thanh Hau | Member of the Board of Directors | Date of appointment as member of the Supervisory Board March 1, 2010 | Master of Economics |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Professional Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Mr. Pham Van Hiep | October 22, 1972 | Master of Economics | Appointed on January 20, 2020  April 27, 2021 |
| 2 | Mr. Phan Trung Nghia | June 1, 1970 | Bachelor of Economics | Appointed on  December 15, 2011 |
| 3 | Mr. Nguyen Hong Ha | January 30, 1975 | Master of Economics | Appointed on January 20, 2020  November 8, 2021 |
| 4 | Mr. Chu Thanh Nam | December 13, 1977 | Master of Economics | Appointed on January 20, 2020  December 1, 2021 |
| 5 | Ms. Pham Thi My Huong | March 28, 1979 | Master of Economics | Appointed on January 20, 2020  October 26, 2023 |

1. Chief Accountant.

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Date of appointment/dismissal |
| Hoang Minh Duc | October 6 1979 | Master of Finance and Accounting | Appointed on: October 15, 2010 |

1. Training on Corporate Governance
2. List of PMDR of the public company:
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Corporation | ID card/Passport No., date of issue, place of issue | Address | Time of transaction with the Company | Board Resolution/Decision or General Mandate/Decision of the General Meeting of Shareholders No. | Content, quantity, total value of transaction | Note |
| 1 | Saigon Petroleum Machinery - Equipment Joint Stock Company | Subsidiaries |  | No. 351/31 No Trang Long, Ward 13, Binh Thanh District, Ho Chi Minh City |  |  | Service transaction: |  |
| 2 | Saigon - Hanoi Securities Joint Stock Company | TCCLQ | 71/GCNTVLK, issued on November 30, 2007 | No. 41 Ngo Quyen Street, Hoan Kiem District, Hanoi | March 21, 2023 | 0016/NQ/MTB-HDQT dated March 03, 2023 | Consulting service contract for divestment plan No. 03/2023/HDTVTC/ SHS. HS.TV |  |

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: None.
   1. Transactions between the Company and the company that members of the Board of Directors, members of the Supervisory Board, Manager and other managers have been founding members or members of the Board of Directors, Executive Manager for the past three (03) years (as of the time of reporting):

Divestment plan consulting service contract No. 03/2023/HDTVTC/SHS.HS.TV between PVMACHINO and Saigon - Hanoi Securities JSC signed on March 21, 2023 on consulting on PVMACHINO's divestment at Vietnam Nippon Seiki Company Limited and FCC (Vietnam) Co., Ltd. worth 220,000,000 VND (VAT included).

* 1. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers are members of the Board of Directors, the Executive General Manager.
  2. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors and the Supervisory Board, the Manager and other managers.

1. Share transactions of PDMR and affiliated persons of PDMR
2. Company’s share transaction of PDMR and affiliated persons None
3. Other significant issues: