**APP: Annual Corporate Governance Report 2023**

On January 29, 2024, Additives and Petroleum Products Joint Stock Company announced Report No. 08/BC-PGDM on the corporate governance in 2023 as follows:

* Name of listed company: Additives and Petroleum Products Joint Stock Company
* Head office address: Phu Thi Industrial Zone, Gia Lam District, Ha Noi city, Viet Nam
* Tel: 0243 6785060 Fax: 0243 6784978 Email: pgdm-app@vnn.vn
* Charter capital: VND 47,246,320,000
* Securities code: APP
* Corporate Governance Model:
* The General Meeting, the Board of Directors, the Supervisory Board and the Managing Director
* Internal audit: Implemented
1. Activities of the General Meeting:

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting  | Date | Contents |
| 1 | 02/NQ-DHDCD | April 27, 2023 | * Approve the agenda of the Annual General Meeting 2023
* Approve the Regulations on convening the General Meeting 2023
* Approve the report of the Board of Directors in report No. 10/BC-HDQT dated April 5, 2023 by the Board of Directors.
* Approve the audited Financial Statements 2022 in Proposal No. 12/TTr-PGDM dated April 5, 2023 by the Board of Directors
* Approve the Report of the Supervisory Board (Board of Directors) in the Proposal No. 06/BC-BKS dated April 05, 2023 by the Board of Directors.
* Approve the selection criteria and list of auditing companies and authorize the Board of Directors to select an audit company to audit the Financial Statements 2023 in Proposal No. 08/TTr-BKS dated April 05, 2023 by the Supervisory Board.
* Approve the profit distribution plan 2022 in Proposal No. 14/TTr-PGDM dated April 5, 2023 by the Board of Directors.
* Approve the remuneration and operating expenses of the Board of Directors, Supervisory Board, and Company Secretary in 2023 in Proposal No. 11/TTr-PGDM dated April 5, 2023 by the Board of Directors.
* Approve the production and business plan for 2023 in Proposal No. 13/TTr-PGDM dated April 5, 2023 by the Board of Directors.
 |

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Members 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. Nguyen Truong Son | Chair of the Board of Directors | April 28, 2022 |  |
| 2 | Mr. Phan Thanh Hung | Vice Chair of the Board of Directors | April 28, 2022 |  |
| 2 | Mr. Hoang Trung Dung | Member of the Board of Directors | April 28, 2022 |  |
| 3 | Mr. Nguyen Anh Tuan | Member of the Board of Directors | April 28, 2022 |  |
| 4 | Mr. Hoang Binh Duong | Member of the Board of Directors | April 28, 2022 |  |

1. Board Resolutions/Board Decisions

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision  | Date | Contents |
| 1 | 02/QD-HDQT | February 21, 2023 | Convene the Annual General Meeting 2023 on April 27, 2023. |
| 2 | 08/NQ-HDQT | March 20, 2023 | * Merge the Petroleum and Lubricants Sales Department into the Petroleum and Lubricants Sales Department in the Northern region
* Authorize the Managing Director to appoint Mr. Le Nguyen Hung to the position of business Manager of Petroleum and Lubricants Sales Department in the Northern region
 |
| 3 | 11/NQ-HDQT | March 24, 2023 | * Authorize the Chair of the Board of Directors to direct departments within the Company to complete documents to prepare for the Annual General Meeting 2023.
* Agree on the proposal of the Managing Director, maintain the salary fund in 2023 on the basis of the production and business plan 2023 approved by the Board of Directors according to Option 2 in Proposal 163/TTr- PGDM dated November 25, 2022 of the Managing Director.
* Report on the Annual General Meeting 2023 on the opinion of the State Security Commission of Vietnam on not approving APP to issue shares to pay dividends in 2022.
 |
| 4 | 14/NQ-HDQT | June 19, 2023 | * Approve the Business Results Report for the first 5 months of 2023 by the Executive Board.
* Approve the selection of VACO Auditing Company Limited as the Audit Company for the Financial Statements 2023 by APP Company.
 |
| 5 | 19/QD-HDQT | October 16, 2023 | * Assign the Company Secretariat to organize a consultation with members of the Board of Directors via a ballot to approve the policy.
* Assign the Executive Board to develop a detailed road map for the investment project of waste oil recycling plant and ask for the Board of Directors' opinions for consideration.
 |
| 6 | 25/QD-HDQT | December 25, 2023 | Approve the production and business plan for 2024 as in Proposal No. 216/TTr-PGDM dated December 15, 2023 by the Managing Director. |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board. | Qualification |
| 1 | Ms. Dao Thi Thanh Ha | Chief of the Supervisory Board | April 28, 2022 | Accountant |
| 2 | Ms. Le Thi Bach Lien | Member of the Supervisory Board | April 28, 2022 | Accountant |
| 3 | Ms. Phan Hai Ha | Member of the Supervisory Board | April 28, 2022 | Business Administration |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as the member of the Executive Board |
| 1 | Hoang Trung Dung | March 27, 1965 | Business Administration | April 28, 2022 |
| 2 | Hoang Binh Duong | November 9, 1955 | Machine engineer | May 9, 2022 |
| 3 | Nguyen Duy Kien | December 4, 1978 | Informatics Engineer | May 9, 2022 |

1. In charge of Finance and Accounting Department

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Doan Van Kien | May 21, 1983 | Accountant | January 25, 2024 |

1. Training on corporate governance: None
2. List of related person of the public Company and transactions between the related person of the Company with the Company itself
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR, or related persons of PDMR.

None

1. Transactions between PDMR of the listed company, related persons of PDMR and subsidiaries, and companies controlled by the listed company:

None

1. Transactions between the Company and other entities.
	1. Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board or Executive Manager (Managing Director) have been founding members or members of the Board of Directors and Executive Manager (Managing Director) for the past three (03) years (calculated at the date of reporting).

None.

* 1. Transactions between the Company and the company that the related persons of members of the Board of Directors, members of the Supervisory Board or Executive Manager (Managing Director) who are members of the Board of Directors or Executive Manager (Managing Director).

None.

* 1. Other transactions of the Company (if any) that can bring about material or non-material benefits to the members of the Board of Directors, members of the Supervisory Board and Executive Manager (Managing Director).

None

1. Share transactions between PDMR and related persons of PDMR
2. Company’s shares transactions between PDMR and related persons None

IX. Other significant issues: None