**POS: Annual Corporate Governance Report 2023**

On January 30, 2024, PTSC Offshore Services Joint Stock Company announced Report No. 0170/POS-HCNS on the corporate governance in 2023 as follows:

* Name of company: PTSC Offshore Services Joint Stock Company
* Head office address: PTSC Port, No 65A, Street 30/4, Thang Nhat Ward, Vung Tau City, Ba Ria Vung Tau Province, Viet Nam
* Tel: 0254 3515758 Fax: 0254 3515759 Email: [ptsc-pos@ptsc.com.vn](mailto:ptsc-pos@ptsc.com.vn)
* Charter capital: VND 400,000,000,000
* Securities code: POS
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the Manager.
* Internal audit execution: Unimplemented.

1. Activities of the General Meeting of Shareholders:

On April 25, 2023, PTSC Offshore Services Joint Stock Company (POS Company) successfully organized the Annual General Meeting of Shareholders 2023 with an attendance rate of the shareholders representing 94% of the total number of votes with voting rights. As of December 31, 2023, the General Meeting of Shareholders of POS has issued 01 General Mandate, details as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 07/NQ-POS-DHDCD | April 25, 2023 | Annual General Mandate 2023 |

1. The Board of Directors:
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. Nguyen Tien Phong | Chair of the Board of Directors | April 1, 2013  (April 12, 2018 - 1st re-election  April 26, 2023 - 2nd re-election) |  |
| 2 | Mr. Duong Hung Van | Member of the Board of Directors, Manager | March 18, 2012  (April 19, 2017 - 1st re-election  April 26, 2022 - 2nd re-election) |  |
| 3 | Mr. Nguyen Tuan | Non-executive member of the Board of Directors | April 25, 2019 |  |
| 4 | Mr. Nguyen The Hoang | Non-executive member of the Board of Directors | September 15, 2015  (April 27, 2021 - Re-elected) |  |
| 5 | Mr. Nguyen Duc Thien | Non-executive member of the Board of Directors | April 26, 2022 |  |

1. Board Resolutions/Board Decisions:

In 2023, the Board of Directors held 03 direct meetings and 26 consultation sessions, issued 03 Decisions and 26 Resolutions related to production and business issues, investment work, and human resource organization work and other tasks under the authority of the Board of Directors as in attached Appendix 1.

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Nguyen Le Tra | Chief of the Supervisory Board | Dismissed on April 25, 2023 | Bachelor of Accounting |
| 2 | Nguyen Minh Tuan | Chief of the Supervisory Board | Appointed on April 26, 2023 | Bachelor of Accounting |
| 3 | Tran Thi Minh Huong | Member of the Supervisory Board | April 1, 2013  (April 12, 2018 - 1st re-election  April 25, 2023 - 2nd re-election) | Bachelor of Finance and Banking |
| 4 | Pham Thu Hien | Member of the Supervisory Board | April 27, 2021 | Bachelor of Accounting |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Duong Hung Van | July 5, 1975 | Construction engineer, Master of Business Administration | December 28, 2011  Reappointed on September 19, 2016 |
| 2 | Le Toan Thang | September 8, 1968 | Master/Marine machinery engineer, Marine transportation economics engineer | January 10, 2011  (October 10, 2014, reappointed on December 26, 2017) |
| 3 | Nguyen Van Duong | February 3, 1977 | Petroleum chemical industry machine and equipment engineer | April 14, 2020 |
| 4 | Vu Dinh Cao Son | March 11, 1984 | Ship engine engineer | April 15, 2021 |

1. The Chief Accountant:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification: | Date of appointment/dismissal |
| 1 | Hoang Van Duy | October 16, 1977 | Bachelor of Economics | July 15, 2021 |

1. Training on corporate governance
2. List of affiliated persons of the public Company and transactions between the affiliated persons of the Company with the Company itself
3. Transactions between the Company and affiliated persons of the Company, or between the Company and major shareholders, PDMR, or affiliated persons of PDMR: as in attached Appendix 3.
4. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries, companies under the authority of the Company: None.
5. Transactions between the Company and other entities: None.
6. Share transactions between PDMR and affiliated persons of PDMR
7. Company’s shares transactions between PDMR and affiliated persons: None.
8. Other significant issues:

Appendix 1

List of issued Board Resolutions/Board Decisions as of December 31, 2023

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | | Date of issue | No. | Content |
| 1 | | January 6, 2023 | 01/NQ-POS-HDQT | Resolution on approving the bonus plan for completing the production and business plan 2022 from the Executive Board’s Bonus Fund |
| 2 | | January 10, 2023 | 02/NQ-POS-HDQT | Resolution on approving the salary fund 2022 of PTSC Offshore Services Joint Stock Company |
| 3 | | February 14, 2023 | 090/QD-POS-HDQT | Decision on approving the Regulations on Management, Organization and Operation of the Science and Technology Council and the Science and Technology Development Fund |
| 4 | | March 2, 2023 | 03/NQ-POS-HDQT | Resolution on approving the plan to organize the Annual General Meeting of Shareholders 2023 |
| 5 | | March 22, 2023 | 04/NQ-POS-HDQT | Resolution on approving the Contract with Petroleum Service Port Company |
| 6 | | April 4, 2023 | 05/NQ-POS-HDQT | Resolution on approving the content of the Draft Document submitted to the Annual General Meeting of Shareholders 2023 |
| 7 | | April 7, 2023 | 06/NQ-POS-HDQT | Resolution on approving the production and business plan 2023 of PTSC Offshore Services Joint Stock Company |
| 8 | | April 26, 2023 | 08/NQ-POS-HDQT | Resolution on Personnel of the Supervisory Board |
| 9 | | April 26, 2023 | 09/NQ-POS-HDQT | Resolution on electing the Chair of the Board of Directors |
| 10 | | May 8, 2023 | 10/NQ-POS-HDQT | Resolution on the promulgation of Internal Management Regulations of PTSC Offshore Services Joint Stock Company |
| 11 | | May 8, 2023 | 266/QD-POS-HDQT | Board Decision on approving the contractor selection plan for the Project to invest in backup server system |
| 12 | | May 29, 2023 | 313/QD-POS-HDQT | Decision on the promulgation of Information Disclosure Regulations of PTSC Offshore Services Joint Stock Company |
| 13 | | June 12, 2023 | 11/NQ-POS-HDQT | Resolution on approving the contract with Marine Mechanical Services Company Limited |
| 14 | | June 20, 2023 | 12/NQ-POS-HDQT | Resolution on approving the Contract with Daewoo Shipbuilding & Marine Engineering Co., Ltd |
| 15 | | June 21, 2023 | 13/NQ-POS-HDQT | Resolution on approving the Contract with Vietnam Petroleum Technical Services Joint Stock Corporation |
| 16 | | June 22, 2023 | 14/NQ-POS-HDQT | Resolution on the promulgation of Regulations on decentralization of authority in the field of investment |
| 17 | | July 3, 2023 | 15/NQ-POS-HDQT | Resolution on approving the Contract with Petroleum Service Port Company |
| 18 | | July 6, 2023 | 16/NQ-POS-HDQT | Resolution on approving the Contract with Petroleum Service Port Company |
| 19 | July 6, 2023 | | 17/NQ-POS-HDQT | Resolution on the promulgation of the Charter of PTSC Offshore Services Joint Stock Company |
| 20 | July 27, 2023 | | 18/NQ-POS-HDQT | Resolution on approving the Contract with Petroleum Service Port Company |
| 21 | August 10, 2023 | | 19/NQ-POS-HDQT | Resolution on approving the Contract with PTSC Thanh Hoa Technical Services Joint Stock Company |
| 22 | August 31, 2023 | | 20/NQ-POS-HDQT | Resolution on approving the contract appendix with Vietnam Petroleum Technical Services Joint Stock Corporation |
| 23 | August 31, 2023 | | 21/NQ-POS-HDQT | Resolution on the dividend payment in 2022 |
| 24 | October 12, 2023 | | 22/NQ-POS-HDQT | Resolution on approving the Contract Supplement with Petroleum Service Port Company |
| 25 | October 23, 2023 | | 23/NQ-POS-HDQT | Resolution on approving the Contract with Vietnam Petroleum Technical Services Joint Stock Corporation |
| 26 | December 13, 2023 | | 24/NQ-POS-HDQT | Resolution on approving the salary fund in 2023 of PTSC Offshore Services Joint Stock Company |
| 27 | December 15, 2023 | | 25/NQ-POS-HDQT | Resolution on approving the Contract with PTSC Mechanical and Construction Limited Company |
| 28 | December 29, 2023 | | 26/NQ-POS-HDQT | Resolution on strengthening the Organizational Structure, Functions and Duties of the Industrial Construction Department and the Operation & Maintenance Services Department of POS Company |
| 29 | December 29, 2023 | | 27/NQ-POS-HDQT | Resolution on approving the Contract with Petroleum Service Port Company |
| 30 | December 29, 2023 | | 28/NQ-POS-HDQT | Resolution on approving the Contract Supplement with Petroleum Service Port Company |

Appendix 3: Transactions between the Company and its affiliated persons; or between the Company and major shareholders, PDMR, and affiliated person of PDMR;

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH Number, Date of issue, Place of issue | | | Head office address/Contact address | Time of transaction with the Company | Approved Resolution/Decision No. | Content, quantity, total transaction value (as of December 31, 2023) | Note |
| No. | Date of issue | Place of issue |
| 1 | Petro Vietnam Technical Services Corporation | Major shareholder | 0100150577 | March 12, 2007 | Ho Chi Minh City Department of Planning and Investment | 5th Floor, PetroVietnam Tower, No. 1-5 Le Duan, Ben Nghe Ward, District 1, Ho Chi Minh City | June 22, 2023 | 13/NQ-POS- HDQT dated June 21, 2023 | Technical service support contract No. 170-2023/PTSC- CHW2204/HD. Total value: VND 3,279,492,000 |  |
| 2 | Petroleum Service Port Company | Branch of PTSC (PTSC is a major shareholder of POS) | 0100150577-033 |  |  | No. 65A3, 30/4 Street, Thang Nhat Ward, Vung Tau City. | April 1, 2022 | 07/NQ-POS- HDQT dated March 31, 2022 | Contract No. 009, 010-2022/PTSC- CDV/BDV on providing yards and logistics services at the Port. Total value VND 19,756,187,255 |  |
| July 3, 2023 | 15/NQ-POS- HDQT dated July 3, 2023 | Contract No. 011- 2023/PTSC- CDV/BDV for yard rental. Total value: VND 505,852,394 |  |
| 3 | PTSC Mechanichal and Construction Limited Company | Branch of PTSC (PTSC is a major shareholder of POS) | 3500790168 | January 4, 2016 | Department of Planning and Investment of Ba Ria Vung Tau | 31 30/4 Street, Ward 9, Vung Tau City. | December 12, 2023 | 11/NQ-POS- HDQT dated June 12, 2023 | Contract on purchasing materials. Total value VND 165,066,000 |  |
| 4 | PTSC Thanh Hoa General Petroleum Services Port Joint Stock Company | Branch of PTSC (PTSC is a major shareholder of POS) | 2801448559 | March 5, 2013 | Department of Planning and Investment of Thanh Hoa | Nghi Son Commune, Tinh Gia District, Thanh Hoa Province | August 10, 2023 | 19/NQ-POS- HDQT dated August 10, 2023 | Contract on technical service support. Total value VND 839,868,480 |  |
| 5 | Petro Hotel Company Limited | Branch of PTSC (PTSC is a major shareholder of POS) | 3501400999 | December 27, 2012 | Department of Planning and Investment of Ba Ria Vung Tau | 9-11 Hoang Dieu, Ward 1, Vung Tau City. | September 12, 2022 | 17/NQ-POS- HDQT dated September 8, 2022 | Principle contract on providing accommodation, conference, culinary, travel, event organization and logistics services. Total value: VND 10,615,274,425 |  |