

No: 12/BC-TKDK

Ho Chi Minh City, January 24, 2025

## REPORT ON CORPORATE GOVERNANCE 2024

To:

- The State Securities Commission of Viet Nam;
- The Hanoi Stock Exchange

- Name of company: Petrovietnam Engineering Consultancy Joint Stock Company.
- Address of headoffice: 10th Floor, PV Gas Building, 673 Nguyen Huu Tho Street, Phuoc Kien Commune, Nha Be District, Ho Chi Minh City.
- Telephone: (028) 3 781 6111 Fax: (028) 3 781 7111 Email: pve@pve.vn
- Charter capital: 250.000.000.000 VND.
- Stock symbol: PVE.
- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director.
- The implementation of internal audit: Not yet implemented.

### I. Activities of the General Meeting of Shareholders:

- Information on meetings, resolutions and decisions of the General Meeting of Shareholders (including the resolutions of the General Meeting of Shareholders approved in the form of written comments: The Annual General Meeting of Shareholders for 2024 has not been held.

Reason: The Board of Directors failed to reach a consensus to pass a resolution for organizing the Annual General Meeting of Shareholders for 2024.

### II. Board of Directors:

#### 1. Information about the member of the Board of Directors:

No.	Member of the Board of Directors	Position (Independent member of the Board of Directors, Non-executive member of the Board of Directors)	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr. Le Huu Bon	Chairman of the Board of Directors	26/4/2023	
2	Mr. Do Van Thanh	Member of the Board of Directors	26/4/2023	

3	Mr. Dinh Van Dinh	Member of the Board of Directors	26/4/2023	
4	Mr. Le Thai Thanh	Independent Member of the Board of Directors	26/4/2023	
5	Mr. Fong Nyuk Loon	Member of the Board of Directors	26/4/2023	

## 2. Meetings of the Board of Directors:

The Board of Directors held 04 direct meetings and conducted 22 written consultations, details are as follows:

No.	Member of the Board of Directors	The total number of Board of Directors's meetings held/consultations conducted.	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1	Mr. Le Huu Bon – Chairman of the Board of Directors	26	26	100%	
2	Mr. Do Van Thanh – Member of the Board of Directors	26	17	65,38%	The Board of Directors did not receive any feedback.
3	Mr. Dinh Van Dinh – Member of the Board of Directors	26	14	53,84%	The Board of Directors did not receive any feedback.
4	Mr. Le Thai Thanh – Independent Member of the Board of Directors	26	19	73%	The Board of Directors did not receive any feedback.
5	Mr. Fong Nyuk Loon – Member of the Board of Directors	26	1	3,84%	The Board of Directors did not receive any feedback.

## 3. Supervising the Board of Management by the Board of Directors:



The Board of Directors supervises the activities of the Board of Management and functional departments to ensure that the Corporation's operations comply with legal regulations, align with the Corporation's development strategy, and adhere to the Corporation's production and business plans.

**4. Activities of the Board of Directors' subcommittees (if any):**

The Board of Directors of Petrovietnam Engineering Consultancy Joint Stock Company does not have any subcommittees.

**5. Resolutions/Decisions of the Board of Directors:**

In 2024, the Board of Directors issued 12 resolutions/decisions, specifically as follows:

No.	Resolution/ Decision No.	Date	Content
1	17/NQ-HĐQT	24/4/2024	Selection of the auditing firm for the 2023 financial statements.
2	01/NQ-HĐQT	17/5/2024	Approval of the main contents of the contract titled "Technical Support Services for the Management, Review, and Update of Vendor Data for Lot 09-2/09 under Purchase Orders 36.VNC-0001/24 & 36.VNC-0001A/24" signed with a related party.
3	02/NQ-HĐQT	17/5/2024	Approval of the main contents of the contract titled "Consulting and Design Services for the Custody Meter System for LPG Export Sales as per MOC-52-22-177 under Purchase Order No. 126/1100002334/ĐH-NCPT" signed with a related party.
4	03/NQ-HĐQT	29/5/2024	Approval of the main contents of the contract titled "Engineering, Procurement, and Construction (EPC) for the Gas Supply Pipeline Project for Nhon Trach 3 and Nhon Trach 4 Power Plants" signed with a related party.
5	04/NQ-HĐQT	30/5/2024	Approval of the main contents of the contract titled "Technical Support Services for the Design, Construction, and Author Supervision of the Installation of 12-inch Underground Pipelines" under Contract No.

No.	Resolution/ Decision No.	Date	Content
			36.VNC-0003/24/HSMT signed with a related party.
6	05/NQ-HĐQT	24/6/2024	Approval of the main contents of the consulting contract titled “Preparation of the Feasibility Study Report for the Project on Cooperation in Processing and Producing POY Yarn to DTY Finished Products from PET Chip Material on Line 51” under the Dinh Vu Polyester Synthetic Fiber Factory Project, Contract No. 20/2024/PVE-TVE&VNPOLY/FS, signed with a related party.
7	06/NQ-HĐQT	28/6/2024	Approval of the main contents of the framework agreement titled “Provision of Manpower for Technical Services for the Detailed Design of the Lot B – O Mon Gas Pipeline Project (Part 2) under Package No. SWG-PTSCL18-PM-0006” signed with a related party.
8	07/NQ-HĐQT	28/6/2024	Approval of the main contents of the contract titled “Provision of Detailed Design and Cost Estimation Services for Modification Items” signed with a related party.
9	08/NQ-HĐQT	05/9/2024	Approval of Option 2: Opposing the request for recognition and enforcement of the ICC Award at the Ho Chi Minh City People's Court as stated in Official Letter No. 578/TGD-TKDK dated 16/08/2024 from the General Director of Petrovietnam Engineering Consultancy Joint Stock Company.
10	09/NQ-HĐQT	01/10/2024	Approval of collecting shareholders' opinions in writing to approve the list of auditing firms for the 2023 financial statements of Petrovietnam Engineering Consultancy Joint Stock Company.



No.	Resolution/ Decision No.	Date	Content
11	10/NQ-HĐQT	14/10/2024	Approval of the main contents of the contract titled “Inspection and Assessment Services to Propose Solutions for Addressing Vibrations and Misalignments in Pipelines and Structures” under Purchase Order No. 24/PVFCCo/CUVTTB-PVE/D_DV, signed with a related party.
12	11/QĐ-HĐQT	26/12/2024	Appoint Mr. Dinh Van Dinh – Member of the Board of Directors – to attend a business trip to Hanoi to participate in the Extraordinary General Meeting of Shareholders of the Petrovietnam Engineering Consultancy Joint Stock Company on January 8, 2025.

### III. Board of Supervisors:

#### 1. Information about members of Board of Supervisors:

No.	Members of Board of Supervisors	Position	The date becoming/ceasing to be the member of the Board of Supervisor	Qualification
1	Mr. Nguyen Hoc Hai	Head of Board of Supervisors	26/4/2023	Bachelor of Economics
2	Mrs. Tran Thi Hanh Thuc	Members of Board of Supervisors	26/4/2023	Bachelor of Foreign Trade
3	Mr. Do Manh Hao	Members of Board of Supervisors	26/4/2023	Bachelor of Foreign Trade

#### 2. Meetings of Board of Supervisors:

No.	Member of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mr. Nguyen Hoc Hai –	01	100%	100%	

No.	Member of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
	Head of Member of Board of Supervisors				
2	Mrs. Tran Thi Hanh Thuc – Member of Board of Supervisors	01	100%	100%	
3	Mr. Do Manh Hao – Member of Board of Supervisors	01	100%	100%	

**3. Supervising the Board of Directors, the Board of Management and Shareholders by the Board of Supervisors**

- Member of the Board of Supervisors perform their duties in accordance with the Law and the Corporation's Charter.
- Exercise other rights and obligations as stipulated by the Law on Enterprises and the Corporation's Charter.

**4. The coordination among the Board of Supervisors, the Board of Management, Board of Directors and other managers:**

- A representative of the Board of Supervisors fully participates in the meetings of the Board of Directors and oversees the implementation of the Board of Directors' directives to the Board of Management.
- The Board of Directors directs and supervises the Corporation's business operations, while the Board of Management manages the Corporation's business activities in accordance with their functions and duties, ensuring compliance with the Law on Enterprises and the current Charter.

**5. Other activities of the Board of Supervisors (if any):**

None.

**IV. Board of Management**

No.	Member of Board of Management	Date of birth	Qualification	Date of appointment
1	Ngo Ngoc Thuong	17/10/1972	Petroleum Geology Engineer	20/7/2021

**V. Chief Accountant:**

No.	Full name	Date of	Qualification	Date of
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		birth		appointment
1	Nguyen Khac Chuong	23/4/1977	Master of Business Administration/Bachelor of Economics	01/3/2021

#### VI. Training courses on corporate governance:

Training courses on corporate governance were involved by members of Board of Directors, the Board of Supervisors, General Director, other managers and secretaries in accordance with regulations on corporate governance:

No.	Course duration	Decision no.	Organizing entity	Course content
1	15/8/2024 17/8/2024	Decision No. 3951/QĐ-DKVN dated June 7 <sup>th</sup> , 2024	Vietnam Oil And Gas Group	Certificate of Member of the Board of Directors in Integrated Environmental and Social Governance (DCP-iESG)

#### VII. The list of affiliated persons of the public company and transactions of affiliated persons of the Company:

1. The list of affiliated persons of the Company: Attached appendix 1.
2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons:

No.	Name of organization/ individual	Relationship with the Company	NSH No.* date of issue, place of issue	Address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors (if any, specifying date of issue)	Content, quantity, total value of transaction	Note
1	Joint Venture Vietsovpetro	Related parties	...	105 Le Loi Street, Thang Nhi Ward, Vung Tau City, Ba Ria-Vung Tau Province	13/05/2024	Resolution No. 01/NQ-HĐQT, dated May 17 <sup>th</sup> , 2024	Technical support services for managing, reviewing, and updating Vendor Data Lot 09-2/09 under Purchase Order 36.VNC-0001/24 & 36.VNC-0001A/24. Transaction value: 5,913,344,000 VND.	
2	Binh Son Refining and	Related parties	...	No. 208 Hung Vuong Boulevard,	03/06/2024	Resolution No. 01/NQ-HĐQT, dated May 17 <sup>th</sup> ,	Consulting service for designing LPG	

No.	Name of organization/ individual	Relationship with the Company	NSH No.* date of issue, place of issue	Address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors (if any, specifying date of issue)	Content, quantity, total value of transaction	Note
	Petrochemical Joint Stock Company			Tran Phu Ward, Quang Ngai City, Quang Ngai Province		2024	Custody Metering System according to MOC-52-22-177 as per Purchase Order No. 126/1100002334/ĐH-NCPT.  Transaction value: 303,902,280 VND	
3	Branch of PetroVietnam Gas Joint Stock Corporation – Gas Project Management Company (DAK)	Related parties	...	Floors 12, 12A, 14, and 15, PV GAS Building, 673 Nguyen Huu Tho Street, Phuoc Kien Commune, Nha Be District, Ho Chi Minh City	01/03/2024	Resolution No. 03/NQ-HĐQT, dated May 29 <sup>th</sup> , 2024	Engineering, Procurement, Construction and Commissioning (EPC) for the Gas Supply Pipeline Project to Nhon Trach 3 and Nhon Trach 4 Power Plants.  Transaction value: 4,212,000,000 VND	
4	Joint Venture Vietsovpetro	Related parties	...	105 Le Loi Street, Thang Nhi Ward, Vung Tau City, Ba Ria-Vung Tau Province	10/06/2024	Resolution No. 04/NQ-HĐQT, dated May 30 <sup>th</sup> , 2024	Technical support service contract for 56 items of Design, Construction and Author's Supervision for laying 12-inch underground pipelines, No. 36.VNC-0003/24/HSMT.  Transaction value: 1,069,662,000 VND	
5	Tri Viet Trading Engineering Co., Ltd & Viet Nam Petrochemical And Fiber Joint Stock	Related parties	...	Lot CN5.5A, Dinh Vu Industrial Zone, Dong Hai 2 Ward, Hai An District, Hai Phong City	26/06/2024	Resolution No. 05/NQ-HĐQT, dated June 24 <sup>th</sup> , 2024	Prepare Feasibility Study Report for the POY Fiber Processing and Manufacturing Cooperation Project up to DTY finished products from PET chip raw materials on	



No.	Name of organization/ individual	Relationship with the Company	NSH No.* date of issue, place of issue	Address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors (if any, specifying date of issue)	Content, quantity, total value of transaction	Note
	Company						Line 51, as part of the Dinh Vu Polyester Synthetic Fiber Factory Project No. 20/2024/PVE-TVE&VNPOLY/FS.  Transaction value: 495,000,000 VND	
6	Petro Vietnam Technical Services Corporation	Related parties	...	5th Floor, PetroVietnam Tower, 1-5 Le Duan Street, District 1, Ho Chi Minh City	29/05/2024	Resolution No. 06/NQ-HĐQT, dated June 28 <sup>th</sup> , 2024	Hiring personnel to perform technical services for the detailed design of the gas pipeline project Lot B – O Mon (Part 2) under contract number SWG-PTSCL18-PM-0006.  Transaction value: 23,923,872,000 VND.	
7	PetroViet Nam Ca Mau Fertilizer Joint Stock Company	Related parties	...	Lot D, Industrial Zone, Ward 1, Ngo Quyen Street, Ward 1, Ca Mau City, Ca Mau Province	30/09/2024	Resolution No. 07/NQ-HĐQT, dated June 28 <sup>th</sup> , 2024	Providing detailed design services and cost estimation for modification items.  Transaction value: 850,044,910 VND	
8	PetroViet Nam Fertilizer And Chemicals Corporation	Related parties	...	7th Floor - PVFCCo Building - 43 Mac Dinh Chi Street - Da Kao Ward - District 1 - Ho Chi Minh City	28/08/2024	Resolution No. 10/NQ-HĐQT, dated October 14 <sup>th</sup> , 2024	Inspection and assessment service to provide remedial solutions for vibrating and misaligned pipelines and structures according to order No. 24/PVFCCo/CUVTT B-PVE/D_DV.  Transaction value: 2,498,457,000 VND	

- 3 Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power: None.
4. Transactions between the Company and other objects:
- 4.1 Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, General Director have been founding members or members of Board of Directors, or CEOs in three (03) latest years (calculated at the time of reporting): None.
- 4.2 Transactions between the Company and the company that its affiliated persons with members of Board of Directors, Board of Supervisors, General Director and other managers as a member of Board of Directors, General Director or CEO: None.
- 4.3 Other transactions of the Company (if any) may bring material or non- material benefits for members of Board of Directors, members of the Board of Supervisors, General Director and other managers:
- PVE is the Judgment Debtor currently executing the Enforcement Decision at Request No. 1359/QĐ-CCTHADS dated July 18, 2023, issued by the Civil Judgment Enforcement Sub-Department of Nha Be District, Ho Chi Minh City, for the Judgment Creditor, Mr. Do Van Thanh.

**VIII. Share transactions of internal persons and their affiliated person.**

1. The list of internal persons and their affiliated persons: Attached appendix 2.
2. Transactions of internal persons and affiliated persons with shares of the Company: None.

**IX. Other significant issues: None.**

**ON BEHALF OF CHAIRMAN OF THE  
BOARD OF DIRECTORS**



**Tạ Đức Tiến**

**Recipients:**

- As above;
- Archived: Secretary of the BoDs.



**APPENDIX I**  
**LIST OF RELATED PARTIES OF PETROVIETNAM ENGINEERING CONSULTANCY JOINT STOCK COMPANY (PVE)**

No.	Name of Organization/Individual	Securities trading account (if any)	Position at the Company (if any)	NSH No., National ID No., Date of issue, Place of issue	Address	Time of starting to be affiliated person	Time of starting to be affiliated person	Reasons	Relationship with the Company
1	2	3	4	5	8	9	10	11	12
I	Vietnam Oil And Gas Group					14/09/2005			A major shareholder holds 29% of the charter capital at PVE.
1	Ta Duc Tien	045C106898 at PetroVietnam Securities Joint Stock Company	PVN's Capital Representative at PVE			08/07/2021			Representative of PVN's 18% capital share in PVE
2	Ngo Ngoc Thuong		PVN's Capital Representative at PVE, CEO of PVE			08/07/2021			Representative of PVN's 11% capital share in PVE
II	Technip Energies (M) Sdn. Bhd								Major Shareholder
III	Petrovietnam Engineering Consultancy Joint Stock Company					14/09/2005			
III.1	Pve Oil Gas Project Management Consultancy Joint Stock Company (PVE-PMC)					11/12/2010			Subsidiary
III.2	PVE Oil Gas Survey Consultancy Joint Stock Company					11/12/2010			Subsidiary
IV	Board of Directors								
1	Le Huu Bon		Chairman of the BoDs			26/04/2023			Internal person
2	Do Van Thanh		Member of the BoDs			26/04/2023			Internal person
3	Dinh Van Dinh		Member of the BoDs			26/04/2023			Internal person
4	Le Thai Thanh		Independent Member of the BoDs			26/04/2023			Internal person



No.	Name of Organization/Individual	Securities trading account (if any)	Position at the Company (if any)	NSH No., National ID No., Date of issue, Place of issue	Address	Time of starting to be affiliated person	Time of starting to be affiliated person	Reasons	Relationship with the Company
1	2	3	4	5	8	9	10	11	12
5	Fong Nyuk Loon		Member of the BoDs			26/04/2023			Internal person
V	Board of Supervisors								
1	Nguyen Hoc Hai		Head of the BoSs			26/04/2023			Internal person
2	Do Manh Hao		Member of the BoSs			26/04/2023			Internal person
3	Tran Thi Hanh Thuc		Member of the BoSs			26/04/2023			Internal person
VI	Board of Management								
1	Ngo Ngoc Thuong		General Director			20/07/2021			Internal person
VII	Chief Accountant/Responsible for Finance and Accounting								
1	Nguyen Khac Chuong		Chief Accountant			01/03/2021			Internal person

**BOARD OF DIRECTORS**

TỔNG CÔNG TY  
TƯ VẤN THIẾT KẾ  
ĐẦU KHÍ  
CÔNG TY  
CỔ PHẦN  
HÀNG BÈ - TP. HỒ CHÍ MINH

Tạ Đức Tiến



**APPENDIX II**  
**LIST OF INTERNAL PERSONS AND THEIR AFFILIATED PERSONS**

No.	Name of individual	Securities trading account (if any)	Position at the Company (if any)	Type of documents( ID/Passport/ Business Registration Certificate	Address/Head office address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
1	Ta Duc Tien	045C106898 at PetroVietnam Securities Joint Stock Company	Chairman of the BoDs			4,500,000	18.00%	PVN's Capital Representative at PVE
<b>I</b>	<b>Affiliated Person to a Member of the Board of Directors</b>						<b>0</b>	
1	Le Huu Bon		Chairman of the BoDs			15,025	0.06%	
1.1	Le Nguyen Phuong Thao					-	0	Child
1.2	Le Nguyen Thanh Nam					-	0	Child
2	Do Van Thanh		Member of the BoDs			114,199	0.46%	Insiders do not disclose related parties.
3	Dinh Van Dinh		Member of the BoDs			10,000	0.04%	Insiders do not disclose related parties.

No.	Name of individual	Securities trading account (if any)	Position at the Company (if any)	Type of documents( ID/Passport/ Business Registration Certificate	Address/Head office address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
4	Le Thai Thanh		Independent Member of the BoDs			-	0	Insiders do not disclose related parties.
<b>II</b>	<b>Affiliated Person to a Member of the Board of Supervisors</b>							
1	Nguyen Hoc Hai		Head of the BoSs			41,807	0.17%	Insiders do not disclose related parties.
2	Do Manh Hao		Member of the BoSs			-	0	
2.1	Do Van Hien					-	0	Father
2.2	Hoang Thi Ty					-	0	Mother
2.3	Pham Tuan Kiem					-	0	Father-in-law
2.4	Pham Thi Xoa					-	0	Mother-in-law
2.5	Pham Thi Huong Ly					-	0	Wife



No.	Name of individual	Securities trading account (if any)	Position at the Company (if any)	Type of documents( ID/Passport/ Business Registration Certificate	Address/Head office address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
2.6	Do Minh Quyen					-	0	Child
2.7	Do Hoang Hiep					-	0	Child
2.8	Do Thi Hanh					-	0	Sibling
2.9	Do Minh Huan					-	0	Sibling
3	Tran Thi Hanh Thuc		Member of the BoSs			63	0.00%	
3.1	Vo Thi Thanh						0	Mother-in-law
3.2	Tran Thi Hong Hanh						0	Sister
3.3	Dang Quoc Khanh						0	Brother-in-law
3.4	Tran Ha Thanh						0	Brother
3.5	Huynh Thanh Loan						0	Sister-in-law

No.	Name of individual	Securities trading account (if any)	Position at the Company (if any)	Type of documents( ID/Passport/ Business Registration Certificate	Address/Head office address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
3.6	Tran Ha Nam						0	Brother
3.7	Truong Thi Thuy Trang						0	Sister-in-law
3.8	Le Van Ngu						0	Husband
3.9	Le Ba Trinh						0	Child
3.10	Le Anh Tuan						0	Child
<b>III</b>	<b>Affiliated Person to a Member of the Board of Management</b>							
1	Ngo Ngoc Thuong		General Director			3,750	0.02%	
1.1	Ngo Van Giai					-	0	Father
1.2	Luu Thi Doi					-	0	Mother
1.3	Nguyen Anh Tuan					-	0	Father-in-law
1.4	Nguyen Thi Gioi					-	0	Mother-in-law
1.5	Nguyen Thi Phuong Dung					-	0	Wife
1.6	Ngo Ngoc Linh					-	0	Child
1.7	Ngo Ngoc An					-	0	Child
1.8	Ngo Thi Luong						0	Sibling
1.9	Ngo Van Viet						0	Sibling
1.10	Ngo Van Cuong						0	Sibling
1.11	Ngo Thi Phuong						0	Sibling
1.12	Ngo Thi Lan						0	Sibling



No.	Name of individual	Securities trading account (if any)	Position at the Company (if any)	Type of documents( ID/Passport/ Business Registration Certificate	Address/Head office address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
1.13	Ngo Thi Loan						0	Sibling
1.14	Vietnam Oil And Gas Group		Major Shareholder			7,250,000	29%	Representative of PVN's 11% capital share in PVE
<b>IV</b>	<b>Affiliated Person to the Chief Accountant/Head of Finance and Accounting</b>							
1	Nguyen Khac Chuong		Chief Accountant			30	0.00000012	
1.1	Nguyen Thi Kim Thoa					-	0	Wife
1.2	Nguyen Khac Ty					-	0	Father
1.3	Nguyen Thi Duc					-	0	Mother
1.4	Nguyen Thi Xuan					-	0	Sister
1.5	Nguyen Thi Thanh					-	0	Sister
1.6	Nguyen Khac Suu					-	0	Brother

No.	Name of individual	Securities trading account (if any)	Position at the Company (if any)	Type of documents( ID/Passport/ Business Registration Certificate	Address/Head office address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
1.7	Nguyen Khac Huy					-	0	Brother

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN

  
 TẠ ĐỨC TIẾN

