

**MINUTES OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2018
OF PETROVIETNAM LOW PRESSURE GAS DISTRIBUTION JSC
(PV GAS D)**

I. COMPANY NAME, BUSINESS LICENSE, TIME AND VENUE:

1. Company name: PetroVietnam Low Pressure Gas Distribution JSC.
2. Head office address: 7th Floor, PV GAS Tower, 673 Nguyen Huu Tho, Phuoc Kien, Commune, Nha Be District, Ho Chi Minh City.
3. Enterprise code: 0304998686, initially registered on 23/5/2007; with 11th amendment registered on 31/12/2015.
4. Time: Starting at 08:30 on 19th April 2018.
5. Venue: Grand Ballroom 1, 2nd Floor, InterContinental Sai Gon Hotel, Le Duan - Hai Ba Trung intersection, Ben Nghe Ward, District 1, Ho Chi Minh City.

II. PARTICIPANTS AND LEGITIMACY OF THE GENERAL MEETING:

1. Mr. Pham Hai Dang, Head of the shareholder eligibility verification committee announces the Minutes on verification of number of shareholders and shareholders' representatives attending the Annual General Meeting of Shareholders (AGM).
 - The Company's total number of shareholders: 1,621 shareholders.
 - Total shares of shareholders invited to AGM: 89,998,070 shares.
 - Total shareholders and shareholders' representatives attending this AGM as at 09:00: 33 shareholders, representing 76,651,648 voting shares, accounting for 85.17 % of total voting shares of the Company.
 2. In addition to shareholders of the Company, attendees of AGM also include guests such as representatives of leaders and divisions/departments of PV Gas, representatives of Deloitte Vietnam Co., Ltd, Securities companies, Investment funds, mass media and personnel of the Company.
- => All Shareholders and Shareholders' representatives are qualified to attend the AGM.

Pursuant to the Enterprise Law No. 68/2014/QH13 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2014, the AGM 2018 of PetroVietnam Low Pressure Gas Distribution JSC attended by above participants is legal and valid.

III. CONTENTS OF THE MEETING:

The AGM votes with 100% approval to nominate the following members to the Presidium and the Vote Counting Committee of the AGM, as follows:

- **Presidium:**
 - Mr. Tran Trung Chinh - BOD Chairman
 - Mr. Tran Thanh Nam - BOD Member and Company Director.
 - Mr. Nguyen Quang Huy - Deputy Director and BOD Member.
- **Vote Counting and Voting Committee:**
 - Mr. Dang Quoc Vuong - Deputy of Financial & Accounting Dept, Leader
 - Ms. Vo Thi Cam Chi - Executive of HR Department, Member
 - Mr. Le Duc Huy - Executive of Finance & Accounting Dept, Member
- **The Presidium appoints the Secretariat consisting of:**
 - Ms. Nguyen Thi Ai Van - Executive of Sales Department;
 - Ms. Phan Le Ngoc Trang - Executive of Sales Department.
- ❖ **The AGM listens to Mr. Nguyen Quang Huy – Deputy Director and BOD Member presenting the AGM Agenda.**

The voting result is as follows:

- Approval : 100%
- Disapproval or abstention : 0%.

- ❖ **The AGM listens to Mr. Tran Trung Chinh – BOD Chairman presenting the Regulation of the AGM.**

The voting result is as follows:

- Approval : 100%
- Disapproval or abstention : 0%.

- ❖ **The AGM listens, reviews, discusses and adopts the contents of the AGM in the progress as follows:**

1. Ms. Bui Kim Hanh, Deputy of HR Department presents: amendments and additions to the Company Charter.

The voting result is as follows:

- Approval : 100%
- Disapproval or abstention : 0%.

(Attached is Statement No. 01/TTr-HĐQT dated 09/04/2018)

2. Mr. Tran Trung Chinh, BOD Chairman presents the Internal Regulation on Corporate Governance

The voting result is as follows:

- Approval : 100%
- Disapproval or abstention : 0%.

(Attached is Statement No. 02/TTr-HĐQT dated 09/04/2018)

3. Mr. Tran Trung Chinh, BOD Chairman presents the Report on BOD activities in 2017 and Plan for 2018.

The voting result is as follows:

- Approval : 100%
- Disapproval or abstention : 0%.

(Attached is Statement No. 03/TTr-HĐQT dated 09/04/2018)

4. Mr. Tran Thanh Nam – Company Director, presents the Business Performance Report of 2017 and Plan for 2018 of the Company.

Key targets of Business and Investment Plan for 2018

No.	ITEM	Unit	Planned for 2018
1	Charter capital	VND Billion	900
2	Gas consumption	Sm ³ Million	867
3	Revenues	VND Billion	7,087.7
4	Profit before corporate income tax	VND Billion	230.1
5	Net profit after corporate income tax	VND Billion	180.2
6	Taxes and payable to State Budget	VND Billion	94.1
7	Net profit after corporate income tax /charter capital	%	20.0
8	Disbursement	VND Billion	162.5

Results of voting for above reports and authorizing the BOD to review and approve adjustments of Production and Business plan 2018, if any, in case of world crude oil prices fluctuation resulting to changes of gas input and output prices or other factors, as follows:

- Approval : 100%
- Disapproval or abstention : 0%.

(Attached is Statement No. 04/TTr-HĐQT dated 09/04/2018)

5. Mr. Tran Thanh Nam – Company Director, presents the audited financial statements of 2017.

Some basic contents include:

- Gross revenues from Sales of Goods sold : 6,785.86 VND Billion
and Services rendered
- Profit before corporate income tax : 263.13 VND Billion
- Net profit after corporate income tax : 208.69 VND Billion
- Net profit after corporate income tax : 23.19%.
/charter capital

The voting result is as follows:

- Approval : 100%
- Disapproval or abstention : 0%.

(Attached is Statement No. 05/TTr-HĐQT dated 09/04/2018)

6. Mr. Tran Trung Chinh - BOD Chairman presents the Statement for authorizing the BOD (except BOD members with related interests according to Article 162 of the Enterprise Law 2014) to approve/ratify contracts and transactions with affiliated Person (including gas sales and purchases contracts, property leasing contracts)

The voting result is as follows:

- Approval : 99.79%
- Disapproval or abstention : 0,21%

(Attached is Statement No. 06/TTr-HĐQT dated 09/04/2018)

7. Mr. Tran Trung Chinh - BOD Chairman presents the change in the Company's personnel and introduces the list of nominees and candidates for additional members of the BOD.

- 7.1. Adopting the personnel change:

Removing Mr. Tran Anh Khoa from the position of BOD Member.

The voting result is as follows:

- Approval : 100%
- Disapproval or abstention : 0%

(Attached is Statement No. 07/TTr-HDQT dated 09/04/2018)

- 7.2. Adopting the list of candidate to be elected as additional BOD member for the term of 2018 - 2023, including:

Mr. Hideaki Shibata, candidate for the position of BOD Member.

The voting result is as follows:

- Approval : 100%
- Disapproval or abstention : 0%

(Attached is Statement No. 07/TTr-HDQT dated 09/04/2018)

8. Mr. Dang Quoc Vuong, Head of Vote Counting and Voting Committee reads the draft of Regulation on Voting. The AGM votes to adopt the Regulation on Voting with approval rate of 100% of total voting shares.

9. The AGM elects a Member of the BOD.

10. Mr. Nguyen Vu Anh – Representative of Board of Supervisors presents the Report on Board of Supervisors' Activities in 2017, Plan for 2018 and proposal for appointment of an independent auditor in 2018.

- 10.1. The voting result for adopting the Report on Board of Supervisors' Activities in 2017, Plan for 2018 is as follows:

- Approval : 100%
- Disapproval or abstention : 0%

- 10.2. Adopting Deloitte Vietnam Company Limited as the independent auditor for 2018 and A&C Auditing and Consulting Company Limited (A&C) as the reserve auditor.

The voting result is as follows:

- Approval : 100%
- Disapproval or abstention : 0%

(Attached is Statement No. 01/TTr - BKS dated 09/04/2018)

11. Ms. Nguyen Phuong Thuy, Chief Accountant of the Company presents the report on business performance results, fund appropriation, distribution of profits and dividend of 2017 and Plan for 2018.

Some basic contents are as follows:

- Results in 2017:

+ Appropriation for Bonus & Welfare Fund (equivalent to 03 months' salaries): VND Billion 16.78.

+ Bonus payment for the Management Board: VND Billion 0.5.

+ Cash dividend (Planned: 15% of Charter capital, Realized: 30% of Charter capital): VND Billion 270

- Plan for 2018:

+ Appropriation for Bonus & Welfare Fund (equivalent to 03 months' salaries): VND Billion) 16,5.

+ Bonus payment for the Management Board: VND Billion 0,5.

+ Cash dividend (17% of Charter capital): VND Billion 153.

The voting result is as follows:

- Approval : 100%
- Disapproval or abstention : 0%

(Attached is Statement No 08/TTr - HDQT dated 09/04/2018)

12. Ms. Nguyen Phuong Thuy, Chief Accountant of the Company presents the Report on salary, remuneration of BOD and Board of Supervisors in 2017 and Plan for 2018 as follows:

- Total salaries and remuneration realized in 2017: VND 4,228,719,438
- Total salaries and remuneration planned for 2018: VND 4,949,012,466

The voting result is as follows:

- Approval : 100%
- Disapproval or abstention : 0%

(Attached is Statement No. 09/TTr - HDQT dated 09/04/2018)

13. Mr. Dang Quoc Vuong, Head of Vote Counting and Voting Committee reports on counting votes for the additional BOD member:

Result of counting votes for the BOD Member:

No.	Full name	Number of votes	Representing the number of voting shares	% ratio /Total votes
1	Hideaki Shibata	31	76,103,043	99.28%

14. Ms. Phan Le Ngoc Trang reads the AGM Resolution on behalf of the Secretariat.

15. The AGM adopts the AGM Resolution, with result as follows:

- Approval : 100%
- Disapproval or abstention : 0%

16. The AGM 2018 ends at 11:30 on 19th April 2018.

The Minutes of AGM are made into 04 copies of equal validity and unanimously passed by all shareholders at the AGM 2018.

**ON BEHALF OF
THE SECRETARIAT**

**ON BEHALF OF
THE PRESIDUM**