

No: 35./2025/BCQT-HBS

Ha Noi, 24. January 2025

**REPORT ON CORPORATE GOVERNANCE
Year 2024**

TO:

- The State Securities Commission
- Vietnam Stock Exchange.
- Hanoi Stock Exchange.
- Ho Chi Minh City Stock Exchange

- Name of listing company: Hoa Binh Securities Joint Stock Company
- Address of headoffice: 7th+9th Floor, 46-48 Ba Trieu - Hang Bai - Hoan Kiem - Hanoi
- Telephone: (84-24) 3936 8866 Fax: (84-24) 3936 8665 Email: Hbs_info@hbse.com.vn
- Charter capital: 329.999.800.000 VNĐ
- Stock symbol: HBS
- Governance model:
 - + General Meeting of Shareholders, Board of Directors, Board of Supervisors and General Director.
- Regarding the implementation of internal audit function: Not implemented

I. Activities of the General Meeting of Shareholders:

Information on meetings and Resolutions/Decisions of the General Meeting of Shareholders (including Resolutions of the General Meeting of Shareholders adopted in the form of written opinions):

No.	Resolution No	Date	Content
1	08/2024/NQ-HBS	28/06/2024	<ul style="list-style-type: none">- Approval of the 2023 Business Activity Report and the 2024 Business Activity Plan of the Company- Approval of the 2023 Board of Directors' Activity Report and the 2024 Board of Directors' Plan- Approval of the 2023 Board of supervisor

			<p>Activity Report and the 2024 Plan</p> <ul style="list-style-type: none"> – Approval of the 2023 Audited Financial Statement – Approval of the authorization for the Board of Directors to select an auditing organization for 2024 in accordance with the provisions of the Law – Approval of the distribution of profits and payment of dividends to shareholders in 2023 – Approval of business cooperation with International Fund Management JSC and Vimedimex Pharmaceutical Group JSC – Approval of amendments to the company charter – Approval of the remuneration of members of the Board of Directors and Board of supervisor in 2024 – Approval of the dismissal and election of additional members of the Board of Directors and the Board of Supervisors for the 2023-2028 term of the Company
2	12/2024/NQ-DHĐCĐ	30/09/2024	<ul style="list-style-type: none"> – Approval of dismissal and election of additional members of the Board of Directors – Approval of dismissal and election of additional members of the Board of Supervisors.

II. Board of Director:

1. Information about Board of Directors members:

No.	Board of Director member	Position (Independent member of the Board of Directors, non-executive member of the Board of Directors)	The date becoming/ceasing to be member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr. Trịnh Thanh Giảng	Member of Board of Director	29/06/2023	
2	Mr. Lê Đình Dương	Chairman	29/06/2023	

3	Mr. Nguyễn Anh Đức	Member of Board of Director	29/06/2023	28/06/2024
4	Mr. Lê Tiến Dũng	Vice Chairman	29/06/2023	30/09/2024
5	Mr. Lê Xuân Tùng	Member of Board of Director	29/06/2023	
6	Mrs. Trần Mỹ Linh	Member of Board of Director	28/06/2024	
7	Mr. Nguyễn Phan Trung Kiên	Member of Board of Director	30/09/2024	

2. Board Meetings:

No.	Board of Director member	Number of meeting attended by Board of Directors	Attendance rate	Reasons for absence
1	Ông/ Mr. Trịnh Thanh Giảng	9	100%	
2	Ông/ Mr. Lê Đình Dương	6	66%	
3	Ông/ Mr. Nguyễn Anh Đức	9	100%	
4	Ông/ Mr. Lê Tiến Dũng	7	77%	
5	Ông/ Mr. Lê Xuân Tùng	9	100%	
6	Bà/ Mrs. Trần Mỹ Linh	3	33%	
7	Ông/ Mr. Nguyễn Phan Trung Kiên	1	11%	

3. Supervisory activities of the Board of Directors over the Board of Management:

Members of the Board of Directors regularly communicate by writing, phone, and email to understand the company's operations in order to unify opinions and make decisions. In the first six months of 2024, the Board of Directors attended meetings with the Board of Directors and the company's functional heads to listen to reports on business operations and give direct instructions at the meetings. The Board of Directors focused on closely directing and urging the Board of Directors in the following main activities:

- ✦ Coordinated the successful organization of the company's General Meeting of Shareholders on June 28, 2024
- ✦ Complete the organization of asking for written opinions of the General Meeting of Shareholders on September 30, 2024.

- ✦ Directing the preparation of the implementation plan for reviewing semi-annual and annual financial statements with the focal unit being the Finance - Accounting Department

4. Activities of subcommittees of the Board of Directors (if any): Không có/ None.

5. Resolutions/Decisions of the Board of Directors:

No.	Resolution/Decision No.	Date	Content	Rate
1	01/2024/QĐ-HBS	05/01/2024	Dismissal of Mr. Nguyen Tien Nam from the position of Deputy General Director	100%
2	03/2024/QĐ-HBS	22/01/2024	Approving some contents related to auditing the Financial Statements ending on December 31, 2023	100%
3	07/2024/QĐ-HBS	01/03/2024	Appointment of Deputy General Director Nguyen Phan Trung Kien	100%
4	05/2024/NQ-HBS	26/04/2024	Request for extension of time to hold the 2024 Annual General Meeting of Shareholders	100%
5	11/2024/QĐ-HBS	06/05/2024	Dismissal of General Director Dinh The Loi	100%
6	12/2024/QĐ-HBS	06/05/2024	Appointment of General Director Nguyen Phan Trung Kien	100%
7	15/2024/QĐ-HBS	13/05/2024	Approval of the plan to convene the 2024 Annual General Meeting of Shareholders	100%
8	20/2024/QĐ-HBS	25/07/2024	Approval of the selection of the Semi-annual Audit Unit and Financial Statements for 2024	100%
9	21/2024/QĐ-HBS	9/8/2024	Approval of dividend payment plan for 2023	100%
10	22/2024/QĐ-HBS	20/12/2024	Issue the Board of Directors' operating	100%

			regulations	
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III. Board of Supervisors/Audit Committee:

1. Information about Board of Supervisors members :

No.	Members of Board of Supervisors/ Audit Committee	Position	The date becoming/ceasing to be the member of the Board of Supervisors	Qualification
1	Mr Nguyễn Bá Tuấn	Member of Board of Supervisors	27/10/2022-30/09/2024	University degree
2	Mr Nguyễn Hữu Tuấn		29/06/2023 – 28/06/2024	Master degree
3	Mr Đoàn Đức Giang	Head of Board of Supervisors	29/06/2023	University degree
4	Mr Trần Hùng Cường	Member of Board of Supervisors	28/06/2024	University degree
5	Mr Trương Duy Phong	Member of Board of Supervisors	30/09/2024	University degree

2. Board of Supervisors meetings:

No.	Members of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Nguyễn Bá Tuấn	2/2	100%	100%	
2	Nguyễn Hữu Tuấn	0	0%	0%	
3	Đoàn Đức Giang	2/2	100%	100%	
4	Trần Hùng Cường	1/2	50%	50%	

3. Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors or Audit Committee:

The Board of Supervisors assessed: The Board of Directors has implemented the Resolution of the General Meeting of Shareholders at the Annual General Meeting of Shareholders on June 28, 2024, and collected written opinions from the General Meeting of Shareholders on September 30, 2024. The Board of Directors has managed and directed activities in accordance with the law, the charter of the organization and operation of the Company, and the resolution of the General Meeting of Shareholders set forth in early 2024. The Board of

Directors has operated the company in compliance with the Resolution of the General Meeting of Shareholders and the Resolution of the Board of Directors in accordance with the functions, duties and powers of the General Director. In 2024, the Board of Directors and the Board of Management have achieved the following results:

- Successfully organized the Company's General Meeting of Shareholders on June 29, 2023
- Conducted the collection of written opinions of the General Meeting of Shareholders on September 30, 2024
- Directed the implementation of the plan for the first 6 months of 2024 and the whole year of 2024
- Directed the implementation of the plan for reviewing and auditing the Financial Statements in the first 6 months of 2024 and the whole year of 2024

The Company has fully and seriously complied with the provisions of the Law, the State Securities Commission, and the Stock Exchange on information disclosure of Listed Organizations and Securities Companies

4. Coordination between the BOS/Audit Committee and the activities of the Board of Directors, the Executive Board and other management staff:

In 2024, the BOS was provided with full information on the decisions of the Board of Directors and the Executive Board; at the same time, it received support and favorable conditions to serve its inspection and supervision work

The Board of Directors and the Board of Supervisor always exchange information on issues related to the orientation of HBS, closely following the assigned tasks to complete well.

From the contributions of the Board of Supervisor, the Board of Management and functional departments seriously implemented them to further improve the effectiveness of management work and business results of the whole Company.

5. Other activities of the Board of Supervisor/Audit Committee (if any):
None

IV. Board of Management:

No.	Members of Board of Management	Date of Birth	Qualification	Date of appointment/ dismissal
1	Mr Lê Tiến Dũng	19/06/1984	University degree	15/06/2022
2	Mrs Trần Mỹ Linh	18/01/1982	University degree	29/09/2022
3	Mr Bế Công Sơn	15/07/1983	University degree	07/09/2022

4	Mr Nguyễn Phan Trung Kiên	23/09/1982	University degree	01/03/2024
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V. Chief Accountant

Name	Date of Birth	Qualification	Date of appointment/dismissal
Mrs Đào Thu Thủy	29/09/1987	University degree	Date of appointment: 09/11/2023

VI. Training courses on corporate governance:

Corporate governance training courses attended by members of the Board of Directors, members of the Supervisory Board, Executive Director (General Director), other managers and the Company Secretary in accordance with regulations on corporate governance: None.

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

(Check VIII.1)

2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons: None

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 entities objects:

4.1. Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, Director (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, Director (General Director) and other managers as a member of Board of Directors, Director (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, Director (General Director) and other managers: None

VIII. Share transactions of internal persons and their affiliated persons:

1. Transactions of internal persons and affiliated persons with shares of the Company

No	Name	Securities account (if have)	Position (if have)	Personal ID	Address	Number of shares owned at the end of the period	End of period share ownership ratio	Note
1	Ông Lê Tiến Dũng		Vice General Director			0	0	
1.1	Lê Xuân Minh					0	0	Father
1.2	Nguyễn Thị Bình					0	0	Mother
1.3	Lê Thị Kim Dung					0	0	Sister
1.4	Trương Thị Nhung					0	0	Wife
1.5	Lê Phương Anh					0	0	Daughter
1.6	Lê Thành Nam					0	0	Son
2	Bế Công Sơn		Vice General Director			0	0	
2.1	Ông Bế Văn May					0	0	Father
2.2	Bà Trần Thị Thành					0	0	Mother
2.3	Ông Bế Văn Sơn Hà					0	0	Brother
2.4	Bà Nguyễn Thị Thu Huyền					0	0	Wife
2.5	Bế Nguyễn Sơn Tùng					0	0	Son
2.6	Bế Nguyễn Tùng Bách					0	0	Son
2.7	Bế Nguyễn Huyền Thư					0	0	Daughter

2.8	Ông Nguyễn Văn Sơn				0	0	Father in-law
2.9	Bà Nguyễn Thị Loan				0	0	Mother in-law
2.10	Nguyễn Minh Huệ				0	0	Sister in-law
3	Trịnh Thanh Giảng		Member of Board of Director		0	0	
3.1	Trịnh Mai Diễm				-	-	Father
3.2	Trần Thị Hợp				-	-	Mother
3.3	Trịnh Thanh Hải				0	0	Brother
3.4	Trịnh Thị Vĩ				0	0	Sister in-law
3.5	Trịnh Thanh Hoan				0	0	Brother
3.6	Bùi Minh Phương				0	0	Sister in-law
3.7	Trịnh Văn Hình				0	0	Brother
3.8	Nguyễn Thị Dung				0	0	Sister in-law
3.9	Trịnh Thị Giang				0	0	Sister
3.10	Nguyễn Văn Hồ				0	0	Brother in-law
3.11	Vũ Kim Hương				0	0	Wife
3.12	Trịnh Thủy Tiên				0	0	Daughter
3.13	Lê Anh Tú				0	0	Son in-law
3.14	Trịnh Mai Ngọc				0	0	Daughter
3.15	Vũ Ngọc Hải				0	0	Father in-law
3.16	Lê Thị Kim				0	0	Mother in-law
3.17	Vũ Thanh Bình				0	0	Sister in-law
3.18	Viên Ngọc Bích				0	0	Sister in-law
4	Lê Đình Dương		Chairman		6.506.455	19.71%	
4.1	Nguyễn Thị Loan				0	0	Mother
4.2	Lê Xuân Tùng				0	0	Brother
5	Trần Mỹ Linh		Vice General Director/Member of Board of Director		0	0	
5.1	Trần Văn Hường				0	0	Father
5.2	Hồ Thị Mỹ Liên				0	0	Mother
5.3	Trần Mỹ Dung				0	0	Sister
5.4	Bùi Trường Giang				0	0	Husband

5.5	Bùi Trần Huy Lâm					0	0	Son
5.6	Bùi Trần Linh Thu					0	0	Daughter
5.7	Bùi Văn Luật					0	0	Father in-law
5.8	Phan Thị Vượng					0	0	Mother in-law
5.9	Bùi Thị Thanh Vân					0	0	Sister in-law
6	Đoàn Đức Giang		Head of Board of Supervisor			0	0	
6.1	Nguyễn Thị Hà					0	0	Mother
6.2	Đoàn Thanh Sơn					0	0	Father
6.3	Đoàn Tuấn Đạt					0	0	Brother
7	Lê Xuân Tùng		Member of Board of Director			0	0	
7.01	Nguyễn Thị Loan					0	0	Mother
7.02	Lê Đình Dương					0	0	Brother
8	Đào Thu Thủy		Chief Accountant					
8.1	Trần Văn Nghị							Father in-law
8.2	Lưu Thị Là							Mother in-law
8.3	Nguyễn Thị Mỹ							Mother
8.4	Đào Quang Lân							Father
8.5	Trần Việt Cường							Husband
8.6	Trần Duy Anh							Son
8.7	Trần Thị Kim Ngân							Daughter
8.8	Trần Nhật Đăng							Son
8.9	Đào Văn Hà							Brother
8.10	Nguyễn Hoàng Lam							Brother in-law
9	Nguyễn Phan Trung Kiên		General Director/Member of Board of Director			8.000.000	24,24%	
9.1	Nguyễn Huy Quý							Father
9.2	Phan Thị Liên							Mother
9.3	Bùi Thu Anh							Wife
9.4	Nguyễn Phan Quỳnh							Daughter

	Anh							
9.5	Nguyễn Bùi Nam Anh							Son
9.6	Nguyễn Phan Thùy Vân							Sister
10	Trần Hùng Cường		Member of Board of Supervisor					
10.1	Trần Đức Bình							Father
10.2	Nguyễn Thị Minh							Mother
10.3	Nguyễn Thị Hường							Wife
10.4	Trần Thái Khanh							Daughter
10.5	Trần Đức An							Son
10.6	Trần Bảo An							Son
11	Trương Duy Phong		Member of Board of Supervisor					
	Trương Xuân Duy							Father
	Nguyễn Thị Thu Hương							Mother
	Trương Duy Long							Brother
	Lê Văn Sang							Father in-law
	Nguyễn Thị Minh Thủy							Mother in-law
	Nguyễn Minh Ngọc							Wife
	Trương Minh Đăng							Son
	Trương Ngọc Minh Châu							Daughter
12	Lê Duy Phúc		Shareholder			4.300.000	13,03%	Major Shareholder
13	Nguyễn Anh Đức		Shareholder			5.800.000	17,58%	Major Shareholder

2. Transactions of internal persons and affiliated persons with shares of the company:

No.	Transaction executor	Relationship with internal persons	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increase, decreasing (buying, selling, converting, rewarding, etc.)
			Numbers of shares	Percentage	Numbers of shares	Percentage	
1	Nguyễn Phan Trung Kiên	General Manager	0	0%	8.000.000	24,24%	Buy stocks
2	Lê Đình Dương	Chairman	5.000.700	17,58%	6.506.455	19,71%	Buy stocks

IX. Other significant issues: None

In the past time, the Board of Directors has seriously implemented the Resolution of the General Meeting of Shareholders, well supported the Board of Directors in the Company's operations and HBS's business results always have certain contributions from the Board of Directors.

The above is the basic report on the activities of the Board of Directors of Hoa Binh Securities Joint Stock Company in 2024. The Board of Directors of the Company will make more efforts in governance as well as supervision and operation in the coming time.

Recipients:

- As above
- Archive: Clerical.

**CHAIRMAN OF THE
BOARD OF DIRECTOR**



LÊ ĐÌNH DƯƠNG