

No.: 07/2025/TT-HĐQT

Ha Noi, dated ..01. month .04. year 2025

**PROPOSAL**

*Re: Amendment of the Company Charter*

**Dear: General Meeting of Shareholders**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 issued on June 17, 2020 and documents amending, supplementing and guiding its implementation;
- Pursuant to the Law on Securities No. 54/2019/QH14 issued on November 26, 2019 and documents amending, supplementing and guiding its implementation;
- Pursuant to the Charter of Everest Securities Joint Stock Company. (“Company”);
- Pursuant to the Company's operational situation.

The Board of Directors (BOD) of Everest Securities Joint Stock Company respectfully submits to the General Meeting of Shareholders (GMS) for approval to amend a number of contents of the Company Charter:

1. Proposed amendments:

No.	Terms	Charter issued on 02/11/2023	Content after adjustment
1.	Preamble to the Charter	This Charter was approved by the Annual General Meeting of Shareholders of Everest Securities Joint Stock Company under Resolution No. 01/2021/NQ-ĐHĐCĐ dated March 2, 2021, amended on October 12, 2021 and November 2, 2023	This Charter was approved by the Annual General Meeting of Shareholders of EVS Securities Joint Stock Company under Resolution No. 01/2021/NQ-ĐHĐCĐ dated March 2, 2021, amended for the third time on March 18, 2025
2.	Point a, Clause 1, Article 1	“Company” means Everest Securities Joint Stock Company	“Company” means EVS Securities Joint Stock Company.
3.	Clause 1 Article 2	1. Company Name: a) Company Name in Vietnamese: Everest Securities Joint Stock Company b) Company Name in foreign language: Everest Securities Joint Stock Company c) Abbreviated Company Name: EVS.,JSC	1. Company Name: a) Company Name in Vietnamese: EVSSecurities Joint Stock Company b) Company Name in foreign language: EVS Securities Joint Stock Company c) Abbreviated Company Name: EVS.,JSC
4.	Clause 1, 2 Article 3	1. The Company has 01 legal representative who is the	1. Number and title of Legal Representatives



		<p>General Director of the Company.</p> <p>2. The legal representative of the Company is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, represents the Company as a person requesting settlement of civil matters, plaintiff, defendant, person with related rights and obligations before the Arbitration, Court and other rights and obligations as prescribed by law.</p>	<p>a) The Company has 02 Legal Representatives</p> <p>b) Title of the Legal Representative:</p> <ul style="list-style-type: none"> <li>- The General Director is the first Legal Representative of the Company.</li> <li>- The Chairman of the Board of Directors is the second Legal Representative of the Company.</li> </ul> <p>2. Rights and obligations of the Legal Representative:</p> <ul style="list-style-type: none"> <li>- The General Director has the rights and obligations specified in Article 36 of this Charter. The General Director represents the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as a person requesting settlement of civil matters, a plaintiff, a defendant, a person with related rights and obligations before the Arbitration, the Court and other rights and obligations as prescribed by law. The General Director is responsible for providing documents and working with the State Securities Commission.</li> <li>- The Chairman of the Board of Directors has the rights and obligations specified in Article 28 of this Charter. The Chairman of the Board of Directors represents the Company in exercising the rights and obligations arising from the Company's transactions, represents the Company as a person requesting settlement of civil matters, plaintiff, defendant, person with related rights and obligations before the Arbitration, Court and other rights and obligations as prescribed by law.</li> </ul>
5.	Point a, Clause 3, Article 11	<p>a) Ordinary shareholders may form a group to nominate people for the Board of Directors. Specifically:</p> <p>)A shareholder or group of shareholders holding from 10% to 20% of the total number of voting shares may nominate a</p>	<p>a) Ordinary shareholders may form groups to nominate candidates for the Board of Directors. Specifically:</p> <p>)A shareholder or group of shareholders holding from 10% to 20% of the total number of voting</p>



		<p>maximum of two (02) candidates if the number of members of the Board of Directors is from 08 (eight) members or less, or a maximum of three (03) candidates if the number of members of the Board of Directors is from nine (09) to eleven (11) members;</p> <p>) A shareholder or group of shareholders holding from 20% to 40% of the total number of voting shares may nominate a maximum of three (03) candidates if the number of members of the Board of Directors is from 08 (eight) members or less, or a maximum of four (04) candidates if the number of members of the Board of Directors is from nine (09) to eleven (11) members;</p> <p>) Shareholders or groups of shareholders holding from 40% to 60% of the total number of voting shares may nominate a maximum of five (05) candidates if the number of members of the Board of Directors is from 08 (eight) members or less, or a maximum of six (06) candidates if the number of members of the Board of Directors is from nine (09) to eleven (11) members;</p> <p>) Shareholders or groups of shareholders holding from 60% to 60% of the total number of voting shares or more may nominate enough candidates to be elected as members of the Board of Directors.</p>	<p>shares may nominate up to two (02) candidates;</p> <p>) A shareholder or group of shareholders holding from 20% to 40% of the total number of voting shares may nominate up to three (03) candidates;</p> <p>) A shareholder or group of shareholders holding from 40% to 60% of the total number of voting shares may nominate up to five (05) candidates;</p> <p>) A shareholder or group of shareholders holding from 60% or more of the total number of voting shares may nominate enough candidates to be elected as members of the Board of Directors.</p>
6.	Point d, Clause 1, Article 20	d) Decision to invest or sell assets with a value of 50% or more of the total asset value recorded in the Company's most recent audited or reviewed financial statements;	d) Decision to invest or sell assets with a value of 50% or more of the total asset value recorded in the Company's most recent financial report;
7.	Clause 1, Article 25	1. The number of members of the Company's Board of Directors is from 05 (five) to 11 (eleven) members.	1. The number of members of the Company's Board of Directors is: 07 (seven) members.



8.	Clause 3, Article 25	<p>3. The structure of the Board of Directors is as follows:</p> <p>The structure of the Board of Directors of the Company must ensure the minimum number of non-executive Board members, independent Board members and other requirements as prescribed by law in each period. The structure of the Board of Directors of the Company must ensure the following provisions:</p> <p>a) There must be at least 01 independent member in case the Company has 05 Board members;</p> <p>b) There must be at least 02 independent members in case the Company has 06 to 08 Board members;</p> <p>c) There must be at least 03 independent members in case the Company has 09 to 11 Board members.</p> <p>d) The Company must ensure that at least (1/3) of the total number of Board members are non-executive members.</p>	<p>3. The structure of the Board of Directors is as follows:</p> <p>The structure of the Board of Directors of the Company must ensure the minimum number of non-executive Board members, independent Board members and other requirements as prescribed by law in each period. The structure of the Board of Directors of the Company must ensure the following provisions:</p> <p>a) There must be at least 02 independent members;</p> <p>b) At least (1/3) of the total number of Board members must be non-executive members.</p>
9.	Point h, Clause 2, Article 26	h) Decision to invest or sell assets with a value of less than 50% of the total asset value recorded in the Company's most recent audited or reviewed financial statements;	h) Decision to invest or sell assets with a value of less than 50% of the total asset value recorded in the Company's most recent financial report;
10.	Point v, Clause 2, Article 26	v) Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 20% or more of the total asset value recorded in the Company's most recent audited or reviewed financial statements, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Article 14 of the Company's Charter and provisions of law.	v) Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 20% or more of the total asset value recorded in the Company's most recent financial report, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Article 14 of the Company's Charter and provisions of law.
11.	Point c, Clause 3, Article 45	c) Contracts and transactions between the Company and the entities specified in Point b,	c) Contracts and transactions between the Company and the entities specified in Clause 1 of this



	<p>Clause 1 of this Article have a value of 35% or more of the total asset value recorded in the most recent financial report or transactions that result in a transaction value arising within 12 months from the date of the first transaction with a value of 50% or more of the total asset value recorded in the most recent financial report. In this case, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, the General Director, and other executives have been announced to the shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.</p> <p>In case of approval of a contract or transaction as prescribed in Clause 3 of this Article, the Company's representative signing the contract or transaction must notify the Board of Directors of the entities related to that contract or transaction and send along a draft contract or notice of the main content of the transaction. The Board of Directors shall submit draft contracts, transactions or explain the main contents of contracts, transactions and notify the relationship and interests of members of the Board of Directors, the General Director, and other executives to the General Meeting of Shareholders at the General Meeting of Shareholders or obtain written opinions from shareholders. In this case, shareholders with interests related to the parties in the contract or transaction shall not have the right to vote.</p>	<p>Article have a value of 35% or more of the total asset value recorded in the most recent financial report or transactions that result in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial report. In this case, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, the General Director, and other executives have been announced to the shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.</p> <p>In case of approval of a contract or transaction as prescribed in Clause 3 of this Article, the Company's representative signing the contract or transaction must notify the Board of Directors of the entities related to that contract or transaction and send along a draft contract or notice of the main content of the transaction. The Board of Directors shall submit draft contracts, transactions or explain the main contents of contracts, transactions and notify the relationship and interests of members of the Board of Directors, the General Director, and other executives to the General Meeting of Shareholders at the General Meeting of Shareholders or obtain written opinions from shareholders. In this case, shareholders with interests related to the parties in the contract or transaction shall not have the right to vote.</p>
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2. The General Meeting of Shareholders assigns/authorizes the General Director of the Company to amend, supplement and promulgate the Company Charter at the following times:



- Amend the terms/clauses related to the change of the Company's name after the Company is granted a certificate of business registration regarding the change of the Company's name.
- Amend other terms immediately after the General Meeting of Shareholders approves this proposal.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval.

***Recipient:***

- Shareholders;
- BOD members;
- Board of Directors' Office.

**PP. BOARD OF DIRECTOR**

**PRESIDENT**



**Nguyen Hai Chau**

