

**EVEREST SECURITIES JOINT
STOCK COMPANY**

**SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness**

No.: 02/2025/TTr-HĐQT

Ha Noi, dated 01 month 04 year 2025

PROPOSAL

Re: Amendment to the Regulations on organization and operation of the Board of Directors

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 Regulations on organization and operation of the Board of Directors;
- Pursuant to the Company's operational situation.

The Board of Directors (“**BOD**”) respectfully submits to the Company's General Meeting of Shareholders for approval the amendment and supplement to the Regulations on organization and operation of the Company's Board of Directors (“**Regulations**”) as follows:

1. Proposed amendments

No.	Terms	Charter issued on 02/11/2023	Content after adjustment
1.	Preamble to the	This Charter was approved by the General Meeting of Shareholders of Everest Securities Joint Stock Company under Resolution No. 01/2021/NQ-ĐHĐCĐ dated March 2, 2021 and was amended on November 2, 2023.	This Charter was approved by the General Meeting of Shareholders of EVS Securities Joint Stock Company under Resolution No. 01/2021/NQ-ĐHĐCĐ dated March 2, 2021 and was amended for the second time on March 18, 2025.
2.	Point a, Clause 1, Article 1	a. “Charter” means the Charter on organization and operation of the Board of Directors of Everest Securities Joint Stock Company; b. “Company” means Everest Securities Joint Stock Company	a. “Charter” means the Charter on organization and operation of the Board of Directors of EVS Securities Joint Stock Company; b. “Company” means EVS Securities Joint Stock Company
3.	Clause 1, Clause 2 Article 6	1. The number of members of the Board of Directors is from 05 (five) to 11 (eleven) members. 2. The structure of the Board of Directors must ensure a balance between members with knowledge and experience in law, finance and the Company's business activities. The	1. The number of members of the Board of Directors is 07 (seven) members. 2. The structure of the Board of Directors must ensure a balance between members with knowledge and experience in law, finance and the Company's



		<p>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 members on the Board of Directors;</p> <p>b) There must be at least 02 independent members in case the Company has 06 to 08 members on the Board of Directors;</p> <p>c) There must be at least 03 independent members in case the Company has 09 to 11 members on the Board of Directors.</p> <p>d) The Company must ensure that at least (1/3) of the total number of members of the Board of Directors are non-executive members.</p>	<p>business operations. The structure of the Company's Board of Directors 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 members of the Board of Directors must be non-executive members.</p>
4.	Point b, Clause 2, Article 10	<p>b) Ordinary shareholders may form groups to nominate people to the Board of Directors. Specifically:</p> <ul style="list-style-type: none"> - Shareholders or groups of shareholders holding from 10% to 20% of the total number of voting shares may nominate a maximum of two (02) candidates if the number of Board of Directors is from 08 (eight) members or less, or a maximum of three (03) candidates if the number of Board of Directors is from nine (09) to eleven (11) members; - Shareholders or groups 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 Board of Directors is from 08 (eight) members or less, or a maximum of four (04) candidates if the number of Board of Directors is from nine (09) to eleven (11) members; - 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 	<p>b) Ordinary shareholders may form groups to nominate candidates for the Board of Directors. Specifically:</p> <ul style="list-style-type: none"> - A shareholder or group of shareholders holding from 10% to 20% of the total number of voting shares may nominate a maximum of two (02) candidates; - 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; - A shareholder or group of shareholders holding from 40% to 60% of the total number of voting shares may nominate a maximum of five (05) candidates; - A shareholder or group of shareholders holding from 60% or more of the total number of voting shares may nominate the full number of candidates expected to be elected as members of the Board of Directors. <p>Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this</p>

		<p>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 the number of candidates expected to be elected as members of the Board of Directors.</p> <p>Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this clause have the right to nominate one or several candidates for the Board of Directors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders. The Board of Directors' introduction of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.</p>	<p>clause has the right to nominate one or more candidates for the Board of Directors. In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders. The Board of Directors' introduction of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.</p>
5.	Point h, Clause 2, Article 12	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;
6.	Point v, Clause 2, Article 12	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.

2. The General Meeting of Shareholders assigns/authorizes the Board of Directors of the Company to amend, supplement and promulgate the Company's internal governance regulations after the Company is granted a business registration certificate regarding the change of the Company's name.

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

