**EVS: Annual Corporate Governance Report 2023**

On January 19, 2024, Everest Securities Joint Stock Company announced Report No. 01/2024/BC-EVS on the corporate governance in 2023 as follows:

* Name of company: Everest Securities Joint Stock Company
* Head office address: Floor 3.6.9 - 2A Dai Co Viet Street, Le Dai Hanh Ward, Hai Ba Trung District, Hanoi City (According to the Establishment and Operation License No. 48/UBCK-GPHDKD issued by the State Securities Commission on December 29, 2006, amended on November 7, 2023, according to the Adjustment License No. 87/GPDC-UBCK).

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* Charter capital: VND 1,648,006,180,000.
* Securities code: EVS
* Corporate Governance Model: The General Meeting of Shareholders: The Board of Directors Manager and the audit committee under the Board of Directors.
* Internal audit execution: Implemented as prescribed.

1. Activities of the General Meeting of Shareholders:

Information about meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting opinions via a ballot)

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| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Contents |
| 1 | No. 01/2023/NQ-DHDCD | April 27, 2023 | * Annual General Mandate 2023 |
| 2 | No. 02/2023/NQ-DHDCD | November 02, 2023 | * Extraordinary General Mandate 2023 |
| 3 | No. 03/2023/NQ-DHDCD | November 02, 2023 | * Extraordinary General Mandate 2023 |

1. The Board of Directors
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Nguyen Hai Chau | Chair of the Board of Directors-cum-member of the Audit Committee | March 06, 2018 (Appointment to the position of Member of the Board of Directors). July 26, 2021 (Appointment as the Chair of the Board of Directors) April 05, 2021 (Member of the Audit Committee). |  |
| 2 | Nguyen Thanh Chung | Member of the Board of Directors-cum-General Manager | October 14, 2020 (Appointment to the position of General Manager). November 07, 2023 (Appointment as the General Manager) March 02, 2021 (Member of the Board of Directors). |  |
| 3 | Do Thi Hong Hai | Independent member of the Board of Directors | September 30, 2021 |  |
| 4 | Vu Manh Tien | Member of the Board of Directors | September 30, 2021 |  |
| 5 | Vu Hai Anh | Member of the Board of Directors | September 30, 2021 |  |
| 6 | Tran Dinh Cuong | Independent member of the Board of Directors | November 02, 2023 |  |
| 7 | Hoang Don Hung | Independent member of the Board of Directors | November 02, 2023 |  |
| 8 | Nguyen Thanh Tung | Member of the Board of Directors | November 02, 2023 |  |
| 9 | Nguyen Xuan Ha | Member of the Board of Directors | November 02, 2023 |  |
| 10 | Pham Hong Minh | Member of the Board of Directors | November 07, 2023 (Appointment as the General Manager) November 02, 2023 (member of the Board of Directors) |  |
| 11 | Le Thao Anh | Member of the Board of Directors | November 02, 2023 |  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Board Resolutions/Board Decisions No. | Date | Contents |
| 1 | 01-2023/NQ-HDQT | January 09, 2023 | Issuance of the Risk Management Policy of Everest Securities Joint Stock Company in 2023. |
| 2 | 02-2023/NQ-HDQT | February 01, 2023 | Appointment of Mr. Le Minh Khue as the Deputy Manager of Everest Securities Joint Stock Company. |
| 3 | 02A/2023/ NQ-HDQT | February 01, 2023 | Dismissal of Mr. Nguyen Ngoc Khanh - Deputy Chair of the Board of Directors; appointment of Ms. Le Thao Anh as Deputy Chair of the Board of Directors; appointment of Mr. Nguyen Ngoc Khanh to the position of Legal Advisor to the Board of Directors. |
| 4 | 03-2023/NQ-HDQT | February 22, 2023 | Approval of the early sale of Tien Truong bonds to the issuing organization. |
| 5 | 04-2023/NQ-HDQT | February 24, 2023 | Termination of the Branch Manager position for Mr. Nguyen Thanh Lam at Ba Trieu Branch and appointment of Mr. Le Minh Khue as the Branch Manager at Ba Trieu Branch. |
| 6 | 05-2023/NQ-HDQT | March 14, 2023 | Board Decision on summoning the Annual General Meeting of Shareholders 2023 |
| 7 | 06-2023/NQ-HDQT | April 21, 2023 | Nominate a representative for the capital portion of EVS at QUANG NINH BUS STATION JOINT STOCK COMPANY |
| 8 | 07-2023/NQ-HDQT | April 27, 2023 | Appointment of Mr. Nguyen Hai Chau, currently a Member of the Board of Directors, to the position of Chair of the Board of Trustees. |
| 9 | 07A/2023/ NQ-HDQT | April 27, 2023 | Allocation of remuneration for members of the Board of Directors and Supervisory Board in 2023 according to the General Mandate of 2023. |
| 10 | 08-2023/NQ-HDQT | May 09, 2023 | Dismissal of the Branch Manager position for Mr. Le Minh Khue at Ba Trieu Branch and appointment of Mr. Doan Gia Tung as the Branch Manager at Ba Trieu Branch. |
| 11 | 09-2023/NQ-HDQT | May 09, 2023 | Approval of the transaction between EVA and Dong Nai Building Materials and Fuel Joint Stock Company (DBFC). |
| 12 | 01/2023/QD-HDQT | May 09, 2023 | Appointment of Mr. Doan Gia Tung as the Manager of Ba Trieu Branch. |
| 13 | 12-2023/NQ-HDQT | June 21, 2023 | Stock Issuance Plan for Capital Increase. |
| 14 | 13-2023/NQ-HDQT | June 23, 2023 | Approval of the proposal to sell 16,907 TITCH2124001 bonds owned by EVS. |
| 15 | 14-2023/NQ-HDQT | June 29, 2023 | Approval of the proposal to sell 16,907 TITCH2124001 bonds owned by EVS. |
| 16 | 15-2023/NQ-HDQT | June 29, 2023 | Approval of the transaction between EVS and KY Consultant Company Limited (related party of Mrs. Do Thi Hong Hai). |
| 17 | 16/2023/QD-HDQT | July 17, 2023 | Appointed Mr. Nguyen Phi Long to hold the position of Deputy General Manager of the Company |
| 18 | 17/202-3/NQ-HDQT | July 17, 2023 | Approve the record date to exercise the rights to receive additional issued shares to increase share capital from sources of owner’s equity. |
| 19 | 18/2023/QD-HDQT | July 18, 2023 | Approval of the assignment/authorization to the General Manager/Person authorized by the General Manager to represent EVS as the bondholder of CLACH2124001 and CLACH2125002 in order to participate in and vote on all adjustments related to the interest payment date, interest rate, terms, and conditions of the bonds, as well as corresponding contents in the documents. Records, and relevant materials related to CLACH2124001 and CLACH2125002 bonds at the Bondholders' Meeting regarding the bonds issued by Cam Lam Investment Company Limited. |
| 20 | 19-2023/NQ-HDQT | August 22, 2023 | Implementing the new organizational structure model for the company according to the new diagram. |
| 21 | 20/2023/QD-HDQT | September 08, 2023 | Dismiss the position of General Manager, Legal Representative of the Company for Mr. Nguyen Thanh Chung |
| 22 | 21/2023/QD-HDQT | September 08, 2023 | Approving the resolution to dismiss Mr. Nguyen Thanh Chung of the position of Manager of Everest Securities Joint Stock Company - Saigon Branch. |
| 23 | 21A/2023/QD-HDQT | September 08, 2023 | Approval of the termination of the labor contract between the company and Mr. Nguyen Thanh Chung. |
| 24 | 22/2023/QD-HDQT | September 08, 2023 | Dismiss the position of General Manager, Legal Representative of the Company for Mr. Pham Hong Minh |
| 25 | 23/2023/QD-HDQT | September 08, 2023 | Approving the resolution to appoint Mr. Pham Hong Minh of the position of Manager of Everest Securities Joint Stock Company - Saigon Branch. |
| 26 | 24-2023/NQ-HDQT | September 11, 2023 | Approve the convening of the Extraordinary General Meeting of Shareholders in 2023. |
| 27 | 25/2023/QD-HDQT | October 04, 2023 | Approval of implementing the registration for the increase in the company's charter capital after the completion of the issuance of shares to increase capital from owner's equity. |
| 28 | 26-2023/NQ-HDQT | October 12, 2023 | Approval of the time, venue, and agenda, as well as the documents for the Extraordinary General Meeting of Shareholders in 2023. |
| 29 | 27-2023/NQ-HDQT | October 16, 2023 | Approval of the registration of bonds at the Vietnam Securities Depository Center (VSDC) and the registration of bond transactions on the separate corporate bond trading system at Hanoi Stock Exchange (HNX) for the bonds issued under the Plan approved by the Board of Directors in Resolution No. 15/2022/NQ-HDQT. |
| 30 | 28-2023/NQ-HDQT | October 24, 2023 | Approval of the change in the location of the Ba Trieu Branch. |
| 31 | 29/2023/QD-HDQT | October 24, 2023 | Approving the resolution to dismiss Mr. Doan Gia Tung of the position of Manager of Everest Securities Joint Stock Company - Ba Trieu Branch. |
| 32 | 30-2023/NQ-HDQT | October 24, 2023 | Approving the resolution to appoint Mr. Le Manh Dan of the position of Manager of Everest Securities Joint Stock Company - Ba Trieu Branch. |
| 33 | 31/2023/QD-HDQT | November 02, 2023 | Issuance of internal regulations on corporate governance |
| 34 | 32/2023/QD-HDQT | November 02, 2023 | Promulgate the Regulation on organization and operation of the Board of Directors |
| 35 | 34/2023/QD-HDQT | November 24, 2023 | Approval of the dismissal of the position of Head of the Board of Directors' Office for Mrs. Le Thao Anh. |
| 36 | 35/2023/QD-HDQT | November 24, 2023 | Appointment of Ms. Nguyen Thi Mi Ngoc to the position of Head of the Board of Directors' Office. |
| 37 | 36/2023/QD-HDQT | November 24, 2023 | Decision on the dismissal of the position of person in charge of corporate governance for Ms. Le Thao Anh |
| 38 | 37/2023/QD-HDQT | November 24, 2023 | Appointed Ms. Nguyen Thi Mi Ngoc to hold the position of person in charge of corporate governance |
| 39 | 38/2023/QD-HDQT | November 27, 2023 | Relocate Nguyen Trai branch |
| 40 | 39/2023/QD-HDQT | November 29, 2023 | Approval of the plan to renew the credit limit at National Citizen Commercial Joint Stock Bank (NCB) in 2024. |
| 41 | 40/2023/QD-HDQT | December 07, 2023 | Approval of the transaction between Everest Securities Joint Stock Company and KY Consultant Company Limited, affiliated persons of an PDMR |
| 42 | 02B/2023/QD-HDQT | December 11, 2023 | Approve the Regulation on organization and operation of the Board of Directors. |
| 43 | 41/2023/QD-HDQT | December 14, 2023 | Approval of supplementing the business of guaranteeing the issuance of securities for branches. |
| 44 | 02A/2023/ NQ-HDQT | November 20, 2023 | Establish Permanent member of the Board of Directors |
| 45 | 42/2023/QD-HDQT | December 14, 2023 | Approve the Policy on risk management in 2024. |
| 46 | 43/2023/QD-HDQT | December 18, 2023 | Approval of the adjustment of terms and conditions related to bond CLACH2124001. The bond CLACH2125002 issued by Cam Lam Investment Company Limited |

1. The Audit Committee under the Board of Directors:
2. Information about members of the Audit committee of the Board of Directors:

The Supervisory Board is dismissed as per General mandate No. 01/2021/NQ-DHDCD of the General Meeting of Shareholder held on March 2, 2021 (As the Company transform the organizational construction to the model including the General Meeting of Shareholder, the Board of Directors, the Audit Committee under the Board of Directors and the General Manager).

Information about members of the Audit Committee:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Audit Committee | Position | Date of appointment as the member of the Supervisory Board | Date of dismissal as members of the Audit Committee | Qualification |
| 1 | Do Thi Hong Hai | Chief of the Audit Committee | October 07, 2021 |  | Bachelor/Auditor |
| 2 | Nguyen Hai Chau | Member of the Audit Committee | April 05, 2021 |  | Bachelor of Corporate Finance |

1. The Executive Board/Board of Management

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board/Board of Management | Date of birth | Professional Qualification | Appointment date | Dismissal date |
| 1 | Nguyen Thanh Chung (General Manager) |  | Master in Business Administration | October 14, 2020 | November 07, 2023 |
| 2 | Ngo Thi Thu Huong (Deputy General Manager) |  | Bachelor of Economics | September 20, 2018 |  |
| 3 | Le Minh Khue (Deputy General Manager) |  | Master of Laws | February 01, 2023 |  |
| 4 | Pham Hong Minh (General Manager) |  | Bachelor of English  Bachelor of Finance - Banking | November 07, 2023 |  |
| 5 | Nguyen Phi Long (Deputy General Manager-cum- Authorized Person for Disclosure of information) |  | Bachelor of Economics | July 17, 2023 |  |

1. Manager of Finance Division

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date | Dismissal date |
| Vu Thi Thanh Hang |  | Bachelor of Financial - Accounting | August 01, 2021 |  |

1. Chief Accountant

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date | Dismissal date |
| Nguyen Thi Bich Hang |  | Bachelor of Finance and Accounting | August 25, 2021 |  |

1. Training on corporate governance:
2. List of affiliated persons of the public company and transactions between affiliated persons of the Company and the Company itself
3. Transactions between the Company and its affiliated persons, or between the

Company and major shareholders, PDMR and affiliated persons of PDMR:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No., Date of issue, Place of issue | Head office’s address/Contract address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholders or Board Resolution/Decision approved No. | Content, quantity, total value of transaction | Note |
| 1 | Dong Nai Building Material and Fuel Joint Stock Company | Mr. Le Minh Khue (Deputy General Manager Everest Securities Joint Stock Company, is currently a member of the Board of Directors of Dong Nai Building Material and Fuel Joint Stock Company) | Registration Certificate No. 360066 1303 issued on March 18, 2022, by the Department of Planning and Investment of Dong Nai province | No. 255B. Pham Van Thuan Street, Tan Mai Ward, Bien Hoa City. Dong Nai Province, Vietnam | May 09, 2023 | Resolution No. 09/2023/NQ-HDQT | Everest Securities Joint Stock Company signed a contract to provide advisory services to support the organization of the General Meeting of Shareholders and advise on the issuance of additional capital from owner's equity for Dong Nai Building Material and Fuel Joint Stock Company. Contract value (excluding VAT): VND 80,000,000 |  |
| 2 | KY Consultant Company Limited. | Ms. Do Thi Hong Hai (Independent Board Member of Everest Securities Joint Stock Company) is a contributing member of KY Consultant Company Limited. | Business Registration Certificate No. 031540 6204 issued by Ho Chi Minh City Business Registration Office on November 23, 2018 | 36th Floor, Bitexco Financial Tower, No. 02 Hai Trieu Street, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam | June 29, 2023 | Resolution No. 15/2023/NQ-HDQT dated June 29, 2023 | Agreement on using shares of National Citizen Commercial Joint Stock Bank (stock code NVB) owned by KY Consultant Company Limited as collateral for the purchase and sale transaction between Everest Securities Joint Stock Company and TOAN XUAN THINH TRADING INVESTMENT JOINT STOCK COMPANY. |  |
| 3 | KY Consultant Company Limited. | Mrs. Do Thi Hong Hai (Independent Board Member of Everest Securities Joint Stock Company) is a contributing member of KY Consultant Company Limited, and Mr. Tran Dinh Cuong (Independent Board Member of Everest Securities Joint Stock Company) is also a contributing member. The Chair of the Board of Members-cum-Manager of KY Consultant Company Limited. | Business Registration Certificate No. 031540 6204 issued by Ho Chi Minh City Business Registration Office on November 23, 2018 | Floor 46 - Bitexco Financial Building, No. 02 Hai Trieu, Ben Nghe Ward, District 1, Ho Chi Minh City | December 07, 2023 | Resolution No. 40/2023/NQ-HDQT dated December 07, 2023 | Agreement on using shares of National Citizen Commercial Joint Stock Bank (stock code NVB) owned by KY Consultant Company Limited as collateral for the purchase and sale transaction between Everest Securities Joint Stock Company and TOAN XUAN THINH TRADING INVESTMENT JOINT STOCK COMPANY. |  |

1. Transactions between PDMR of the Company, related persons of PDMR and subsidiaries, companies controlled by the Company.

subsidiaries and companies under the Company: None

1. Transactions between the Company and other entities:
   1. Transactions between the Company and the companies that members of the Board of Directors, members of the Supervisory Board, the General Manager the Manager (General Manager) and other managers that have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (as at the time of reporting)

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No., Date of issue, Place of issue | Headquarters address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. approved | Content, quantity, total value of transaction | Note |
| 1 | Dong Nai Building Material and Fuel Joint Stock Company. | Mr. Le Minh Khue - Deputy General Manager of Everest Securities Joint Stock Company is an independent member of the Board of Directors of Dong Nai Building Material and Fuel Joint Stock Company. | Business registration number 360066 1303 issued on March 18, 2022 by Dong Nai Department of Planning and Investment | No. 255B, Pham Van Thuan Street, Tan Mai Ward, Bien Hoa City. Dong Nai Province, Vietnam | May 09, 2023 | Board Resolution No. 09/2023/NQ-HDQT | Everest Securities Joint Stock Company signed a contract to provide advisory services to support the organization of the General Meeting of Shareholders and advise on the issuance of additional capital from owner's equity for Dong Nai Building Material and Fuel Joint Stock Company.  Total contract value (Value added tax excluded): VND 80,000,000 |  |
| 2 | KY Consultant Company Limited. | Ms. Do Thi Hong Hai (Independent Board Member of Everest Securities Joint Stock Company) is a contributing member of KY Consultant Company Limited. | Business Registration Certificate No. 031540 6204 issued by Ho Chi Minh City Business Registration Office on November 23, 2018 | Floor 46, Bitexco Financial Tower, 02 Hai Trieu. Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam | June 29, 2023 | Resolution No. 15/2023/NQ-HDQT dated June 29, 2023 | Agreement on using shares of National Citizen Commercial Joint Stock Bank (stock code NVB) owned by KY Consultant Company Limited as collateral for the purchase and sale transaction between Everest Securities Joint Stock Company and TOAN XUAN THINH INVESTMENT JOINT STOCK COMPANY. |  |
| 3 | KY Consultant Company Limited. | Mrs. Do Thi Hong Hai (Independent Board Member of Everest Securities Joint Stock Company) is a contributing member of KY Consultant Company Limited, and Mr. Tran Dinh Cuong (Independent Board Member of Everest Securities Joint Stock Company) is also a contributing member. The Chair of the Board of Members-cum-Manager of KY Consultant Company Limited. | Business Registration Certificate No. 031540 6204 issued by Ho Chi Minh City Business Registration Office on November 23, 2018 | Floor 46 - Bitexco Financial Building, No. 02 Hai Trieu, Ben Nghe Ward, District 1, Ho Chi Minh City Vietnam | December 07, 2023 | Resolution No. 40/2023/NQ-HDQT dated December 07, 2023 | An agreement on using shares of National Citizen Commercial Joint Stock Bank (stock code NVB) owned by KY Consultant Company Limited as collateral for the repurchase agreement transaction between Everest Securities Joint Stock Company and TOAN XUAN THINH INVESTMENT JOINT STOCK COMPANY. |  |
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* 1. Transactions between Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors. the Executive Manager (General Manager): None
  2. Other transactions of the Company (if any) which can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, member of the Audit Committee Manager (General Manager) and other managers None

1. Share transactions of PDMR and affiliated persons of PDMR
2. Company’s share transactions of PDMR and affiliated persons:

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| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reasons for increase, decrease (purchase, sale, conversion, reward, etc.) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | FUSION SUITES SAI GON HOTEL JSC | Mr. Nguyen Xuan Ha is an individual owner of over 10% of the voting shares in the FUSION SUITES SAI GON HOTEL JSC | 32,000,000 | 19.42% | 0 | 0 | Increase working capital |
|  |  |  |  |  |  |  |  |

1. Other significant issues None