**HBS: Annual Corporate Governance Report 2023**

On January 29, 2024, Hoa Binh Securities JSC announced Report No. 51/2024/BC-HBS on the corporate governance in 2023 as follows:

* Name of company: Hoa Binh Securities JSC
* Head office address: Floor 7+9, No. 46-48 Ba Trieu - Hang Bai - Hoan Kiem - Hanoi
* Tel: (84-24) 3936 8866 Fax: (84-24) 3936 8665 Email: Hbs\_info@hbse.com.vn
* Charter capital: 329,999,800,000
* Securities code: HBS
* Corporate Governance Model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, the the General Manager/Manager.
* Internal audit execution: During the Annual General Meeting of Shareholders on June 29, 2023, the General Meeting of Shareholders approved the Internal Audit Regulations in Proposal No. 04/2023/TTr-HBS dated June 5, 2023. The Board of Directors and the Executive Board have not yet decided on the personnel of the Internal Audit Committee.

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):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision No. | Date | Content |
| 1 | 06/NQ-HBS | February 27, 2023 | Collect shareholders’ opinions via a ballot through authorization for the Board of Directors to select a new independent audit company for the period of 2022-2025 |
| 2 | 17/NQ-HBS | June 29, 2023 | Report on production and business activities in 2022 and the business plan for 2023 of the Company  Approve the Report on the activities of the Board of Directors in 2022 and the plan of the Board of Directors for 2023  Approve the Report on activities of the Supervisory Board in 2022 and the plan for 2023  Approve the Audited Financial Statements 2022  Approve authorizing the Board of Directors to select an audit company in 2023 in accordance with the provisions of law.  Approve the Internal Audit Regulations  Approve the amendment to the Company's Charter  Approve the remuneration for members of the Board of Directors and the Supervisory Board in 2023  Approve the purchase of shares of International Fund Management Joint Stock Company to increase ownership rate to 51%  Approve asking shareholders’ opinions on building an investment banking operating model on the HBS and IFMC platforms.  Approve electing members of the Board of Directors and the Supervisory Board for the term of 2023-2028 of the Company |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (Independent member of the Board of Directors, Non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Trinh Thanh Giang | Member of the Board of Directors | June 29, 2023 |  |
| 2 | Mr. Le Dinh Duong | Chair of the Board of Directors | August 3, 2023 |  |
| 3 | Mr. Ngo Quoc Hung | Member of the Board of Directors |  | June 29, 2023 |
| 4 | Mr. Nguyen Anh Duc | Member of the Board of Directors | June 29, 2023 |  |
| 5 | Mr. Le Tien Dung | Member of the Board of Directors | June 29, 2023 |  |
| 6 | Ms. Tran My Linh | Member of the Board of Directors |  | June 29, 2023 |
| 7 | Mr. Blaha Reiko | Member of the Board of Directors |  | June 29, 2023 |
| 8 | Le Xuan Tung | Member of the Board of Directors | June 29, 2023 |  |

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 1 | 02/2023/NQ-HBS | January 6, 2023 | Dismiss Mr. Nguyen Viet Binh as the Deputy General Manager |
| 2 | 04/2023/NQ-HBS | January 18, 2023 | Postpone the record date and time to collect shareholders’ opinions via a ballot |
| 3 | 09/2023/NQ-HBS | April 21, 2023 | Extend the time to organize the Annual General Meeting of Shareholders 2023 |
| 4 | 28/2023/QD-HBS | July 5, 2023 | Appoint Trinh Thanh Giang as the Chair of the Board of Directors |
| 5 | 29/2023/QD-HBS | July 5, 2023 | Appoint Le Dinh Duong as the Vice Chair of the Board of Directors |
| 6 | 30/2023/QD-HBS | July 5, 2023 | Appoint Le Tien Dung as the Vice Chair of the Board of Directors |
| 7 | 31/2023/QD-HBS | July 5, 2023 | Appoint Nguyen Huu Tuan as the Chief of the Supervisory Board |
| 8 | 32/2023/QD-HBS | July 27, 2023 | Dismiss Nguyen Thanh Nam from the position of General Manager |
| 9 | 33/2023/QD-HBS | July 27, 2023 | Appoint Dinh The Loi as the General Manager |
| 10 | 36/2023/QD-HBS | August 3, 2023 | Dismiss Trinh Thanh Giang from the position of Chair of the Board of Directors |
| 11 | 37/2023/QD-HBS | August 3, 2023 | Appoint Le Dinh Duong as the Chair of the Board of Directors |
| 12 | 41/2023/QD-HBS | September 11, 2023 | Dismiss Nguyen Thi Thu Dung from the position of Chief Accountant |
| 13 | 42/2023/QD-HBS | September 11, 2023 | Appoint Tong Xuan Nghia as the Chief Accountant |
| 14 | 46/2023/QD-HBS | September 19, 2023 | Dismiss Nguyen Thanh Nam from the position of Deputy General Manager |
| 15 | 49/2023/QD-HBS | September 27, 2023 | Dismiss Tong Xuan Nghia from the position of Chief Accountant |
| 16 | 50/2023/QD-HBS | September 27, 2023 | Appoint Nguyen Tien Nam as the Deputy General Manager and the Chief Accountant |
| 17 | 52/2023/QD-HBS | October 20, 2023 | Dismiss Nguyen Tien Nam from the position of Chief Accountant |
| 18 | 53/2023/QD-HBS | October 20, 2023 | Appoint Nguyen Thi Thu Dung as the Chief Accountant |
| 19 | 61/2023/QD-HBS | November 9, 2023 | Dismiss Nguyen Thi Thu Dung from the position of Chief Accountant |
| 20 | 62/2023/QD-HBS | November 9, 2023 | Appoint Dao Thu Thuy as the Chief Accountant |

1. The Supervisory Board/ Audit Committee
2. Information about members of the Supervisory Board/Audit Committee:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory/Audit Committee | Qualification |
| 1 | Pham Thi Sen | Chief of the Supervisory Board | April 28, 2018 - June 29, 2023 | Bachelor of Economics |
| 2 | Nguyen Ngoc Tung | Member of the Supervisory Board | October 27, 2022 - June 29, 2023 | Bachelor of Economics |
| 3 | Nguyen Ba Tuan | Member of the Supervisory Board | October 27, 2022 | Bachelor of Economics |
| 4 | Nguyen Huu Tuan | Chief of the Supervisory Board | June 29, 2023 | Master of Finance |
| 5 | Doan Duc Giang | Member of the Supervisory Board | June 29, 2023 | Bachelor of Economics |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Le Tien Dung | June 19, 1984 | Bachelor of Economics | June 15, 2022 |
| 2 | Mr. Nguyen Viet Binh | January 1, 1980 | Bachelor of Economics | August 3, 2022 - January 6, 2023 |
| 3 | Mr. Nguyen Thanh Nam | November 14, 1969 | Bachelor of Economics | December 5, 2022 - September 19, 2023 |
| 4 | Ms. Tran My Linh | January 18, 1982 | Bachelor of Economics | September 29, 2022 |
| 5 | Mr. Be Cong Son | July 15, 1983 | Bachelor of Economics | September 7, 2022 |
| 6 | Mr. Nguyen Tien Nam | February 13, 1970 | Bachelor of Economics | September 27, 2023 - January 05, 2024 |
| 7 | Mr. Dinh The Loi | August 21, 1980 | Bachelor of Economics | July 27, 2023 |

1. The Chief Accountant

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Nguyen Thi Thu Dung | August 20, 1973 | Bachelor | June 1, 2022 - September 11, 2023 |
| 2 | Tong Xuan Nghia | September 15, 1978 | Bachelor | September 11, 2023 - September 27, 2023 |
| 3 | Nguyen Tien Nam | February 13, 1970 | Bachelor | September 27, 2023 - October 20, 2023 |
| 4 | Nguyen Thi Thu Dung | August 20, 1973 | Bachelor | October 20, 2023 - November 9, 2023 |
| 5 | Dao Thu Thuy | September 29, 1987 | Bachelor | November 9, 2023 |

1. Training on corporate governance
2. List of affiliated persons of the public company and transactions of the affiliated persons of the Company with the Company itself
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR.

None

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company.

None

1. Transactions between the Company and other entities
   1. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers 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).

None

* 1. Transactions between the Company and companies where affiliated people 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

* 1. 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, the 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: None
3. Other significant issues

None