**BMS: Annual Corporate Governance Report 2023**

On January 29, 2024, Bao Minh Securities Company announced Report No. 12/2024-BMSC/BCQT on the corporate governance in 2023 as follows:

* Name of Company: Bao Minh Securities Company
* Head office address: 3rd Floor, PaxSky Building, No. 34A Pham Ngoc Thach, Vo Thi Sau Ward, District 3, Ho Chi Minh City, Vietnam
* Tel: 028.7306 8686
* Fax: 028.3824 7436
* Email: info@bmsc.com.vn
* Charter capital: VND 646,476,130,000
* Securities code: BMS
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Implemented.
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 of the General Meeting of Shareholders No. | Date | Content |
| 1 | 06/2023-BMSC/BBH-DHDCD | April 21, 2023 | Meeting Minutes of the Annual General Meeting of Shareholders 2023 |
| 2 | 07/2023-BMSC/NQ-DHDCD | April 21, 2023 | Annual General Mandate 2023 |

1. The Board of Directors (Annual Report):

1 Information about members of the Board of Directors:

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| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member of Board of Directors, non-executive member of the Board of Directors) |  |
|  |  |  |  |
| Appointment date | Dismissal date |
| 1 | Thieu Huu Chung | Chair of the Board of Directors - Independent member | October 22, 2021 |  |
| 2 | Tran Ngo Phuc Bao | Vice Chair of the Board of Directors - Independent member | April 21, 2023 |  |
| 3 | Hoang Van Thang | Member of the Board of Directors | April 21, 2018 |  |
| 4 | Tran Thi Thanh Huong | Independent member of the Board of Directors | April 21, 2014 | April 21, 2023 |
| 5 | Dao Van Chieu | Independent member of the Board of Directors | April 21, 2018 | April 21, 2023 |
| 6 | Phan Tan Thu | Member of the Board of Directors-cum-General Manager | October 22, 2021 |  |
| 7 | Do Van Ha | Independent member of the Board of Directors | April 21, 2023 |  |

1. Board Resolutions/Decisions (Annual Report):

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Form of Document | Date of promulgation | Board Resolution/Decision No. | Content |
| 1 | Minutes of the 1st meeting in 2023 | February 28, 2023 | 02/2023-BMSC/BB-HDQT | Meeting Minutes of the Board of Directors on:1. Dismiss the General Manager according to the resignation letter
2. Appoint the General Manager
3. Approve the contents of the Annual General Meeting of Shareholders 2023
 |
| 2 | Board Resolution | February 28, 2023 | 03/2023-BMSC/NQ-HDQT | Regarding the dismissal of the General Manager |
| 3 | Board Resolution | February 28, 2023 | 04/2023-BMSC/NQ-HDQT | Regarding the appointment of the General Manager |
| 4 | Minutes of the 2nd meeting in 2023 | April 10, 2023 | 06A/2023-BMSC/BB-HDQT | Meeting Minutes of the Board of Directors on changing the Legal Representative |
| 5 | Board Resolution | April 10, 2023 | 06B/2023-BMSC/NQ-HDQT | Regarding the change of the Legal Representative |
| 6 | Minutes of the 3rd meeting in 2023 | April 28, 2023 | 07/2023-BMSC/BB-HDQT | First meeting of the Board of Directors (term IV: 2023-2028)Election of Chair and Vice Chair of the Board of Directors |
| 7 | Board Resolution | April 28, 2023 | 08/2023-BMSC/HDQT | Regarding the election of Chair of the Board of Directors for the (term IV: 2023-2028) |
| 8 | Board Resolution | April 28, 2023 | 09/2023-BMSC/NQ-HDQT | Regarding the election of Vice Chair of the Board of Directors (term IV: 2023-2028) |
| 9 | Minutes of the 4th meeting in 2023 | May 26, 2023 | 10/2023-BMSC/BB-HDQT | Minutes of the 4th Board of Directors meeting on:1. Approve the selection of an audit company for 2023
2. Establish the Capital Resources Department and adjust the Company's organizational structure
3. Issue shares to increase charter capital
 |
| 10 | Board Resolution | May 26, 2023 | 11/2023-BMSC/NQ-HDQT | Regarding the share issuance from the source of owners’ equity |
| 11 | Board Resolution | May 26, 2023 | 12/2023-BMSC/NQ-HDQT | Regarding the selection of an audit company for 2023 |
| 12 | Board Resolution | May 26, 2023 | 13/2023-BMSC/NQ-HDQT | Regarding the establishment of the Capital Resources Department and adjustment of the Company's organizational structure |
| 13 | Minutes of the 5th meeting in 2023 | June 28, 2023 | 14/2023-BMSC/BB-HDQT | Minutes of the 5th Board of Directors meeting on:1. Assign tasks to members of the Board of Directors
2. Remuneration for the Board of Directors and the Supervisory Board
3. Authorize the Chair of the Board of Directors
 |
| 14 | Board Resolution | June 28, 2023 | 15/2023-BMSC/NQ-HDQT | Regarding the assignment of tasks to members of the Board of Directors and authorization to the Chair of the Board of Directors |
| 15 | Board Resolution | June 28, 2023 | 16/2023-BMSC/NQ-HDQT | Regarding the remuneration for the Board of Directors and the Supervisory Board |
| 16 | Minutes of the 6th meeting in 2023 | August 07, 2023 | 21/2023-BMSC/BB-HDQT | Minutes of the 6th Board of Directors meeting on:1. Amend and supplement the Charter on Organization and Operation
2. Approve the share issue results to increase the share capital from the source of owners’ equity
 |
| 17 | Board Resolution | August 07, 2023 | 22/2023-BMSC/NQ-HDQT | Regarding the adjustment and supplement of the Charter on Organization and Operation |
| 18 | Board Resolution | August 07, 2023 | 23/2023-BMSC/NQ-HDQT | Regarding the approval of the share issue results to increase share capital from the source of owners’ equity |
| 19 | Minutes of the 7th meeting in 2023 | October 03, 2023 | 28/2023-BMSC/BB-HDQT | Minutes of the 7th Board of Directors meeting on: Grant the line of credit |

1. The Supervisory Board (Annual Report):
2. Information about members of the Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
|  |  |  |  |  |
| Appointment date | Dismissal date |
| 1 | Nguyen Ngoc Tho | Chief of the Supervisory Board | April 21, 2018 | April 21, 2023 | Bachelor of Finance |
| 2 | Pham Le Quang Minh | Member of the Supervisory Board | April 29, 2022 | April 21, 2023 | Bachelor of Accounting - Auditing |
| 3 | Moc Thi Lan Uyen | Member of the Supervisory Board | April 29, 2022 |  | Bachelor of Accounting - Auditing |
| 4 | Nguyen Thy Phuong | Chief of the Supervisory Board | April 21, 2023 |  | Master of Finance |
| 5 | Truong Thi Bich Ngan | Member of the Supervisory Board | April 21, 2023 |  | Bachelor of Accounting - Auditing |

1. The Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date |
| 1 | Phan Tan Thu | March 28, 1983 | Bachelor of Economics | February 28, 2023 |

1. The Chief Accountant:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Appointment date |
| 1 | Dang Thuy Trang | December 22, 1979 | Bachelor of Finance | January 29, 2018 |

1. Training on corporate governance: None
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 affiliated persons of the Company; or between the Company and major shareholders, PDMR, affiliated persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | Business Registration Number | Date of issue  | Place of issue  | Address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholders No. or Board Resolution/Decision No. | Content, quantity, total value of transaction | Note |
| 1 | Design And Construction Joint-Stock Company No 1 | Affiliated organization of PDMR | 4103001711 | July 14, 2003 | Department of Planning and Investment of HCMC | 28 Mac Dinh Chi, Dakao Ward, District 1, Ho Chi Minh City | March 02, 2023 | 30/2020- BMSC/NQ- HDQT dated September 17, 2020 | Consulting Contract to organize the Annual General Meeting of Shareholders 2023  |  |
| 2 | Design And Construction Joint-Stock Company No 1 | Affiliated organization of PDMR | 4103001711 | July 14, 2003 | Department of Planning and Investment of HCMC | 28 Mac Dinh Chi, Dakao Ward, District 1, Ho Chi Minh City | May 25, 2023 | 30/2020- BMSC/NQ- HDQT dated September 17, 2020 | Consulting Contract to organize the Extraordinary General Meeting of Shareholders 2023 |  |

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None.
2. Transactions between the Company and other entities:
	1. Transactions between the Company and companies that members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers have been founding members or members of the Board of Directors or the General Manager for the past three (03) years (at the time of making the Report):
	2. Transactions between the Company and companies that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers are members of the Board of Directors or the General Manager:
	3. Other transactions of the Company (if any) that 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:
3. Share transactions of PDMR and affiliated persons of PDMR
4. Company’s share transactions of PDMR and affiliated persons:
5. Other significant issues.