

No.: 465/2023/BC - EVS

Ha Noi, July 28, 2023

REPORT

**Corporate governance situation in 2023
(Report for the first 6 months of 2023)**

Kindly to:

- State Securities Commission;
- Vietnam Stock Exchange;
- Hanoi Stock Exchange;
- Ho Chi Minh City Stock Exchange;

- Company name: **EVEREST SECURITIES JOINT STOCK COMPANY**
- Head office: 3rd, 6th, 9th floor - 2A Dai Co Viet Street, Le Dai Hanh Ward, Hai Ba Trung District, Hanoi City (According to Establishment and Operation License No. 48/UBCK-GPHĐKD issued by the State Securities Commission on 29/12/2006, adjusted on 07/11/2023 according to Adjustment License No. 87/GPĐC-UBCK).
- Tel: 02437726699 Fax: 02437726763 Email: congbothongtin@eves.com.vn
- Charter capital: 1.030.004.000.000 VND (*In words: One thousand thirty billion four million dong*).
- Tax code: EVS
- Corporate governance model: General Meeting of Shareholders, Board of Directors, General Director and Audit Committee under the Board of Directors.
- Regarding the implementation of internal audit function: Implemented according to regulations.

I. Activities of the General Meeting of Shareholders

Information about the meetings and Resolutions/Decisions of the General Meeting of Shareholders (including Resolutions of the General Meeting of Shareholders adopted in the form of collecting written opinions):

| No. | Resolution/Decision No | Date | Description |
|-----|------------------------|------------|--|
| 1 | No. 01/2023/NQ-DHĐCĐ | 27/04/2023 | - Approved the Report of the BOD on governance and the performance of the Board of Directors and each individual Board member for 2022, as well as the activity plan for 2023 (<i>detailed in</i> |

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| | | | <p><i>Report No. 01/2023/BC-HĐQT dated 06/04/2023, from the BOD).</i></p> <ul style="list-style-type: none"> - Approved the Report on the activities of the Independent BOD Member in the Audit Committee for 2022 <i>(detailed in Report No. 02/2023/BC-TVĐL dated 06/04/2023, from the Board of Directors).</i> - Approved the Report on business activities for 2022 and the operational plan for 2023 from the Board of General Director <i>(detailed in Report No. 03/2023/BC-BTGD dated 06/04/2023, from the Board of General Director).</i> - Approved the audited financial statements for 2022 and the profit distribution plan for 2022 as detailed in Proposal No. 04/2023/TT-HĐQT dated 06/04/2023, from the BOD. - Approved the selection of the audit firm for financial statements and other required reports for 2023 as detailed in Proposal No. 05/2023/TT-HĐQT dated 06/04/2023, from the BOD. - Approved the final settlement of remuneration for the BOD and Audit Committee for 2022 and the remuneration plan for the BOD and Audit Committee for 2023 as detailed in Proposal No. 06/2023/TT-HĐQT dated 06/04/2023, from the BOD. - Approved the change of the company's headquarters address with the Business Registration Office - Hanoi Department of Planning and Investment as detailed in Proposal No. 07/2023/TT-HĐQT dated 06/04/2023, from the BOD. - Approved the plan to issue shares to increase share capital from the owner's equity as detailed in Proposal No. 08/2023/TT-HĐQT dated 06/04/2023, from the Board of Directors. - Approved the listing of bonds on the securities trading system as detailed in Proposal No. 09/2023/TT-HĐQT dated 06/04/2023, from the BOD. |
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| | | | - Approved the election of BOD members as detailed in Proposal No. 10/2023/TT-HĐQT dated 06/04/2023, from the BOD. |
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II. Board of Directors

1. Information about Board of Directors (BOD) members:

| No. | BOD member | Position (independent member of BOD, non-executive BOD member) | Start date/End date of being a member of the BOD/Independent BOD. | |
|-----|--------------------|---|---|------------------|
| | | | Appointment Date | Resignation Date |
| 1 | Nguyen Hai Chau | Chairman of the BOD and Member of the Audit Committee | 06/03/2018 (appointed as a Member of the BOD); 26/07/2021 (appointed as Chairman of the BOD); 05/04/2021 (appointed as a Member of the Audit Committee). | |
| 2 | Nguyen Thanh Chung | Member of BOD and General Director | 14/10/2020 (appointed as General Director); 02/03/2021 (appointed as BOD member) | |
| 3 | Do Thi Hong Hai | Independent Member of BOD | 30/09/2021 | |
| 4 | Vu Manh Tien | BOD member | 30/09/2021 | |
| 5 | Vu Hai Anh | BOD member | 30/09/2021 | |

2. BOD meetings:

| No. | BOD member | Number of BOD meetings attended | Meeting attendance rate | Reason for not attending the meeting |
|-----|--------------------|---------------------------------|-------------------------|--------------------------------------|
| 1 | Nguyen Hai Chau | 16 | 100% | |
| 2 | Nguyen Thanh Chung | 16 | 100% | |
| 3 | Do Thi Hong Hai | 16 | 100% | |
| 4 | Vu Manh Tien | 16 | 100% | |
| 5 | Vu Hai Anh | 16 | 100% | |

3. Supervision of the BOD over the Board of General Directors' activities:

The BOD has supervised the activities and the implementation of the BOD's Resolutions by the Board of General Directors in accordance with the functions and duties prescribed in the Company's Charter and legal regulations.

4. Activities of the subcommittees under the BOD (if any):

4.1. Activities of the Audit Committee

- The Audit Committee (AC) held 01 meeting in the first six months of 2023.
- The activities of the Audit Committee during the first half of 2023 included the following key points:
 - a. Supervising and evaluating the company's financial statements and officially announcing the company's financial results, reviewing the internal control system, and managing risks.
 - b. Reviewing related party transactions under the approval authority of the BOD.
 - c. Monitoring to ensure the company complies with legal regulations, the requirements of regulatory authorities, and other internal company regulations;
 - d. Developing and recommending policies for risk detection and management; proposing solutions to the BOD for handling risks arising in the company's operations
 - e. Other activities as stipulated in the company's charter and by law.

4.2. Activities of the Investment Council:

- a. The Investment Council, under the Board of Directors (BOD), is responsible for assisting the BOD in investment activities to guide, promote, and develop the company's investment activities for maximum efficiency.
- b. The council advises and makes recommendations to the BOD on the formulation, adjustment, and supplementation of investment orientations, strategies, investment policies, operational mechanisms, investment management, regulations, procedures, rules, and other issues related to investment activities, in line with the

actual business operations of EVS and the policies and regulations of the competent state authorities and the law

- c. It proposes investment opportunities and plans for the BOD's approval;
- d. It makes decisions on investments within the scope of authority delegated by the BOD, in accordance with the Investment Regulations, relevant company documents, and legal provisions;
- e. It reviews and assesses the appropriateness and effectiveness of EVS's investment processes and operational mechanisms to provide recommendations and suggestions to the BOD on necessary changes;
- f. It monitors compliance with the regulations, processes, and investment policies of the Board of General Directors;
- g. It supervises the investment activities carried out by the General Director;
- h. Other activities as assigned by the BOD, the company's regulations, and the law.

5. Resolutions/Decisions of the BOD:

| No. | Resolutions/ Decisions No. | Date | Description | Approval rate |
|-----|-------------------------------|------------|---|------------------|
| 1 | 01/2023/NQ-HĐQT | 09/01/2023 | Issued the risk management policy for Everest Securities Joint Stock Company for 2023 | 100% |
| 2 | 02/2023/NQ-HĐQT | 01/02/2023 | Appointed Mr. Le Minh Khue as Deputy General Director of Everest Securities Joint Stock Company | 100% |
| 3 | 02A/2023/NQ-HĐQT | 01/02/2023 | Dismissed Mr. Nguyen Ngoc Khanh from the position of Chief of the Office of the Board of Directors, appointed Ms. Le Thao Anh as Chief of the Office of the Board of Directors, and appointed Mr. Nguyen Ngoc Khanh as Legal Advisor to the BOD | 100% |
| 4 | 03/2023/NQ-HĐQT | 22/02/2023 | Approved the early repurchase of Tien Truong bonds by the Issuer | 100% |
| 5 | 04/2023/NQ-HĐQT | 24/02/2023 | Dismissed Mr. Nguyen Thanh Lam as Director of the Ba Trieu branch and appointed Mr. Le Minh Khue as Director of the Ba Trieu branch | 100% |
| 6 | 05/2023/NQ-HĐQT | 14/03/2023 | Decided to convene the 2023 Annual General Meeting of Shareholders | 100% |
| 7 | 06/2023/NQ-HĐQT | 21/04/2023 | Nominated the representative of EVS's capital at Quang Ninh Bus Station Joint Stock Company. | 100% |

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|----|-----------------------|------------|---|------|
| 8 | 07/2023/ NQ- HĐQT | 27/04/2023 | Appointed Mr. Nguyen Hai Chau, currently a Board Member, as Chairman of the BOD | 100% |
| 9 | 07A/2023/ NQ- HĐQT | 27/04/2023 | Allocated remuneration for Board members and Supervisory Board members for 2023 according to the resolution of the 2023 General Meeting of Shareholders | 100% |
| 10 | 08/2023/NQ- HĐQT | 09/05/2023 | Dismissed Mr. Le Minh Khue as Director of the Ba Trieu branch and appointed Mr. Doan Gia Tung as Director of the Ba Trieu branch | 100% |
| 11 | 09/2023/NQ- HĐQT | 09/05/2023 | Approved the transaction between EVS and Dong Nai Building Materials and Fuel Joint Stock Company (DBFC) | 100% |
| 12 | 01/2023/QĐ- HĐQT | 09/05/2023 | Appointed Mr. Doan Gia Tung as Director of the Ba Trieu branch | 100% |
| 13 | 12/2023/NQ- HĐQT | 21/06/2023 | Plan for issuing shares to increase capital | 100% |
| 14 | 13/2023/NQ- HĐQT | 23/06/2023 | Approved the policy to sell 16,907 TITCH2124001 bonds owned by EVS | 100% |
| 15 | 14/2023/NQ- HĐQT | 29/06/2023 | Approved the detailed plan to sell 16,907 TITCH2124001 bonds owned by EVS | 100% |
| 16 | 15/2023/NQ- HĐQT | 29/06/2023 | Approved the transaction between EVS and KY Consulting Co., Ltd. (a related party of Ms. Do Thi Hong Hai) | 100% |

III. Audit Committee under the Board of Directors:

1. Information about the members of the Audit Committee under the BOD:

The Supervisory Board was dismissed according to Resolution No. 01/2021/NQ – ĐHĐCĐ of General Meeting of Shareholders dated 02/03/2021 (due to the company's restructuring to a management model including the General Meeting of Shareholders, the Board of Directors, the Audit Committee under the Board of Directors, and the General Director).

Information about the members of the Audit Committee (AC):

| No. | Member of the Audit Committee | Title | Start date as a member of the Audit Committee | End date as a member of the Audit Committee | Professional qualifications |
|-----|----------------------------------|-------|--|---|--------------------------------|
|-----|----------------------------------|-------|--|---|--------------------------------|

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|---|-----------------|---------------------------------|------------|--|-------------------------------|
| 1 | Do Thi Hong Hai | Chairman of the Audit Committee | 07/10/2021 | | Bachelor/ Auditor |
| 2 | Nguyen Hai Chau | Audit Committee Member | 05/04/2021 | | Bachelor of Corporate Finance |

2. Meetings of Audit Committee

| No. | Member of the Audit Committee | Number of meetings attended | Meeting attendance rate | Voting rate | Reason for not attending the meeting |
|-----|-------------------------------|-----------------------------|-------------------------|-------------|--------------------------------------|
| 1 | Do Thi Hong Hai | 1 | 1/1 | 100% | |
| 2 | Nguyen Hai Chau | 1 | 1/1 | 100% | |

2.1 Supervisory activities of the Audit Committee: *As presented in Section 4.1, Part II – Activities of the Audit Committee.*

2.2 Coordination between the Audit Committee and the Board of Directors, the Executive Board, and other management staff:

In the course of performing its duties, the Audit Committee of the Company coordinated with members of the Executive Management to carry out functions of supervising business operations, financial conditions, and corporate governance, based on compliance with the resolutions of the General Meeting of Shareholders, the Board of Directors, and legal regulations.

2.3 Other activities of the Audit Committee (if any): *None.*

IV. Executive Board/Board of General Directors

| No | Members of the Executive Board/Board of General Directors | Date of birth | Professional qualifications | Appointment date | Dismissal date |
|----|---|---------------|-----------------------------------|------------------|----------------|
| 1 | Nguyen Thanh Chung (General Director) | | Master of Business Administration | 14/10/2020 | |
| 2 | Ngo Thi Thu Huong (Deputy General Director) | | Bachelor of Economics | 20/09/2018 | |
| 3 | Le Minh Khue (Deputy General Director) | | Doctor of Law | 01/02/2023 | |

V. Director of the Finance Division

| Full name | Date of birth | Professional qualifications | Appointment date | Dismissal date |
|-------------------|---------------|------------------------------------|------------------|----------------|
| Vu Thi Thanh Hang | | Bachelor of Finance and Accounting | 01/08/2021 | |

VI. Chief Accountant

| Full name | Date of birth | Professional qualifications | Appointment date | Dismissal date |
|----------------------|---------------|------------------------------------|------------------|----------------|
| Nguyen Thi Bich Hang | | Bachelor of Finance and Accounting | 25/08/2021 | |

VII. Training on Corporate Governance:

Members of the Board of Directors, members of the Audit Committee, the Executive Management, and other management personnel of the Company are encouraged to participate in training courses to enhance their knowledge and corporate governance skills. The courses attended include:

- Integration and corporate culture training courses;
- Mandatory basic knowledge training courses on the stock market and trading;
- Specialized training courses on securities and professional certifications;

VIII. List of related persons of the public company and transactions of related persons of the company with the Company:

1. List of Related Parties of the Company: *As per Appendix I attached.*
2. Transactions between the company and its related parties; or between the company and major shareholders, insiders, and related parties of insiders.

| No | Name of organization/ individual | Relationship with the company | Business registration certificate No., date of issue, place of issue | Head Office Address/ Contact Address | Time of Transaction with the Company | Resolution / Decision Number of the General Meeting of Shareholders/ Board of Directors | Content, Total Value, Quantity, Transaction | Note |
|----|--|---|--|---|--------------------------------------|---|---|------|
| 1 | Dong Nai Building Materials and Fuel Joint Stock Company | Mr. Le Minh Khue (Deputy General Director of Everest Securities JSC) is | Business Registration Certificate No. 3600661303 issued on March 18, 2022 by Dong Nai Department | No. 255B, Pham Van Thuan Street, Tan Mai Ward, Bien Hoa | 28/3/2024 | Board of Directors Resolution No. 09/2023/NQ-HĐQT | Everest Securities Joint Stock Company signed a contract to provide consulting services to support procedures for organizing the General Meeting of | |

| | | | | | | | | |
|---|-------------------------------|---|---|---|------------|---|--|--|
| | | currently a member of the Board of Directors of Dong Nai Building Materials and Fuel Joint Stock Company. | of Planning and Investment | City, Dong Nai Province, Vietnam | | | Shareholders and consulting on issuance of increased share capital from equity capital for Dong Nai Building Materials and Fuel Joint Stock Company (DBFC). Contract value (excluding VAT): VND 80,000,000 | |
| 2 | KY Consultant Company Limited | Ms. Do Thi Hong Hai (Independent member of the Board of Directors of Everest Securities JSC) is a capital contributor of KY Consultant Company Limited. | Business Registration Certificate No.: 0315406204 issued by Ho Chi Minh City Business Registration Office on 23/11/2018 | 46th Floor, Bitexco Financial Tower, 02 Hai Trieu, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam | 29/06/2023 | Resolution No. 15/2023/NQ-HĐQT dated 29/06/2023 | Agreement on the use of shares of National Citizen Commercial Joint Stock Bank (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 and Trading Joint Stock Company | |

3. Transactions between the company's insiders, related persons of insiders, and subsidiaries or companies controlled by the company: *None*.

4. Transactions between the company and other parties:

4.1. Transactions between the company and companies in which members of the Board of Directors, members of the Board of Supervisors, Directors (General Directors) and other managers have been and are founding members or members of the Board of Directors, Directors (General Directors) operating within the past three (03) years (calculated at the time of reporting):

| No | Name of organization/ individual | Relationship with the company | Business registration certificate No., date of issue, place of issue | Head Office Address/ Contact Address | Time of Transaction with the Company | Resolution/ Decision Number of the General Meeting of Shareholders/ Board of Directors | Content, Quantity, Total Transaction Value | Note |
|----|----------------------------------|--|--|--------------------------------------|--------------------------------------|--|--|------|
| 1 | Dong Nai Building Materials | Mr. Le Minh Khue (Deputy General Director of | Business Registration Certificate No. | No. 255B, Pham Van Thuan | 09/05/2023 | Board of Directors | Everest Securities Joint Stock Company | |

| | | | | | | | | |
|---|-------------------------------|---|---|---|------------|--|--|--|
| | and Fuel Joint Stock Company | Everest Securities JSC) is currently a member of the Board of Directors of Dong Nai Building Materials and Fuel Joint Stock Company. | 3600661303 issued on March 18, 2022 by Dong Nai Department of Planning and Investment | Street, Tan Mai Ward, Bien Hoa City, Dong Nai Province, Vietnam | | Resolution No. 09/2023/N Q-HĐQT | signed a contract to provide consulting services to support procedures for organizing the General Meeting of Shareholders and consulting on issuance of increased share capital from equity capital for Dong Nai Construction Materials and Fuel Joint Stock Company (DBFC). Contract value (excluding VAT): VND 80,000,000 | |
| 2 | KY Consultant Company Limited | Ms. Do Thi Hong Hai (Independent member of the Board of Directors of Everest Securities JSC) is a capital contributor of KY Consultant Company Limited. | Business Registration Certificate No.: 0315406204 issued by Ho Chi Minh City Business Registration Office on 23/11/2018 | 46th Floor, Bitexco Financial Tower, 02 Hai Trieu, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam | 29/06/2023 | Resolution No. 15/2023/N Q-HĐQT dated 29/06/2023 | Agreement on the use of shares of National Citizen Commercial Joint Stock Bank (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 and Trading Joint Stock Company | |

4.2. Transactions between the company and companies where related persons of the Board of Directors members, Supervisory Board members, Director (General Director), or other management personnel serve as Board of Directors members or as Director (General Director): *None*.

4.3. Other transactions of the company (if any) that may provide material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, members of the Audit Committee, the Director (General Director), or other management personnel: *None*

IX. Transactions of Shares by Insiders and Related Parties of Insiders

1. List of Insiders and Related Parties of Insiders of the Company: *As per Appendix II attached to the report.*

2. Transactions by Insiders and Related Parties Involving the Company's Shares: *None*
X. Other Issues to Note: None

Recipients:

- As addressed;
- Save: BOD Office.

CHAIRMAN OF THE BOARD OF DIRECTORS



The signature is in blue ink and is written over a red circular stamp. The stamp contains the text: "CÔNG TY CỔ PHẦN CHỨNG KHOÁN EVEREST" and "HÀNG TRUNG - TP. HÀ NỘI".

Nguyen Hai Chau

C.P.K.