
No. 71/2025/TB-EVS

Hanoi, January 23, 2025

**DISCLOSURE OF INFORMATION ON THE STATE SECURITIES
COMMISSION'S PORTAL AND STOCK EXCHANGE'S PORTAL**

To:

- The State Securities Commission;
- Vietnam Stock Exchange;
- Hanoi Stock Exchange;
- Hochiminh Stock Exchange.

**1. Organization name: EVEREST SECURITIES JOINT STOCK COMPANY
("Company")**

Ticker/Member code: EVS/040

Address: Floor 3, 6, 9 - No. 2A Dai Co Viet Street, Le Dai Hanh Ward, Hai Ba Trung District, Hanoi, Vietnam

Telephone: 024. 3772 6699

Fax: 024. 3772 6763

E-mail: congbothongtin@eves.com.vn

Information disclosure type: Periodic Irregular On demand Other

2. Content of information disclosure: Everest Securities Joint Stock Company announces information The Corporate Governance situation Report in 2024 (For detailed content, please see the attached file).

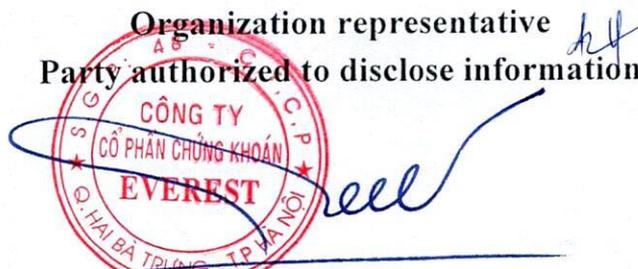
**3. This information was posted on Company website on January 23, 2025 at this link:
<https://www.eves.com.vn/ve-chung-toi/cong-bo-thong-tin/>**

We hereby declare to be responsible for the accuracy and completeness of the above information.

Attached documents:

- The Corporate Governance situation Report in 2024;
- And accompanying documents.

Organization representative
Party authorized to disclose information



PHÓ TỔNG GIÁM ĐỐC
Nguyễn Phi Long

No.: *63*./2025/BC - EVS

Ha Noi, dated January 23, 2025

REPORT

Corporate governance situation in 2024

Kindly sent 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 address: 3rd, 6th, 9th Floors - No. 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 14/11/2024 according to Adjustment License No. 83/GPĐC-UBCK).

Tel: 02437726699

Fax: 02437726763

Email: congbothongtin@eves.com.vn

- Charter capital: 1.648.006.180.000 VND (*In words: One thousand six hundred forty eight billion six million one hundred eighty thousand dong*).

- Stock 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 on meetings and Resolutions/Decisions of the General Meeting of Shareholders (including Resolutions of the General Meeting of Shareholders adopted in the form of written opinions):

No.	Resolution/ Decision Number	Date	Content
1	No. 01/2024/NQ-DHĐCĐ	25/04/2024	<ul style="list-style-type: none"> - Approval of the Board of Directors' Report on the management and performance of the Board of Directors and each member of the Board of Directors in 2023 and the direction of operations in 2024; - Approval of the Report on the activities of the independent members of the Board of Directors in the Audit Committee in 2023; - Approval of the 2023 Business Activity Report and the 2024 Operation Plan of the Board of Directors; - Approval of the 2023 Audited Financial Report and the 2023 Profit Distribution Plan; - Approval of the Selection of an Auditing Company for the Company's Financial Statements and other reports in accordance with the Company's regulations in 2024; - Approval of the 2023 Remuneration Settlement of the Board of Directors and Audit Committee and the 2024 Remuneration Plan for the Board of Directors and Audit Committee; - Approval of the Dismissal of Ms. Le Thao Anh from the position of Board Member according to her resignation letter.

II. Board of Directors

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

No.	Members of Board of Directors	Position <i>(Independent member of the</i>	Start date/End date of membership on the Board of Directors/Independent Board of Directors.
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		<i>Board of Directors, non-executive member of the Board of Directors)</i>	Appointment Date	Resignation Date
1	Nguyen Hai Chau	Chairman of the Board of Directors and Member of the Audit Committee	06/03/2018 (Appointment as BOD Member); 26/07/2021 (Appointment as BOD Chairman); 05/04/2021 (Member of the Audit Committee).	
2	Nguyen Thanh Chung	BOD Member	14/10/2020 (Appointment as General Director); 07/11/2023 (Resignation from General Director); 02/03/2021 (Appointment as BOD member).	
3	Do Thi Hong Hai	Independent BOD Member	30/09/2021 (Appointment as Independent BOD Member); 07/10/2021 (Member of the Audit Committee).	
4	Vu Manh Tien	BOD Member	30/09/2021	
5	Vu Hai Anh	BOD Member	30/09/2021	
6	Tran Dinh Cuong	Independent BOD Member	02/11/2023	

7	Hoang Don Hung	Independent BOD Member	02/11/2023	
8	Ngo Thanh Tung	BOD Member	02/11/2023	
9	Nguyen Xuan Ha	BOD Member	02/11/2023	
10	Pham Hong Minh	BOD Member and General Director	07/11/2023 (Appointment as General Director); 02/11/2023 (Appointment as BOD Member)	
11	Le Thao Anh	BOD Member	02/11/2023	Resignation from 25/4/2024

2. Board of Directors Meetings:

No.	Member of Board of Directors	Board of Directors meetings attended	Meeting attendance rate	Reason for not attending the meeting
1	Nguyen Hai Chau	18	100%	
2	Nguyen Thanh Chung	15	83%	Absent
3	Do Thi Hong Hai	18	100%	
4	Vu Manh Tien	18	100%	
5	Vu Hai Anh	18	100%	
6	Tran Dinh Cuong	18	100%	
7	Hoang Don Hung	18	100%	
8	Ngo Thanh Tung	18	100%	
9	Nguyen Xuan Ha	18	100%	
10	Pham Hong Minh	18	100%	
11	Le Thao Anh	2	11%	Absent

3. Supervisory activities of the Board of Directors over the Board of Directors:

The Board of Directors has supervised the operations and implementation of the Board of Directors' Resolutions of the Board of Directors in accordance with the functions and duties prescribed in the Company's Charter and the provisions of law.

4. Activities of the Sub-committees under the Board of Directors (if any):

4.1. Activities of the Audit Committee

- The Audit Committee (AC) held 02 meetings in 2024.
- The main activities of the AC in 2024 included the following:
 - a. Supervising and reviewing the Company's financial statements and official disclosures related to its financial results, as well as reviewing the internal control and risk management systems;
 - b. Reviewing transactions with related parties under the approval authority of the Board of Directors;
 - c. Monitoring to ensure the Company's compliance with legal regulations, requirements of regulatory authorities, and other internal rules of the Company;
 - d. Developing and recommending policies for risk identification and management; proposing solutions to the Board of Directors for addressing risks arising in the Company's operations;
 - e. Other activities as stipulated in the Company's Charter and applicable laws.

4.2. Activities of the Investment Council:

- a. The Investment Council operates under the Board of Directors, specializing in and assisting the Board in investment-related matters to provide direction, promote, and develop the Company's investment activities for optimal efficiency;
- b. Advising and making recommendations to the Board of Directors regarding the development, adjustment, and supplementation of investment orientations, strategies, policies, operational mechanisms, investment management, regulations, processes, and other issues related to investment activities, ensuring alignment with EVS's business practices, governmental policies, and legal regulations;
- c. Proposing investment opportunities and plans for the Board of Directors' approval;
- d. Making decisions on investments within the scope of authority delegated/assigned by the Board of Directors according to the Investment Charter, relevant Company documents, and applicable laws;
- e. Reviewing and evaluating the appropriateness and effectiveness of EVS's investment processes and mechanisms to provide recommendations and proposals for necessary changes to the Board of Directors;
- f. Supervising the compliance of the Executive Board with investment regulations, processes, and policies;

- g. Overseeing investment activities carried out by the CEO;
- h. Performing other tasks as assigned by the Board of Directors, as well as those stipulated in the Company's regulations and applicable laws.

4.3. Activities of the Personnel Sub-committee:

- Advising the Board of Directors on the organizational structure for the Board;
- Providing recommendations to the Board on human resource development and management strategies;
- Consulting, supporting, and overseeing the implementation of training plans, including training programs, targets, schedules, and budgets.

4.4. Activities of the Risk Management Committee:

- Advising the Board of Directors on the issuance of processes and policies under the authority of the Risk Management Committee related to business risk management, in accordance with legal regulations and the Company's policies;
- Analyzing and issuing warnings on the Company's capital safety levels against potential risks and threats, as well as recommending preventive measures for both short-term and long-term risks;
- Reviewing and assessing the appropriateness and effectiveness of current risk management processes and policies, and making recommendations to the Board of Directors on required changes to existing processes, policies, and the Company's business strategies;
- Advising the Board of Directors on approving investments, related transactions, management policies, and risk-handling plans within the scope of the functions and duties assigned by the Board of Directors.

4.5. Activities of the Technology Sub-committee:

- Advising the Board of Directors on plans, standards, and strategic directions for technology development to enhance management capacity and competitiveness in securities operations management;
- Researching, formulating, and reviewing policies related to technology issues under the authority of the Board of Directors before submission for approval.

4.6. Activities of the Business Development Sub-committee:

- Advising the Board of Directors on the strategic development of EVS's products for specific periods;
- Evaluating and approving EVS's products or product programs based on market demand, projected revenue, risk levels, and investment costs associated with each specific product;
- Monitoring the implementation of products and product programs to ensure that related risks are appropriately identified, assessed, and controlled in compliance with relevant policies and approvals;

- Advising the Board of Directors and Executive Board on establishing control measures and defining responsibilities for units and individuals involved in product development, as needed;
- Evaluating and approving significant modifications or adjustments to existing products that carry high risks, as well as complex related transactions.

5. Resolutions/Decisions of the Board of Directors:

No.	Resolutions/ Decisions No.	Date	Content	Passage Rate
1	01/2024/NQ- HDQT	04/01/2024	Approval of the restructuring plan of the Organizational Chart, rearrangement of the entire Company's workforce	82%
2	02/2024/QĐ- HDQT	15/01/2024	Removal of the position of Director of Everest Securities Joint Stock Company - Nguyen Trai Branch for Ms. Ngo Thi Thu Huong	100%
3	03/2024/QĐ- HDQT	15/01/2024	Appointment of the position of Director of Everest Securities Joint Stock Company - Nguyen Trai Branch for Mr. Le Minh Khue	100%
4	04/2024/QĐ- HDQT	15/01/2024	Removal of the position of Director of Everest Securities Joint Stock Company - Saigon Branch for Mr. Pham Hong Minh	100%
5	05/2024/QĐ- HDQT	15/01/2024	Appointment of the position of Director of Everest Securities Joint Stock Company - Saigon Branch for Mr. Ta Minh Anh	100%
6	06/2024/QĐ- HDQT	01/03/2024	Approval of the transaction between the Company and the Company's Insider - Mr. Ngo Thanh Tung	100%
7	07/2024/QĐ- HDQT	05/03/2024	Convening the 2024 Annual General Meeting of Shareholders of Everest Securities Joint Stock Company	100%
8	08/2024/NQ- HDQT	27/03/2024	Approval of the contract/transaction between the Company and Dong Nai	100%

			Building Material and Fuel Joint Stock Company (DBFC) - Related Person of the Company's Insider	
9	09/2024/QĐ-HĐQT	01/04/2024	Removal of the position of Director of Everest Securities Joint Stock Company - Ba Trieu Branch for Mr. Le Manh Dan	100%
10	10/2024/NQ-HĐQT	04/04/2024	Decision on the time and place of meeting and approval of the agenda and draft documents for the 2024 Annual General Meeting of Shareholders of the Company	100%
11	11/2024/QĐ-HĐQT	01/04/2024	Decision to appoint Ms. Nguyen Thi Thanh Hang as Director of Everest Securities Joint Stock Company - Ba Trieu Branch	100%
12	11A/2024/NQ-HĐQT	05/04/2024	Approval of the plan to extend the payment term of principal and interest for bonds of Cam Lam Investment Company Limited	100%
13	12/2024/QĐ-HĐQT	08/04/2024	Approval of inviting consultants to advise on issues related to governance and management for the Board of Directors and the Executive Board of the Company	90%
14	14/2024/NQ-HĐQT	23/04/2024	Approval of amending the documents for the General Meeting of Shareholders	100%
15	15/2024/NQ-HĐQT	15/05/2024	Approval of the dismissal of Ms. Ngo Thi Thu Huong from the position of Deputy General Director of Everest Securities Joint Stock Company	100%
16	15A/2024/NQ-HĐQT	15/05/2024	Approval of inviting Ms. Ngo Thi Thu Huong to be an advisor to the EVS Audit Committee - under the Board of Directors	100%
17	16/2024/NQ-HĐQT	16/05/2024	Approval of the plan to trade individual corporate bonds	100%

18	17/2024/NQ-HĐQT	20/05/2024	Establishment of the Personnel Organization Committee under the Board of Directors	100%
19	18/2024/NQ-HĐQT	20/05/2024	Establishment of the Risk Management Committee under the Board of Directors	100%
20	19/2024/NQ-HĐQT	20/05/2024	Establishment of the Technology Subcommittee under the Board of Directors	100%
21	20/2024/NQ-HĐQT	20/05/2024	Establishment of the Subcommittee business development under the Board of Directors	100%
22	21/2024/NQ-HĐQT	30/09/2024	Approval of the adjustment of the Guest Reception Expense Limit and the Work Allowance Regime stipulated in Section II and Section III of Appendix No. 02 of EVS Financial Regulations	100%
23	21A/2024/NQ-HĐQT	09/10/2024	Approval of the issuance of the EVS Risk Management Regulations	100%
24	22/2024/NQ-HĐQT	24/10/2024	Approval of the Investment Plan in Mai Vien Real Estate Investment Joint Stock Company and G-AutoMobile Joint Stock Company	100%
25	24/2024/NQ-HĐQT	24/12/2024	Approval of the Transfer Plan of LACCH2124001 Bonds issued by Hoa Lam An Trading and Service Joint Stock Company	100%
26	25/2024/NQ-HĐQT	25/12/2024	Approval of the plan to re-issue the credit limit at NCB in 2025 and related contents	100%
27	26/2024/NQ-HĐQT	26/12/2024	Appointing Mr. Nguyen Thanh Hai to the position of advisor to the Board of Directors	100%

III. Audit Committee under the Board of Directors:

1. Information about the members of the Audit Committee of the Board of Directors:

The Board of Supervisors was dismissed according to Resolution No. 01/2021/NQ – GĐĐCĐ of the General Meeting of Shareholders dated 02/03/2021 (Due to the company converting its management structure to a model including the General Meeting of Shareholders, Board of Directors, Audit Committee under the Board of Directors and General Director).

Information about the members of the Audit Committee:

No.	Member of Audit Committee	Position	Start date as a member of the Audit Committee	End date as a member of the Audit Committee	Professional qualifications
1	Do Thi Hong Hai	Chairman of Audit Committee	07/10/2021		Bachelor/Auditor
2	Nguyen Hai Chau	Member of Audit Committee	05/04/2021		Bachelor of Corporate Finance

2. Audit Committee Meetings:

No.	Member of Audit Committee	Meetings attended	Attendance rate	Voting rate	Reason for not attending the meeting
1	Do Thi Hong Hai	2	2/2	100%	
2	Nguyen Hai Chau	2	2/2	100%	

2.1 Audit Committee's monitoring activities: *As presented in Section 4.1 Part II - Audit Committee's activities.*

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

In the process of performing its duties, the Company's Audit Committee has coordinated with members of the Board of Directors to perform the functions of monitoring business

activities, financial situation, and corporate governance on the basis of compliance with the Resolutions of the General Meeting of Shareholders, the Board of Directors and legal regulations.

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

IV. Executive Board/General Management:

No.	Member of Executive Board/General Management	Date of birth	Qualifications	Appointment date	Resignation date
1	Pham Hong Minh (General Director)		Bachelor in English, Bachelor in Banking and Finance	07/11/2023	
2	Ngo Thi Thu Huong (Deputy Director)		Bachelor in Economics	20/09/2018	15/05/2024
3	Le Minh Khue (Deputy Director)		Doctor in Law	01/02/2023	
4	Nguyen Phi Long (Deputy Director and Authorized Person for Information Disclosure)		Bachelor in Economics	17/07/2023	

V. Director (Division) Finance

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

VII. Corporate Governance Training:

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

- Integration and corporate culture training programs;
- Mandatory basic knowledge courses on the securities market and trading;
- Specialized courses on securities and professional certifications;
- Training on corporate governance by objectives;
- Project management;
- Governance and project implementation management;
- Training on depository operations for corporate bonds;
- Presentation and teaching skills training;
- Customer care skills training;
- Knowledge training on service quality management;
- Sales skills training;
- Market analysis and insights knowledge training;
- Financial analysis knowledge training.

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

1. List of related persons of the Company: *According to Appendix I attached to the Report.*
2. Transactions between the company and related persons of the company; or between the company and major shareholders, insiders, related persons of insiders:

No	Organization/ Individual name	Relationship with the Company	Owner's Certificate Number, date and place of issue	Head office address/ Contact address	Time of transaction with the company	Resolution/D ecision No. of the General Meeting of Shareholders / Board of Directors approved	Content, quantity, total value of transaction
1	Dong Nai Building Material and Fuel	Mr. Le Minh Khue (Deputy Director of Everest Securities JSC) is	Business Registration Certificate No. 3600661303 issued on	No. 255B, Pham Van Thuan Street, Tan Mai Ward, Bien Hoa City,	28/3/2024	Board Resolution No.08/2024/N Q-HDQT	Everest Securities Joint Stock Company signed a contract to provide consulting

	Joint Stock Company	currently a member of the Board of Directors of Dong Nai Building Material and Fuel JSC	March 18, 2022 by Dong Nai Department of Planning and Investment	Dong Nai Province, Vietnam			services to support procedures for organizing the 2024 Annual General Meeting of Shareholders for Dong Nai Building Material and Fuel JSC (DBFC). Contract value (excluding VAT): 55.000.000 VND
2	Mr. Ngo Thanh Tung	Mr. Ngo Thanh Tung is a member of the Board of Directors of Everest Securities Joint Stock Company	ID No. 001082036209 issued on April 25, 2021 Place of issue: Department of Administrative Management of Social Order		01/3/2024	Board Resolution No.06/2024/NQ-HDQT	Everest Securities Joint Stock Company signed a labor contract with Mr. Ngo Thanh Tung

3. Transactions between company insiders, related parties of insiders and subsidiaries, companies controlled by the company: *None*

4. Transactions between the company and other entities:

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) in the past three (03) years (calculated at the time of preparing the report): *None*.

4.2. Transactions between the company and companies in which related persons of members of the Board of Directors, members of the Board of Supervisors, Directors (General Directors) and other managers are members of the Board of Directors, Directors (General Directors): *None*.

4.3. Other transactions of the company (if any) that may bring material or immaterial benefits to members of the Board of Directors, members of the Board of Supervisors, members of the Audit Committee, Directors (General Directors) and other managers: *None*.

IX. Transactions of shares of insiders and related persons of insiders:



1. List of insiders and related persons of insiders of the company: *According to Appendix II attached to the Report.*

2. Transactions of insiders and related persons on the Company's shares:

No.	Transaction Executor	Relationship with Insiders	Shares owned at the beginning of the period		Shares owned at the end of the period		Reason for increase or decrease (purchase, sale, conversion, bonus...)
			Shares	Rate	Shares	Rate	
1	Mr. Nguyen Thanh Chung	Mr. Nguyen Thanh Chung is a BOD member of Everest Securities Joint Stock Company.	432.376	0.26%	232.376	0.14%	Sell shares
2	Mr. Nguyen Thanh Chung	Mr. Nguyen Thanh Chung is a BOD member of Everest Securities Joint Stock Company.	232.376	0.14%	32.376	0.000196%	Sell shares

X. Other issues to note: None.

Recipients:

- As addressed;
- Archived at: Office of the Board of Directors.

CHAIRMAN OF THE BOARD OF DIRECTORS



Handwritten signature in blue ink over the stamp.

Nguyen Hai Chau

