DRAFT

PROPOSED AMENDMENTS AND SUPPLEMENTS TO THE REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS

No.	Current Regulations	Proposed Amendments / Supplements	Notes
1	**Article 1. Scope of Regulation and Applicable Subjects**	**Article 1. Scope of Regulation and Applicable Subjects** 3. Interpretation of terms: Terms that are not defined in these Regulations shall be understood in accordance with the Internal Regulations on Corporate Governance, the Company's Charter and applicable laws. 4. Principles of application: These Regulations shall be applied consistently with the law, the Company's Charter and the Internal Regulations on Corporate Governance. In case of any inconsistency, the document with higher legal effect shall prevail; the Board of Directors shall promptly submit to the General Meeting of Shareholders amendments to these Regulations for matters falling within the authority of the General Meeting of Shareholders.	New addition
2	**Article 2. Operating Principles of the Board of Directors** 2. The Board of Directors assigns the Chief Executive Officer responsibility for organizing and managing the implementation of resolutions and decisions of the Board of Directors.	**Article 2. Operating Principles of the Board of Directors** 2. The Board of Directors assigns the Chief Executive Officer responsibility for organizing and managing the implementation of resolutions and decisions of the Board of Directors within the scope of authority assigned under the Company's Charter and the Internal Regulations on Corporate Governance. The assignment of duties, delegation of authority or authorization shall not transfer the Board of Directors' supervisory responsibility. 3. The Chief Executive Officer may not independently decide on matters beyond the scope of day-to-day business operations as prescribed by the Company's Charter and the Internal Regulations on Corporate Governance. Before signing and performing such contracts, the Chief Executive Officer must obtain approval from the Board of Directors (where the Board of Directors has authority) for framework agreements/master agreements that do not specify a particular value, and for contracts outside the core business activities (including any type of contract or business model that has never been authorized for application by the Board of Directors).	Clarifies the coordination mechanism, authority and obligations between the Board of Directors and the Chief Executive Officer. Adds important content already provided in Article 40.5(l) of the SASCO Charter.
3	**Article 3. Rights and Obligations of Members of the Board of Directors** 2. Members of the Board of Directors have the obligations prescribed by the Company's Charter and the following obligations:	**Article 3. Rights and Obligations of Board Members** **2. Members of the Board of Directors have the obligations prescribed by the Company's Charter and the following obligations:**	

No.	Current Regulations	Proposed Amendments / Supplements	Notes
		f. Remain loyal to the interests of the Company and its Shareholders; do not abuse their position or title, or use the Company's information, know-how, business opportunities or other assets for personal gain or for the benefit of any other organization or individual. 3. Each Independent Director (in the case of a listed company) must prepare an assessment report on the performance of the Board of Directors.	Adds Point f of Clause 2 and Clause 3 in accordance with Clause 4, Article 28 of the draft SASCO Charter.
4	**Article 4. Members of the Board of Directors' Right to Access Information** 1. A member of the Board of Directors has the right to request the Chief Executive Officer, Deputy General Manager or other managers of the Company to provide information and documents concerning the Company's financial position and business operations and those of the Company's units. 2. The manager requested to provide information must provide information and documents promptly, fully and accurately as requested by the member of the Board of Directors. The procedures for requesting and providing information shall be prescribed by the Company's Charter.	**Article 4. Right of Board Members to Access Information** 1. A member of the Board of Directors has the right to request the Chief Executive Officer, Deputy General Manager, Chief Accountant or another Manager of the Company to provide and explain information and documents concerning the Company's financial position and business operations and those of its units (including, without limitation, subsidiaries, affiliated companies and dependent units), as well as other information and documents necessary for the exercise of the rights and performance of obligations of a Board member. 2. The manager requested to provide information must provide information and documents promptly, fully and accurately as requested by the member of the Board of Directors in accordance with these Regulations. 3. A request for information shall be made in writing or sent through the Company's registered document management system or registered corporate email and must clearly specify: a) The content, scope and period covered by the information and documents to be provided; b) The form of provision; c) The deadline for receipt of the information and documents; and d) Any request for explanation or confirmation from the manager, if applicable. 4. In urgent cases, a member of the Board of Directors may make a request verbally, by telephone or through another means of communication, but must confirm the request in writing or by email within one (1) working day. 5. The manager requested to provide information must acknowledge receipt of the request within one (01) working day and provide complete, accurate and truthful information and documents within three (03) working days	Added in accordance with Clause 1, Article 34 of the draft SASCO Charter. Clauses 3 through 10 are newly added. The Company's Charter does not prescribe the procedures for requesting and providing information; therefore, detailed provisions are added herein.

No.	Current Regulations	Proposed Amendments / Supplements	Notes
		from receipt of the request. For complex information or documents requiring consolidation from multiple units or extraction from archived records, the provision period shall not exceed seven (07) working days. Where information or documents are required for a Board meeting, they must be provided before the meeting materials are circulated (no later than three (03) working days before the meeting) or within another period reasonably requested by the Board member, taking into account the urgency of the matter. 6. If the requested manager is unable to provide the information by the deadline, the manager must notify the Board member in writing before the deadline, stating the reasons, the information that can already be provided, the measures being taken and the expected completion date. Any extension shall not exceed five (05) working days, unless otherwise agreed by the Board member. 7. Information and documents must be provided directly to the requesting Board member and simultaneously sent to the Person in Charge of Corporate Governance to record and retain in the files. Confidential information must still be provided through appropriate secure means; the confidential nature of information shall not constitute grounds for refusing to provide it to a Board member. Where the law prohibits disclosure or requires partial restriction of information, the manager must provide the permissible portion and notify the Board member in writing, clearly stating the legal basis for the refusal or restriction. 8. If the manager fails to provide, delays providing, or provides incomplete or inaccurate information or documents, the Board member has the right to request the Chief Executive Officer, the Chairperson of the Board of Directors or the Board of Directors to direct the provision thereof and consider the responsibility of the relevant individual. Failure to properly comply with an information request shall be considered in the assessment of task performance and in determining responsibility in accordance with the Company's Charter, internal regulations and applicable law. 9. A Board member is responsible for using the information and documents provided solely for the proper performance of his/her duties; maintaining confidentiality and not disclosing them to any third party, except where disclosure is required by a competent authority or otherwise provided by law. The right to request information must not be exercised to obstruct the Company's normal operations or to serve the personal interests of the Board member or those of another organization or individual. 10. Where necessary to support independent and objective decision-making and protect the interests of the Company, the Board of Directors or the	Right to engage independent consultants – a good corporate governance practice for public companies under the 2025 Corporate Governance

No.	Current Regulations	Proposed Amendments / Supplements	Notes
		Chairperson of the Board of Directors may require the Company to engage independent advisors (legal, financial, audit, etc.) to assess information and documents provided by the Executive Board. The costs of engaging such independent advisors shall be borne by the Company within the annual operating budget of the Board of Directors approved by the General Meeting of Shareholders.	Manual of the State Securities Commission.
5	**Article 5. Term of Office and Number of Board Members** 2. The term of office of a Board member shall not exceed five (05) years and may be renewed for an unlimited number of terms. An individual may be elected as an Independent Director of a company for no more than two consecutive terms.	**Article 5. Term of Office and Number of Board Members** 2. The term of office of a Board member shall not exceed five (05) years and may be renewed for an unlimited number of terms. An individual may be elected as an Independent Director of the Company (in the case of a listed company) for no more than two (02) consecutive terms.	Amended in accordance with Clause 2, Article 27 of the draft SASCO Charter.
6	**Article 6. Standards and Conditions for Board Members** 1. A Board member must satisfy the following standards and conditions: a. Have full civil capacity and not fall within the category specified in Clause 2, Article 17 of the Law on Enterprises; b. Have professional qualifications and experience in business administration or in the Company's business sector, industry or line of business, and need not be a shareholder of the Company unless otherwise provided by the Company's Charter; c. A Board member of the Company may concurrently serve as a Board member of up to five (05) other companies;	**Article 6. Standards and Conditions for Board Members** 1. A Board member must satisfy the following standards and conditions: a. Have full civil capacity and not be among persons prohibited from managing enterprises under Clause 2, Article 17 of the Law on Enterprises; b. Have professional qualifications and experience in business administration or in the Company's business sector, industry or line of business, and need not be a shareholder of the Company unless otherwise provided by the Company's Charter; c. A Board member of the Company may concurrently serve as a member of the Board of Directors or Members' Council of up to five (05) other companies; 2. An Independent Director (in the case of a listed company) must satisfy the following standards and conditions: a. Not be a person currently working for the Company, its parent company or subsidiary; and not have worked for the Company, its parent company or subsidiary at any time during the three (03) years immediately preceding; b. Not be a person currently receiving salary or remuneration from the Company, except for allowances payable to Board members in accordance with applicable regulations; c. Not have a spouse, biological or adoptive father, biological or adoptive mother, biological or adopted child, full brother, full sister or younger sibling who is a major shareholder of the Company or a manager of the Company or its subsidiary;	Added to conform with Article 28.1(a) of the SASCO Charter. Point c amended in accordance with Point c, Clause 1, Article 28 of the draft SASCO Charter. Clause 2 (standards and conditions for Independent Directors) added in accordance with Clause 3, Article 28 of the draft SASCO Charter.

No.	Current Regulations	Proposed Amendments / Supplements	Notes
		d. Not directly or indirectly own at least one percent (1%) of the total voting shares of the Company; e. Not have previously served as a member of the Board of Directors or the Board of Supervisors of the Company at any time during the five (05) years immediately preceding, except where the person is appointed for two (02) consecutive terms.	
7	**Article 7. Chairperson of the Board of Directors** 3. The Chairperson of the Board of Directors has the following rights and obligations: f. Supervise the implementation of resolutions and decisions of the Board of Directors; l. Other rights and obligations as prescribed by the Law on Enterprises and Clause 3, Article 31 of the Company's Charter.	**Article 7. Chairperson of the Board of Directors** 3. The Chairperson of the Board of Directors has the following rights and obligations: b. Ensure that the Board of Directors submits the annual financial statements, the Company's operating report, the audit report and the Board of Directors' inspection report to shareholders at the General Meeting of Shareholders; e. Decide to obtain written opinions from Board members for approval of matters within the decision-making authority of the Board of Directors under the Company's Charter where the Chairperson considers it unnecessary to convene an extraordinary Board meeting. Approve the form and content of the voting form; f. Supervise and urge the implementation of resolutions and decisions of the Board of Directors and its committees (if any); h. On behalf of the Board of Directors, enter into an employment contract with the Chief Executive Officer; i. On behalf of the Board of Directors, sign resolutions and other documents of the Board of Directors after approval by more than fifty percent (50%) of the total number of Board members (evidenced directly by adoption of a resolution at a meeting or by written consultation) for matters falling within the decision-making authority of the Board of Directors; j. Assign Board members to perform duties within the Company's governance functions; monitor and urge Board members in the performance of their corporate governance duties; evaluate the performance of each Board member, committee (if any) and Board of Directors at least once a year, and confirm to the General Meeting of Shareholders that the Board of Directors has achieved satisfactory evaluation results before reappointment or dismissal; l. Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.	Points b, e, h, i, j and k added in accordance with Clause 3, Article 31 of the draft SASCO Charter.

No.	Current Regulations	Proposed Amendments / Supplements	Notes
	4. Where the Chairperson of the Board of Directors submits a resignation or is removed from office, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or removal decision. 5. Where deemed necessary, the Board of Directors shall decide to appoint a Company Secretary. The Company Secretary has the following rights and obligations: d. Assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders; ensuring compliance with obligations relating to information provision, disclosure and administrative procedures;	4. Where the Chairperson of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or dismissal/removal decision. 6. Where deemed necessary, the Chairperson of the Board of Directors shall recruit and appoint a Company Secretary to assist the Board of Directors and the Chairperson in performing duties within their respective authority under applicable law and the Company's Charter. The Company Secretary has the following rights and obligations: d. Assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders; assist the Company in properly complying with its obligations regarding information provision, disclosure and administrative procedures; f. The Company Secretary is responsible for maintaining confidentiality of information in accordance with applicable law and the Company's Charter; and 7. Where deemed necessary and provided that this does not violate any legal prohibition, the Chairperson of the Board of Directors may, on a case-by-case or standing basis, authorize or delegate to one or more other Board members the authority to sign documents on behalf of the Chairperson and perform certain authorities, responsibilities and duties of the Chairperson. Authorized Board members shall be accountable to the Chairperson for the performance of the delegated work.	Amended to conform with Article 31.6 of the Company's Charter; recruitment of the Company Secretary shall be decided by the Chairperson of the Board of Directors. Point f added in accordance with Clause 6, Article 31 of the draft SASCO Charter. Added in accordance with Clause 7, Article 31 of the draft SASCO Charter.
8	**Article 8. Removal, Dismissal, Replacement and Addition of Board Members** 1. The General Meeting of Shareholders shall remove a Board member in the following case: a. The member no longer satisfies the standards and conditions prescribed in Article 155 of the Law on Enterprises; 4. The Board of Directors must convene a General Meeting of Shareholders to elect additional Board members in the following case:	**Article 8. Dismissal, Removal, Replacement and Addition of Board Members** 1. The General Meeting of Shareholders shall dismiss a Board member in the following case: a. The member no longer satisfies the standards and conditions prescribed in Article 155 of the Law on Enterprises and Article 28 of the Company's Charter; 4. The Board of Directors must convene a General Meeting of Shareholders to elect additional Board members in the following case:	

No.	Current Regulations	Proposed Amendments / Supplements	Notes
	a. The number of Board members is reduced by more than one-third (1/3) compared with the number prescribed in the Company's Charter. In this case, the Board of Directors must convene the General Meeting of Shareholders within sixty (60) days from the date on which the number of Board members is reduced by more than one-third;	a. The number of remaining Board members and Independent Board Member (in the case of a listed company) is less than the minimum number prescribed by law. In this case, the Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date on which the number of members is reduced by more than one-third.	Amended to conform with Clauses 3 and 4, Article 13 of the SASCO Charter.
9	**Article 9. Procedures for Election, Removal and Dismissal of Board Members** 1. A shareholder or group of shareholders holding ten percent (10%) or more of the total number of ordinary shares shall have the right to nominate candidates to the Board of Directors as follows: 2. The nomination of candidates to the Board of Directors shall be carried out as follows: a. Ordinary shareholders forming a group to nominate candidates to the Board of Directors must notify the shareholders attending the meeting of the formation of such group before the opening of the General Meeting of Shareholders; b. Based on the number of Board members, the shareholder or group of shareholders referred to in this Clause shall be entitled to nominate one or more persons, as determined by the General Meeting of Shareholders, as candidates for the Board of Directors. If the number of candidates nominated by	**Article 9. Election, Dismissal and Removal of Board Members** 1. A shareholder or group of shareholders holding the following percentages of voting shares shall have the right to nominate candidates to the Board of Directors: a. From 10% to less than 20% of voting shares: entitled to nominate up to one (01) candidate; b. From 20% to less than 30% of voting shares: entitled to nominate up to two (02) candidates; c. From 30% to less than 40% of voting shares: entitled to nominate up to three (03) candidates; d. From 40% to less than 50% of voting shares: entitled to nominate up to four (04) candidates; e. From 50% to less than 60% of voting shares: entitled to nominate up to five (05) candidates; f. From 60% to less than 70% of voting shares: entitled to nominate up to six (06) candidates; g. From 70% or more of voting shares: entitled to nominate up to seven (07) candidates. 2. The nomination of candidates to the Board of Directors shall be carried out as follows: a. Ordinary shareholders forming a group to nominate candidates to the Board of Directors must notify the shareholders attending the meeting of the formation of such group before the opening of the General Meeting of Shareholders; b. Based on the number of Board members, the shareholder or group of shareholders shall be entitled to nominate one or more persons, as determined by the General Meeting of Shareholders, as candidates for the Board of Directors. If the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as determined by the General Meeting of	Points a through g added in accordance with Clause 2, Article 26 of the draft SASCO Charter. Amended to conform with Article 11.3 of the SASCO Charter.

No.	Current Regulations	Proposed Amendments / Supplements	Notes
	the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as determined by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders. 7. The election, removal and dismissal of Board members shall be decided by the General Meeting of Shareholders by voting.	Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders. 4. Where candidates have been identified, the shareholder or group of shareholders must submit the nomination/self-nomination dossier to the Board of Directors within the deadline specified in the Notice of Meeting Invitation so that the Company can make the required public disclosure at least ten (10) days before the opening of the General Meeting of Shareholders. 5. The Board of Directors (or the Human Resources Committee under the Board of Directors, if any) shall be responsible for receiving and reviewing the validity of nomination/self-nomination dossiers. The Board of Directors may refuse to include a candidate in the list submitted to the General Meeting of Shareholders if the candidate does not fully satisfy the standards prescribed in Article 6 of these Regulations, or if the nomination/self-nomination dossier is submitted late or is incomplete as required by law and the Company's Charter. 7. The election, dismissal and removal of Board members shall be decided by the General Meeting of Shareholders by voting or electronic voting (in the case of an online meeting).	Additional provisions clarify the procedures applicable in this case. Online meetings and electronic voting added to conform with the Company's Charter.
10	**Article 10. Notice of Election, Removal and Dismissal of Board Members** g. A public company must disclose information on the companies in which a candidate currently serves as a Board member, other management positions held by the candidate, and any interests related to such companies, if any. 2. Notice of the results of the election, removal and dismissal of Board members shall be made in accordance with regulations guiding information disclosure.	**Article 10. Notice of Election, Dismissal and Removal of Board Members** g. The Company must disclose information on the companies in which a candidate currently serves as a Board member, other management positions held by the candidate, and any interests related to the Company of the candidate for the Board of Directors, if any. 2. Notice and disclosure of information on the results of the election, dismissal and removal of Board members shall be made in accordance with regulations guiding information disclosure.	Replace "public company" with "Company".
11	**Article 11. Rights and Obligations of the Board of Directors** 2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter and the General	**Article 11. Rights and Obligations of the Board of Directors** 2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter and the General Meeting of Shareholders.	Amended/supplemented in accordance with Clause 2,

No.	Current Regulations	Proposed Amendments / Supplements	Notes
	Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:	Specifically, the Board of Directors has the following rights and obligations:	Article 29 of the draft SASCO Charter, specifically:
	a. Decide on the Company's strategy, medium-term development plan and annual business plan.	a. Decide on the Company's strategy, medium-term development plan and annual business plan. Specifically, the Board of Directors shall organize the preparation of the Company's annual business plan by December 31 of the preceding year or January 31 of the relevant year;	- Point a amended
		b. Provide direction and decide on strategies and policy frameworks for sustainable development, digital transformation and risk governance regulations appropriate to the Company's development context;	- Point b added
	e) Decide on investment plans and investment projects within its authority and limits prescribed by law;		- Point e removed
		g. Decide on investments in or sales of assets with a value of less than thirty-five percent (35%) of the Company's total assets as recorded in its latest financial statements;	- Point g added
	Approve purchase, sale, borrowing, lending and other contracts and transactions with a value of thirty-five percent (35%) or more of the Company's total assets as recorded in the latest financial statements, and contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders under Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises.	i. Approve purchase, sale, borrowing, lending and other contracts and transactions with a value of thirty-five percent (35%) or more of the Company's total assets as recorded in its latest financial statements, except for contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders under Articles 14 and 44 of the Company's Charter and applicable law.	- Point i amended
	Elect, remove and dismiss the Chairperson of the Board of Directors; appoint, remove, enter into contracts with and terminate contracts with the Director or Chief Executive Officer and other key managers as prescribed by the Company's Charter; decide their salaries, remuneration, bonuses and other benefits; appoint authorized representatives to participate in Members' Councils and General Meetings of Shareholders of other companies; decide the remuneration and other benefits of such persons;	k. Elect, dismiss and remove the Chairperson of the Board of Directors; appoint, dismiss, enter into contracts with and terminate contracts with members of the Executive Board, the Person in Charge of Corporate Governance, the Chief Accountant, members of committees under the Board of Directors and other key managers; decide their salaries, remuneration, bonuses and other benefits; appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies; decide their remuneration and other benefits;	- Point k amended
	Supervise and direct the Director or Chief Executive Officer and other managers in the day-to-day business operations of the Company;	l. Supervise and direct the Chief Executive Officer and other managers in the day-to-day business operations of the Company;	- Point l amended

No.	Current Regulations	Proposed Amendments / Supplements	Notes
	Decide on the Company's organizational structure and internal management regulations; decide on the establishment of subsidiaries, branches and representative offices, and capital contributions to or acquisition of shares in other enterprises; o. Submit audited annual financial statements to the General Meeting of Shareholders; Decide to issue the Regulations on the Operation of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; decide to issue the operating regulations of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulations; 4. Where a resolution or decision adopted by the Board of Directors contravenes the law, a resolution of the General Meeting of Shareholders or the Company's Charter and causes damage to the Company, the members who voted in favor shall be jointly and severally personally liable for such resolution or decision and shall compensate the Company for the damage; members who voted against such resolution or decision shall be exempt from liability. In such case, shareholders of the Company may request a court to suspend implementation of or annul such resolution or decision.	m. Decide on the Company's organizational structure and internal management regulations; decide on the establishment of subsidiaries and dependent units, and capital contributions to or acquisition of shares in other enterprises; o. Submit the annual financial statements for approval to the General Meeting of Shareholders; r. Decide to issue the Regulations on the Operation of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; and decide to issue the Company's Information Disclosure Regulations; s. Determine the list of specific business activities deemed to constitute core business activities as defined in Clause 2, Article 4 of the Company's Charter and the Internal Regulations on Corporate Governance. t. Decide on salaries, bonuses, remuneration and expenses of committees and supporting bodies under the Board of Directors; 4. Where a resolution or decision adopted by the Board of Directors contravenes the law, a resolution of the General Meeting of Shareholders or the Company's Charter and causes damage to the Company, the members who voted in favor shall be jointly and severally personally liable for such resolution or decision and shall compensate the Company for the damage; members who voted against such resolution or decision shall be exempt from liability. In such case, shareholders of the Company may request a court or arbitration to suspend implementation of or annul such resolution or decision. 5. Each Board member shall not be jointly liable for any act or liability of any enterprise manager solely because such enterprise manager was appointed or designated by the Board of Directors and/or nominated or designated by that Board member and/or is a related person of that Board member.	- Point m amended - Point o amended - Point r amended - Points s and t added Amended to conform to the definition of core business activities under the Company's Charter and Internal Regulations on Corporate Governance. Amended in accordance with Clause 4, Article 29 of the draft SASCO Charter. Clause 5 added in accordance with Clause 5, Article 29 of the draft SASCO Charter.

No.	Current Regulations	Proposed Amendments / Supplements	Notes
12	**Article 12. Duties and Authority of the Board of Directors in Approving and Executing Contracts and Transactions** 1. The Board of Directors approves:	**Article 12. Duties and Authority of the Board of Directors in Approving and Entering into Contracts and Transactions** 1. The Board of Directors has authority to approve: a. Loans or guarantees specified in Point a, Clause 10, Article 53 of the Company's Charter that do not fall within the authority of the General Meeting of Shareholders; b. Contracts and transactions with a value of less than thirty-five percent (35%) of the Company's total assets as recorded in its latest financial statements, or transactions resulting in an aggregate transaction value incurred within twelve (12) months from the date of the first transaction being less than thirty-five percent (35%) of the Company's total assets as recorded in its latest financial statements, with any of the following parties: (iii) Enterprises related to the persons/entities specified in Clause 2, Article 164 of the Law on Enterprises and Clause 2, Article 42 of the Company's Charter; c. Loan, lending or asset-sale contracts and transactions with a value equal to or less than ten percent (10%) of the Company's total assets as recorded in its latest financial statements between the Company and a Shareholder holding fifty-one percent (51%) or more of the total voting shares, or a Related Person of such Shareholder; d. Other contracts and transactions falling within the approval authority of the Board of Directors under Article 11 of these Regulations, the Company's Charter and applicable law.	Added in accordance with Clause 11, Article 53 of the draft SASCO Charter, specifically: - Point a added - Point b amended - Point c added - Point d added
13	**Article 13. Responsibilities of the Board of Directors in Convening an Extraordinary General Meeting of Shareholders** 1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases: b. The remaining number of members of the Board of Directors or the Board of Supervisors is lower than the minimum number prescribed by law; c. At the request of a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises; […]	**Article 13. Responsibilities of the Board of Directors in Convening an Extraordinary General Meeting of Shareholders** 1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases: b. The remaining number of members of the Board of Directors, independent Board members, non-executive Board members, or members of the Board of Supervisors is lower than the minimum number prescribed by law; c. At the request of a shareholder or group of shareholders as specified in Clause 2, Article 11 of the Company's Charter; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting and bearing the signatures of the	Amended in accordance with Clause 3, Article 13 of the draft SASCO Charter, specifically: - Points b, c and f amended

No.	Current Regulations	Proposed Amendments / Supplements	Notes
	           f. Other cases as prescribed by law. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date on which the remaining number of Board members or members of the Board of Supervisors is lower than the minimum number prescribed in the Company's Charter, or from receipt of a request specified in Points c and d of Clause 1 of this Article;	relevant shareholders, or the request may be made in multiple counterparts bearing all required signatures of the relevant shareholders; e. Quarterly, six-month or audited annual financial statements show that the Company's equity has fallen by one-half (1/2) compared with the beginning of the period. Where quarterly, six-month or annual financial statements show that equity has decreased by ten percent (10%) or more compared with the beginning of the period but has not reached the above mandatory threshold, the Chief Executive Officer must submit to the Board of Directors an explanatory report, risk assessment and remediation plan; the Board of Directors must promptly consider remedial measures and decide whether to convene an extraordinary General Meeting of Shareholders when deemed necessary in the interests of the Company; f. Other cases as prescribed by law and the Company's Charter. 2. Convening an Extraordinary General Meeting of Shareholders The Board of Directors must convene the General Meeting of Shareholders within **thirty** (30) days from the date on which the remaining number of Board members, Independent Directors (in the case of a listed company), non-executive Board members or members of the Board of Supervisors is lower than the minimum number prescribed by the Company's Charter, or from receipt of a request specified in Points c and d of Clause 1 of this Article;	- Point e added Added in accordance with Point a, Clause 4, Article 13 of the draft SASCO Charter.
14	**Article 14. Committees Assisting the Board of Directors.** 1. The Board of Directors may establish committees under its authority to be responsible for development policies, human resources, remuneration, internal audit and risk management. The number of committee members shall be decided by the Board of Directors and must be at least three (03), including Board members and external members. The activities of a committee must comply with the regulations of the Board of Directors. A committee resolution shall only take effect when approved by a majority of members attending and voting at the committee meeting.	**Article 14. Committees Assisting the Board of Directors** 1. The Board of Directors may establish committees under its authority to be responsible for development policies, human resources, remuneration, internal audit and risk management. The number of committee members shall be decided by the Board of Directors and must be at least three (03), including Board members and external members. Independent Directors (in the case of a listed company) / non-executive Board members should constitute a majority of the committee, and one of these members shall be appointed as Chair of the committee by decision of the Board of Directors. The activities of a committee must comply with the regulations and directions of the Board of Directors. A committee resolution shall only take effect when approved by a majority of members attending and voting at the committee meeting. 2. The Board of Directors may issue operating regulations for each committee, clearly specifying its composition, term of office, scope of	Clause 1 amended in accordance with Clause 1, Article 36 of the draft SASCO Charter. Mechanism added to enable the Board of Directors to make

No.	Current Regulations	Proposed Amendments / Supplements	Notes
		work, access to information, budget, meeting and voting mechanisms, handling of conflicts of interest, and reporting regime. Committees shall perform advisory, review and recommendation functions and shall not replace or transfer the decision-making authority or responsibilities of the Board of Directors; dissenting views must be fully reported to the Board of Directors.	effective use of and enhance the role of its assisting committees.
15	**Article 15. Meetings of the Board of Directors** 3. The Chairperson of the Board of Directors shall convene a Board meeting in the following cases: a. At the request of the Board of Supervisors or an Independent Director; b. At the request of the Director or Chief Executive Officer or at least five (05) other managers; 7. Notice of invitation to a Board meeting may be sent by invitation letter, telephone, fax, electronic means or other methods and must be delivered to the registered contact address of each Board member. 8. The Chairperson of the Board of Directors or the person convening the meeting shall send the meeting invitation and accompanying materials to members of the Board of Supervisors in the same manner as to Board members. 13. Members must fully attend Board meetings. A member may authorize another person to attend and vote if approved by a majority of Board members. 14. A Board resolution or decision shall be passed if approved by a majority of members attending the meeting; in the event of an equal number of votes, the final decision shall be that of the Chairperson of the Board of Directors.	**Article 15. Meetings of the Board of Directors** 3. The Chairperson of the Board of Directors shall convene a Board meeting in the following cases: a. At the request of the Board of Supervisors or an Independent Director (in the case of a listed company); b. At the request of the Chief Executive Officer or at least five (05) other managers; d. Where requested by the independent audit firm conducting the Company's financial statement audit, the Chairperson of the Board of Directors must convene a Board meeting to discuss the audit report and the Company's situation; e. Other cases as prescribed by the Company's Charter. 7. Notice of invitation to a Board meeting may be sent by post, telephone, fax, email or other methods and must be delivered to the registered contact address of each Board member. 8. The Chairperson of the Board of Directors or the person convening the meeting shall send the meeting invitation and accompanying materials to members of the Board of Supervisors and the Chief Executive Officer who is not a Board member in the same manner as to Board members. 13. Members must fully attend Board meetings. A member may authorize another person to attend and vote if approved by a majority of Board members. The authorization to attend and vote must be made in writing. 14. A Board resolution or decision shall be passed if approved by a majority of members attending the meeting (more than 50%); in the event of an equal number of votes, the final decision shall be that of the Chairperson of the Board of Directors.	Added in accordance with Clause 4, Article 32 of the draft SASCO Charter, specifically: - Points a and b amended - Points d and e added Added in accordance with Clause 7, Article 32 of the draft SASCO Charter. Added in accordance with Clause 14, Article 33 of the draft SASCO Charter.

No.	Current Regulations	Proposed Amendments / Supplements	Notes
		15. Voting in cases involving a conflict of interest shall be conducted in accordance with the Company's Charter and the law on enterprises.	Clause 15 added
16	**Article 16. Minutes of Board Meetings** 1. Board meetings must be recorded in minutes and may be audio-recorded, recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may also be prepared in a foreign language, containing the following principal contents: d. Full names of each member attending the meeting or authorized attendee, and the manner of attendance; full names of members not attending and the reasons; i. Full names and signatures of the chairperson and minute-taker, except as provided in Clause 2. 2. Where the chairperson or minute-taker refuses to sign the minutes, the minutes shall nevertheless be valid if all other Board members attending the meeting sign the minutes and the minutes contain all contents required under Points a, b, c, d, đ, e, g and h of Clause 1. 4. Board meeting minutes and materials used at the meeting must be kept at the Company's head office.	**Article 16. Minutes of Board Meetings** 1. Board meetings must be recorded in minutes and may be audio-recorded, recorded and stored in other electronic forms. The Chairperson of the Board of Directors is responsible for sending the Board meeting minutes to the members, and such minutes shall constitute authentic evidence of the matters conducted at the meeting unless an objection to the contents of the minutes is raised within ten (10) days from the date of delivery. Minutes must be prepared in Vietnamese and may also be prepared in a foreign language, containing the following principal contents: d. Full names of each member attending the meeting or authorized attendee, and full names of members not attending and the reasons; i. Full names and signatures of the chairperson and minute-taker, except as provided in Clause 2. 2. Where the chairperson or minute-taker refuses to sign the minutes, the minutes shall nevertheless be valid if all other Board members attending the meeting agree to approve and sign the minutes and the minutes contain all contents required under Points a, b, c, d, e, f, g and h of Clause 1. The minutes must clearly state that the chairperson or minute-taker refused to sign. Persons signing the minutes shall be jointly responsible for the accuracy and truthfulness of the contents of the Board meeting minutes. The chairperson and minute-taker shall bear personal liability for any damage caused to the enterprise by refusing to sign the minutes in accordance with the Law on Enterprises, the Company's Charter and relevant laws. 4. Board meeting minutes and materials used at the meeting must be kept at the Company's head office. Provision, extraction or copying of Board meeting minutes for organizations or individuals other than Board members and members of the Board of Supervisors requires the consent of the Chairperson of the Board of Directors in order to ensure the confidentiality of the Company's internal information. 6. Matters approved by more than fifty percent (50%) of the members attending the Board meeting and recorded in the minutes must be formalized into a Board resolution for approval.	Amended in accordance with Clause 1, Article 33 of the draft SASCO Charter. Amended in accordance with Clause 4, Article 33 of the draft SASCO Charter. Added in accordance with Clause 7, Article 33 of the draft SASCO Charter.
17	*No provision in the previous Regulations*	**Article 17. Written Consultation of Board Members**	

No.	Current Regulations	Proposed Amendments / Supplements	Notes
		Where necessary, the Chairperson of the Board of Directors may obtain written opinions from Board members to approve matters within the Board's authority according to the following procedures: 1. Send the voting form together with relevant documents and the draft resolution to Board members. The voting form must clearly specify each matter, voting option, response deadline, supporting documents and a verifiable method of delivery and receipt. 2. Board members shall vote as requested by the Chairperson of the Board of Directors and return the completed voting form within the deadline stated therein. 3. The Chairperson of the Board of Directors shall appoint a Vote Counting Committee to verify the voting results of Board members. 4. A Board resolution shall be passed by written consultation if approved by more than fifty percent (50%) of Board members entitled to vote; in the event of an equal number of votes, the final decision shall be that of the Chairperson of the Board of Directors. A member with a related interest shall not vote on a matter involving a conflict of interest. 5. Failure to return the voting form within the stated deadline shall be deemed non-participation in the vote. 6. The vote-counting results must be recorded in vote-counting minutes and retained together with the resolution dossier. 7. Based on the vote-counting results, the Chairperson of the Board of Directors, on behalf of the Board, shall sign and issue the Board resolution on matters approved by Board members. A Board resolution adopted by written consultation shall have the same effect and validity as a resolution approved by Board members at a duly convened and properly conducted meeting.	Added in accordance with Clause 16, Article 32 of the draft SASCO Charter.
18	**Article 18. Submission of Annual Reports** 1. At the end of the financial year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:	**Article 18. Submission of Annual Reports** 1. At the end of the financial year, the Board of Directors must submit the following reports to the General Meeting of Shareholders: a. The Board of Directors' activity report as prescribed in Point c, Clause 3, Article 139 of the Law on Enterprises and the Company's Charter, which must include the following contents: (i) Remuneration, operating expenses and other benefits of the Board of Directors and each Board member as prescribed in Clause 3, Article 163 of the Law on Enterprises and the Company's Charter; (ii) Summary of Board meetings and Board decisions; (iii) Report on transactions between the Company, its subsidiaries, and	Supplemented on the basis of Articles 278 and 280 of Decree No. 155/2020/ND-CP

No.	Current Regulations	Proposed Amendments / Supplements	Notes
		companies over which a public company exercises control of more than fifty percent (50%) of charter capital, and Board members and their related persons; and transactions between the Company and companies in which a Board member is a founding member or an enterprise manager during the three (03) years immediately preceding the transaction; (iv) Activities of Independent Directors and the assessment results of each Independent Director regarding the performance of the Board of Directors (for listed companies); (v) Activities of other committees under the Board of Directors (if any); (vi) Results of supervision of the Chief Executive Officer (Director); (vii) Results of supervision of other executives; (viii) Future plans.	
19	**Article 19. Remuneration, Bonuses and Other Benefits of Board Members** 3. The remuneration of each Board member shall be accounted for as a business expense of the Company in accordance with corporate income tax laws, presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.	**Article 19. Remuneration, Bonuses and Other Benefits of Board Members** 3. The remuneration of each Board member and <u>Board committee</u> shall be accounted for as a business expense of the Company in accordance with corporate income tax laws, presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting. 4. <u>A Board member holding an executive position, a Board member serving on a Board committee (if any), or a Board member performing other work beyond the ordinary duties of a Board member may receive additional remuneration in the form of a lump-sum payment per assignment, salary, commission, profit-sharing percentage or another form, pursuant to a resolution of the Board of Directors</u>.	Clause 3 amended in accordance with Clause 4, Article 30 of the draft SASCO Charter. Clause 4 added in accordance with Clause 5, Article 30 of the draft SASCO Charter.
20	**Article 20. Disclosure of Related Interests** 3. A Board member who, in his/her own name or in the name of another person, undertakes work in any form within the scope of the Company's business activities must explain the nature and content of such work to the Board of Directors and may only undertake such work upon approval by the majority of the remaining Board members; if such work is carried out without declaration or without the approval of the Board of Directors, all income derived from such activities shall belong to the Company.	**Article 20. Disclosure of Related Interests** 3. A Board member who, in his/her own name or in the name of another person, undertakes work in any form within the scope of the Company's business activities must explain the nature and content of such work to the Board of Directors and may only undertake such work upon approval by <u>more than fifty percent (50%) of the total number</u> of remaining Board members; if such work is carried out without declaration or without the approval of the Board of Directors, all income derived from such activities shall belong to the Company.	Amended in accordance with Clause 5, Article 42 of the draft SASCO Charter.

No.	Current Regulations	Proposed Amendments / Supplements	Notes
21	**Article 22. Relationship with the Board of Management** In its governance role, the Board of Directors issues resolutions for the Chief Executive Officer and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of such resolutions.	**Article 22. Relationship with the Board of Management** **1. The relationship between the Board of Directors and the Board of Management is a coordination relationship based on the coordination principles prescribed in Article 6 of the Internal Regulations on Corporate Governance.** 2. The Board of Directors, the Board of Management and the Chief Executive Officer shall coordinate based on the following principles: a. The convening of meetings, issuance of meeting invitations, preparation of minutes and notification of meeting results among the Board of Directors, Board of Management and Chief Executive Officer must be made in writing and retained in the corporate governance records; b. Board resolutions and decisions shall be promptly sent to the Chief Executive Officer, except for information whose access is restricted by law; c. The Chief Executive Officer shall organize the implementation of Board resolutions and decisions and report on progress, difficulties, risks and remedial measures; d. The Chief Executive Officer or another person/entity authorized under the Company's Charter may request the convening of a Board meeting and clearly state the matters to be considered; e. The Chief Executive Officer shall provide periodic and ad hoc reports and governance information at the request of the Board of Directors; f. The Board of Directors shall direct, inspect and supervise the implementation of resolutions, the delegation and authorization granted to the Chief Executive Officer, and day-to-day business activities falling within the Chief Executive Officer's authority; g. The list of reports, data, deadlines, points of contact and methods for providing information must be standardized to ensure completeness, accuracy, timeliness and confidentiality; h. The parties shall coordinate in controlling compliance, managing risks, handling related-party transactions and conflicts of interest, and making information disclosures.	Additional specific principles governing the Board of Directors' coordination mechanism.
22	**Article 23. Relationship with the Board of Supervisors** 1. The relationship between the Board of Directors and the Board of Supervisors is a coordination relationship. The working relationship between the Board of Directors and the Board of Supervisors or Audit Committee shall be based on the principles of equality and independence, while	**Article 23. Relationship with the Board of Supervisors** 1. The relationship between the Board of Directors and the Board of Supervisors is a coordination relationship <u>based on the coordination principles prescribed in Article 6 of the Internal Regulations on Corporate Governance</u>. The working relationship between the Board of Directors and the Board of Supervisors or Audit Committee shall be based on the	Clarifies the principles; the Board of Directors may issue more detailed coordination regulations.

No.	Current Regulations	Proposed Amendments / Supplements	Notes
	maintaining close coordination and mutual support in performing their duties.	principles of equality and independence, while maintaining close coordination and mutual support in performing their duties.	
23	**Article 24. Effectiveness** The Regulations on the Operation of the Board of Directors of Tan Son Nhat Airport Services Joint Stock Company consist of seven (07) Chapters and twenty-four (24) Articles and shall take effect from ……/……/2026.	**Article 24. Effectiveness** The Regulations on the Operation of the Board of Directors of Southern Airports Services Joint Stock Company consist of seven (07) Chapters and twenty-four (24) Articles and shall take effect from ……/……/2026. <u>The Board of Directors shall be responsible for organizing the implementation of and publishing these Regulations on the Company's website. Any amendment or supplement to these Regulations shall fall within the authority of the General Meeting of Shareholders and shall be carried out in accordance with applicable law and the Company's Charter</u>.	Based on the authority provisions under Clause 4, Article 278 of Decree No. 155/2020/ND-CP.