



Ho Chi Minh City, 18<sup>th</sup> June 2026

## CORPORATE GOVERNANCE REGULATIONS

*Pursuant to the prevailing Law on Securities;*

*Pursuant to the prevailing Law on Enterprises;*

*Pursuant to Decree No.155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and its amendments and supplements;*

*Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and its amendments and supplements;*

*Pursuant to the Charter of Saigon Ground Services Joint Stock Company;*

*Pursuant to Resolution No 02/NQ-DHDCD of the General Meeting of Shareholders, dated 18<sup>th</sup> June 2026;*

*The Board of Directors hereby publishes the Corporate Governance Regulations of Saigon Ground Services Joint Stock Company;*

*The Corporate Governance Regulations of Saigon Ground Services Joint Stock Company include the following contents:*

### **Article 1. Scope of Regulation and Applicable Entities**

1. Scope of Regulation: The Corporate Governance Regulations prescribe provisions regarding the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the Chief Executive Officer (“CEO”);



procedures for convening and conducting General Meeting of Shareholders meetings; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, Board of Supervision, the CEO, and other activities in accordance with the Company Charter and applicable laws and regulations.

2. Applicable Entities: These Regulations shall apply to members of the Board of Directors, Board of Supervision, the CEO, and related persons.

## **Article 2. General Meeting of Shareholders**

### **1. Roles, Rights, and Obligations of the General Meeting of Shareholders**

The General Meeting of Shareholders consists of shareholders with voting rights and is the highest decision-making authority of the Company. The Annual General Meeting of Shareholders shall be convened once every fiscal year. In addition to the annual meeting, extraordinary meetings of the General Meeting of Shareholders may also be convened.

The Annual General Meeting of Shareholders shall have the authority to discuss and approve the following matters:

a. Reports of the Board of Directors evaluating the Company's business management performance;

b. Reports of the Board of Supervision on the management and administration of the Company by the Board of Directors and the CEO;

c. Audited annual financial statements;

d. Profit distribution and appropriation to funds;

e. Annual business and production plans;

f. Approval of the list of independent auditing firms; decision on the appointment of an independent auditing firm to examine the Company's operations; dismissal of the independent auditor when deemed necessary;

- g. Development plans of the Company;
- h. Self-assessment reports on the operational performance of the Board of Supervision and each of its members;
- i. Approval of the annual dividend payment level and dividend plan for the following year for each class of shares in accordance with applicable laws and rights attached to such shares;
- j. Election, dismissal, removal, and replacement of members of the Board of Directors and the Board of Supervision;
- k. Decision on the budget or total remuneration, bonuses, and other benefits of the Board of Directors and the Board of Supervision;
- l. Amendments and supplements to the Company Charter;
- m. Decisions on investment, purchase, and sale of assets valued at or exceeding 35% of the total asset value recorded in the latest audited financial statements of the Company;
- n. Decisions on classes of shares and the number of shares authorized for offering;
- o. Approval of bond issuance plans proposed by the Board of Directors;
- p. Decisions on increases or decreases in the Company's charter capital;
- q. Decisions on the repurchase of more than 10% of the total sold shares of each class;
- r. Decisions on reorganization or dissolution of the Company;
- s. Approval of internal corporate governance regulations and operational regulations of the Board of Directors and the Board of Supervision;

t. Examination and handling of violations committed by the Board of Directors or the Board of Supervision causing damage to the Company and its shareholders;

u. Approval of contracts or transactions between the Company or its subsidiaries and persons specified in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or exceeding 35% of the total asset value of the Company recorded in the latest audited financial statements;

v. Other rights and obligations in accordance with the Company Charter and the Law on Enterprises.

**2. Procedures for Convening and Conducting the General Meeting of Shareholders and Adopting Resolutions by Voting at the Meeting shall include the following principal contents:**

**a) Authority to Convene the General Meeting of Shareholders**

The Board of Directors shall convene the Annual General Meeting of Shareholders and extraordinary meetings of the General Meeting of Shareholders and shall determine an appropriate venue within the territory of Vietnam. The timing and procedures for convening the General Meeting of Shareholders by the Board of Directors shall comply with the provisions of the Company Charter.

**b) Preparation of the List of Shareholders Entitled to Attend the Meeting**

The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the Company's shareholder register. Such list shall be prepared no more than ten (10) days prior to the date on which the invitation notice for the General Meeting of Shareholders is sent.

**c) Notice of Record Date for Shareholders Entitled to Attend the General Meeting of Shareholders**

The Company shall disclose information regarding the record date for determining shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the final registration date for closing the shareholder list for meeting attendance purposes.

**d) Notice of Convocation of the General Meeting of Shareholders**

The notice of convocation of the General Meeting of Shareholders shall be sent to all shareholders and simultaneously published on the Company's website. Such notice must be sent at least twenty-one (21) days prior to the date of the General Meeting of Shareholders (calculated from the date the notice is duly sent, dispatched with postage prepaid, or deposited into the mail system). The agenda of the General Meeting of Shareholders and documents relating to matters subject to voting at the meeting shall be sent to shareholders and/or published on the Company's website. In cases where the documents are not enclosed with the meeting notice, the invitation notice must clearly specify the website address where shareholders may access such documents. The notice of convocation of the General Meeting of Shareholders must be accompanied by the following documents:

- Meeting agenda, documents to be used at the meeting, and draft resolutions for each matter on the agenda;
- Voting ballots;
- List and detailed information of candidates in cases involving the election of members of the Board of Directors or members of the Board of Supervision.

**d) Agenda and Contents of the General Meeting of Shareholders**

The convener of the General Meeting of Shareholders shall perform the following duties:

- Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders;
- Determine the time and venue of the meeting;
- Notify and send the notice of invitation to all shareholders entitled to attend the meeting.

A shareholder or group of shareholders referred to in Clause 3, Article 19 of the Company Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the General Meeting of Shareholders. The proposal must include the full name, contact address, nationality, and legal identification number in respect of individual shareholders; the name, enterprise registration number or legal entity identification number, and head office address in respect of institutional shareholders; the number and class of shares held; and the contents proposed to be included in the meeting agenda.

The convener of the General Meeting of Shareholders must accept and include such proposals in the draft agenda and contents of the meeting, except in the following cases:

- The proposal is submitted beyond the prescribed time limit or does not contain sufficient or proper information;
- At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as prescribed in Clause 2, Article 19 of the Company Charter;
- The proposed matter does not fall within the authority of the General Meeting of Shareholders to discuss and approve;
- Other cases as prescribed by law and the Company Charter.

A proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

The Board of Directors shall prepare draft resolutions for each matter included in the meeting agenda.

Only the General Meeting of Shareholders shall have the authority to amend the meeting agenda attached to the notice of invitation.

**e) Authorization of Representatives to Attend the General Meeting of Shareholders**

Shareholders entitled to attend the General Meeting of Shareholders in accordance with applicable laws may authorize individuals or organizations to attend the meeting on their behalf. In cases where more than one authorized representative is appointed, the number of shares and voting rights authorized to each representative must be clearly specified.

The authorization of representatives to attend the General Meeting of Shareholders must be made in writing and signed as follows:

- Where the authorizing shareholder is an individual, the power of attorney must bear the signatures of such shareholder and the individual or legal representative of the authorized organization attending the meeting;
- Where the authorizing shareholder is an organization, the power of attorney must bear the signatures of the authorized representative, the legal representative of the shareholder, and the individual or legal representative of the authorized organization attending the meeting;
- The authorized representative attending the General Meeting of Shareholders must submit the written authorization upon registration for attendance and before entering the meeting room.

Where a lawyer signs the appointment letter on behalf of the authorizing person, such appointment shall only be deemed valid if the appointment letter is presented together with the power of attorney (or a valid copy thereof) granted to the lawyer, unless previously registered with the Company.

The voting ballots of an authorized representative attending the meeting within the scope of authorization shall remain valid in any of the following cases:

- The authorizing person has died, lost civil act capacity, or had civil act capacity restricted;
- The authorizing person has revoked the authorization;
- The authorizing person has revoked the authority of the person carrying out the authorization.

This provision shall not apply where the Company receives written notice of one of the above events no later than forty-eight (48) hours prior to the opening time of the General Meeting of Shareholders or before the reconvened meeting.

Where shares are transferred during the period from the completion of the shareholder list to the opening date of the General Meeting of Shareholders, the transferee may attend the General Meeting of Shareholders as the authorized representative of the transferor with respect to the transferred shares.

#### **g) Procedures for Registration to Attend the General Meeting of Shareholders**

Prior to the opening of the General Meeting of Shareholders, the Company must conduct shareholder registration procedures and ensure that all attending shareholders entitled to participate in the meeting are duly registered.

Shareholders or their authorized representatives attending the General Meeting of Shareholders must present the following documents:

- Identity Card, Citizen Identification Card, or Passport;
- Power of Attorney.

Shareholders or their authorized representatives shall only be officially entitled to attend and vote at the General Meeting after completing the registration procedures and proving their valid shareholder status or authorization status to the Shareholder Eligibility Verification Committee.

In cases where a shareholder has authorized another person to attend the meeting and has not provided written notice of revocation of such authorization, the shareholder attending the meeting in person shall not be issued a voting card if the authorized representative has already completed the procedures to receive the voting card.

Based on the results of the verification of eligibility for attendance of shareholders or authorized representatives, the Organizing Committee/Shareholder Eligibility Verification Committee shall record the attendance of shareholders and issue voting cards, ballots (if any), and meeting documents to shareholders or their authorized representatives.

#### **h) Conditions for Conducting the Meeting**

The General Meeting of Shareholders shall proceed when shareholders attending the meeting represent more than 50% of the total voting shares. In cases where the required quorum is not met, the procedures shall be implemented in accordance with the Company Charter.

#### **i) Forms of Adoption of Resolutions of the General Meeting of Shareholders**

The General Meeting of Shareholders shall adopt resolutions within its authority either through voting at the meeting or by obtaining written opinions.

**k) Voting Procedures**

Upon registration of shareholders, each shareholder or authorized representative shall be issued voting cards for each matter proposed for voting at the General Meeting. The voting card shall indicate the registration number, name of the shareholder, name of the authorized representative, total number of voting rights of such shareholder, and the voting options: “Approve”, “Disapprove”, and “No Opinion”. Voting cards may be color-coded to distinguish voting matters.

Shareholders or their authorized representatives shall mark their selected voting option of “Approve”, “Disapprove”, or “No Opinion” on the voting card and vote directly at the General Meeting by raising the voting card for each matter submitted for voting. In cases where voting cards are color-coded according to voting matters, shareholders or authorized representatives shall raise the card corresponding to the selected voting matter.

For each matter submitted for voting, the Chairperson shall seek opinions from shareholders in the following order: Approve; Disapprove; No Opinion. For each voting matter, shareholders may raise their voting cards only once. The Organizing Committee/Vote Counting Committee shall collect the voting cards for vote counting purposes.

During the voting process, approval votes shall be counted first, disapproval votes second, and no-opinion votes last.

Shareholders arriving late at the General Meeting of Shareholders shall have the right to register immediately and thereafter participate and vote at the meeting. The Chairperson shall not be responsible for suspending the meeting to

allow late shareholders to register, and the validity of voting rounds conducted prior to the arrival of late shareholders shall remain unaffected.

#### **l) Vote Counting Procedures**

For the purpose of vote counting, the General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee upon the proposal of the Chairperson of the meeting.

The Vote Counting Committee shall be responsible for counting and summarizing votes for each matter submitted for voting, including:

- Total number of voting rights;
- Number of valid and invalid votes;
- Total number of approval votes and the corresponding percentage of total voting rights;
- Total number of disapproval votes and the corresponding percentage of total voting rights;
- Total number of no-opinion votes and the corresponding percentage of total voting rights.

The Vote Counting Committee shall prepare the vote counting minutes, recording the voting results for each matter submitted to the General Meeting of Shareholders.

#### **m) Conditions for Adoption of Resolutions**

Resolutions of the General Meeting of Shareholders relating to amendments and supplements to the Company Charter; changes to business lines and sectors; classes of shares and the number of shares authorized for offering; reorganization or dissolution of the Company; changes to the Company's management structure; and investment projects or sale of assets with a value equal to or exceeding 35% of the total assets of the Company as

stated in the latest audited financial statements, shall be adopted when it is voted for by a number of shareholders that hold at least 65% of the votes of all participants.

In all other cases, resolutions of the General Meeting of Shareholders shall be adopted when it is voted for by a number of shareholders that hold more than 50% of the votes of all participants.

The election of members of the Board of Directors and the Board of Supervision shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervision, and shareholders may allocate all or part of their votes to one or more candidates.

Elected members of the Board of Directors and the Board of Supervision shall be determined based on the number of votes received, ranked from highest to lowest, until the number of members prescribed in the Company Charter is fully elected. In the event that two or more candidates receive the same number of votes for the final position on the Board of Directors or Board of Supervision, a re-election shall be conducted among such candidates, or selection shall be made in accordance with the election regulations or the Company Charter.

Resolutions adopted at a meeting of the General Meeting of Shareholders attended directly or by proxy by shareholders representing 100% of the total voting shares shall be lawful and immediately effective, even if the procedures for convening the meeting or adopting resolutions are not in full compliance with the Law on Enterprises and the Company Charter.

**n) Announcement of Vote Counting Results**

Upon completion of the vote counting process, the Vote Counting Committee shall announce directly at the General Meeting the voting results for each matter submitted to the meeting.

**o) Procedures for Objecting to Resolutions of the General Meeting of Shareholders**

A shareholder voting against a resolution on the reorganization of the Company or changes to the rights and obligations of shareholders as stipulated in the Company Charter shall have the right to request the Company to repurchase such shareholder's shares. The request must be made in writing and shall specify the shareholder's name and address, the number and class of shares, the proposed selling price, and the reasons for requesting the repurchase. Such request must be submitted to the Company within ten (10) days from the date on which the General Meeting of Shareholders adopts the relevant resolution.

The Company shall repurchase the shares requested by the shareholder referred to in Clause 1 of this Article at the market price or at a price determined in accordance with the principles set out in the Company Charter within ninety (90) days from the date of receipt of the request. In the event that the parties cannot agree on the price, they may request a professional valuation organization to determine the price. The Company shall introduce at least three (03) professional valuation organizations for the shareholder to select from, and such selection shall be final.

**p) Preparation of Minutes of the General Meeting of Shareholders**

For the purpose of recording the proceedings of the General Meeting of Shareholders, preparing draft documents, and recording the conclusions of the meeting, the Chairperson of the General Meeting shall appoint one or more persons to act as secretary(ies) of the meeting.



All contents discussed at the General Meeting of Shareholders must be recorded in the minutes by the Secretary/Secretariat. The meeting of the General Meeting of Shareholders must be recorded in written minutes and may also be audio recorded or otherwise recorded and stored in electronic form at the Company. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language, and must contain the following principal contents:

- Name and address of the head office, number and date of issuance of the Enterprise Registration Certificate, and place of business registration;
- Time and venue of the General Meeting of Shareholders;
- Agenda and contents of the meeting;
- Chairperson and secretary(ies);
- Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each matter on the meeting agenda;
- Number of shareholders and total voting rights of shareholders attending the meeting, including an appendix containing the list of registered shareholders and attending representatives together with the corresponding number of shares and voting rights;
- Total voting rights for each voting matter, clearly stating the voting method, total number of valid and invalid votes, total number of approval votes, disapproval votes, and no-opinion votes, together with the corresponding percentages of the total voting rights of attending shareholders;
- Resolutions adopted and the corresponding approval voting ratios;
- Full names and signatures of the Chairperson and secretary(ies).

The minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting. Minutes prepared in

Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the two versions, the Vietnamese version shall prevail.

The minutes of the General Meeting of Shareholders must be sent to all shareholders within fifteen (15) days from the date of conclusion of the meeting; the distribution of the vote counting minutes may be replaced by publication on the Company's website.

**q) Disclosure of Resolutions of the General Meeting of Shareholders**

Resolutions of the General Meeting of Shareholders must be disclosed in accordance with the Company Charter and applicable laws and regulations on enterprises and securities.

**3. Procedures for Adoption of Resolutions of the General Meeting of Shareholders by Written Opinion Collection shall include the following principal contents:**

**a) Cases Where Written Opinion Collection Is Permitted or Not Permitted**

The Annual General Meeting of Shareholders shall not be conducted in the form of written opinion collection.

**b) Procedures for Adoption of Resolutions of the General Meeting of Shareholders by Written Opinion Collection**

The Board of Directors shall prepare the opinion collection forms, draft resolutions of the General Meeting of Shareholders, and explanatory documents relating to the draft resolutions. The opinion collection forms together with the draft resolutions and explanatory documents must be sent by a method ensuring delivery to the registered address of each shareholder. The Board of Directors shall ensure that such documents are sent and disclosed to shareholders within a

reasonable period for consideration and voting, and at least fifteen (15) days prior to the deadline for receipt of the opinion collection forms.

Returned opinion collection forms must bear the signature of the shareholder being an individual, or the authorized representative or legal representative of the shareholder being an organization.

Opinion collection forms sent by post to the Company must be enclosed in sealed envelopes and shall not be opened by any person prior to the vote counting process. Opinion collection forms sent to the Company by fax or email must be kept confidential until the time of vote counting.

The Board of Directors shall conduct the vote counting and prepare the vote counting minutes under the supervision of the Board of Supervision or shareholders who do not hold managerial positions in the Company. The vote counting minutes must be published on the Company's website within twenty-four (24) hours and sent to shareholders within fifteen (15) days from the completion of the vote counting process.

Resolutions adopted by written opinion collection of shareholders must satisfy the voting ratio prescribed in Point m, Clause 2, Article 2 of these Regulations and shall have the same validity as resolutions adopted at a meeting of the General Meeting of Shareholders.

### **Article 3. Board of Directors**

#### **1. Roles, Rights and Obligations of the Board of Directors, Responsibilities of Members of the Board of Directors**

The business operations and affairs of the Company shall be subject to the supervision and direction of the Board of Directors. The Board of Directors shall have full authority to exercise all rights on behalf of the Company, except for matters falling within the authority of the General Meeting of Shareholders.

The Board of Directors shall supervise and direct the CEO and other Corporate Directors and Officers in the daily management and operation of the Company.

The rights and obligations of the Board of Directors shall be prescribed by law, the Company Charter, and resolutions of the General Meeting of Shareholders.

Members of the Board of Directors shall be jointly responsible before the General Meeting of Shareholders and before the law for all resolutions and decisions of the Board of Directors. In cases where members fail to fulfill their assigned duties, violate the Company Charter, make decisions beyond their authority, or abuse their powers causing damage to the Company, they shall be liable and responsible for compensation for damages in accordance with law.

## **2. Nomination, Self-Nomination, Election, Dismissal and Removal of Members of the Board of Directors:**

### **a) Term of Office and Number of Members of the Board of Directors**

The Board of Directors shall consist of five (05) members. The term of office of a member of the Board of Directors shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms. However, an independent member of the Board of Directors may only serve for a maximum of two (02) consecutive terms. Members of the Board of Directors are not required to be shareholders of the Company, Vietnamese nationals, or residents in Vietnam. The Board of Directors must have at least 01 non-executive member, including at least one (01) independent member.

A member of the Board of Directors may concurrently serve as a member of the Board of Directors or Members' Council of no more than five (05) other companies.

## **b) Structure, Criteria and Conditions for Members of the Board of Directors**

Members of the Board of Directors must satisfy the criteria and conditions prescribed in the Company Charter.

Independent members of the Board of Directors must satisfy the conditions prescribed in Clause 2, Article 155 of the Law on Enterprises.

## **c) Nomination and Self-Nomination of Members of the Board of Directors**

The nomination and self-nomination of members of the Board of Directors shall be conducted in accordance with the Company Charter.

Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the disclosed personal information and undertake to perform their duties honestly if elected as members of the Board of Directors.

The list of nominated or self-nominated candidates for the Board of Directors (together with their resumes and relevant information) must be published on the Company's website and publicly posted at the Company's head office and at the venue of the General Meeting of Shareholders at least ten (10) days prior to the opening date of the meeting.

Information relating to candidates for the Board of Directors must include at least the following:

- Full name and date of birth;
- Professional qualifications;
- Employment history;
- Other managerial positions held (including positions on boards of directors of other companies);

- Interests related to the Company and related parties of the Company;
- Other information (if any).

#### **d) Election of Members of the Board of Directors**

The election of members of the Board of Directors shall be conducted in accordance with the Company Charter.

#### **đ) Cases of Dismissal, Removal and Supplementation of Members of the Board of Directors**

Cases of dismissal and removal of members of the Board of Directors shall be implemented in accordance with the Company Charter.

#### **e) Announcement of Election, Dismissal and Removal of Members of the Board of Directors**

Information regarding the election, dismissal, or removal of members of the Board of Directors must be publicly disclosed in accordance with securities laws and the Company's Information Disclosure Regulations.

#### **g) Procedures for Introducing Candidates to the Board of Directors**

Shareholders holding voting shares shall have the right to combine their voting rights to nominate candidates to the Board of Directors. Shareholders or groups of shareholders holding from 5% to under 10% of total voting shares may nominate one (01) candidate; From 10% to under 30% may nominate up to two (02) candidates; From 30% to under 40% may nominate up to three (03) candidates; From 40% to under 50% may nominate up to four (04) candidates; from 50% to under 60% may nominate up to five (05) candidates; From 60% to under 70% may nominate up to six (06) candidates; From 70% to 80% may nominate up to seven (07) candidates; Over 80% may nominate up to eight (08) candidates.

Where the number of candidates nominated or self-nominated remains insufficient, the Board of Directors or other shareholders may nominate additional candidates. The mechanism for nominating candidates to the Board of Directors must be clearly disclosed and approved by the General Meeting of Shareholders prior to the nomination process.

#### **h) Election, Removal and Dismissal of the Chairman of the Board of Directors**

The Board of Directors shall elect one of its members as Chairman. The Chairman of the Board of Directors must be the representative of the capital contribution of Airports Corporation of Vietnam – JSC (“ACV”) where ACV holds at least 25% of the charter capital. The Chairman of the Board of Directors must not concurrently hold the position of CEO.

In the event that the Chairman resigns or is removed, the remaining members of the Board of Directors must elect a replacement within ten (10) days from the date the Company receives the resignation letter or from the date the Board of Directors adopts the resolution on the removal or dismissal of the Chairman.

### **3. Remuneration and Other Benefits of Members of the Board of Directors**

Members of the Board of Directors (excluding authorized alternate representatives) shall receive remuneration for their duties as members of the Board of Directors. The total remuneration of the Board of Directors shall be decided by the General Meeting of Shareholders.

Where a member of the Board of Directors holds an executive position or performs duties beyond the normal scope of responsibilities of a Board member, such person may receive additional remuneration in the form of a lump-sum payment, commission, percentage of profits, or other forms as decided by the Board of Directors. Such remuneration must be separately disclosed in the

annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

Members of the Board of Directors shall be reimbursed for all travel, accommodation, meal expenses, and other reasonable expenses incurred in performing their duties.

#### **4. Procedures for Organizing Meetings of the Board of Directors**

##### **a) Minimum Number of Meetings by Month/Quarter/Year**

The Board of Directors shall hold regular meetings at least once every quarter or extraordinary meetings in accordance with the Company Charter. The Chairman shall determine the agenda, time, and venue of the meeting at least five (05) working days prior to the meeting date.

Where necessary, the Chairman may invite other individuals to attend Board meetings. Invited participants may express opinions when requested by the Chairperson but shall not have voting rights.

The convener of the Board meeting shall direct the Company Secretary to prepare meeting documents and distribute them to each Board member and invited attendee.

##### **b) Cases Requiring Extraordinary Meetings of the Board of Directors**

The Chairman of the Board of Directors must convene an extraordinary Board meeting in any of the following cases:

- Upon request of the CEO or at least five (05) other Corporate Directors and Officers;
- Upon request of at least two (02) members of the Board of Directors;
- Upon request of the Board of Supervision or an independent member of the Board of Directors.

Such request must be made in writing, clearly stating the purpose, matters for discussion, and decisions falling within the authority of the Board of Directors.

**c) Notice of Board Meetings**

The notice of invitation to Board meetings shall be made in accordance with the Company Charter.

**d) Rights of Board of Supervision Members to Attend Board Meetings**

Members of the Board of Supervision shall have the right to attend meetings of the Board of Directors and participate in discussions but shall not have voting rights.

**d) Conditions for Conducting Board Meetings**

Meetings of the Board of Directors shall be conducted in accordance with the conditions prescribed in the Company Charter.

**e) Voting and Adoption of Resolutions of the Board of Directors**

Voting and adoption of resolutions of the Board of Directors shall be conducted in accordance with the Company Charter.

**g) Authorization for Attendance at Board Meetings**

The authorization by a member of the Board of Directors for another person to attend a Board meeting shall be conducted in accordance with the Company Charter.

**h) Minutes of Meetings of the Board of Directors**

All meetings of the Board of Directors must be recorded in minutes. The preparation of minutes of Board meetings shall be conducted in accordance with the Company Charter.

**i) Cases Where the Chairperson and/or Minute Taker Refuses to Sign the Minutes**

Where the Chairperson and/or minute taker refuses to sign the minutes of a Board meeting, such minutes shall remain valid if signed by all other attending members of the Board of Directors and containing all required contents as prescribed in Point a, Clause 16, Article 36 of the Company Charter.

**k) Announcement of Resolutions and Decisions of the Board of Directors**

The Company shall be responsible for disclosing information internally and to competent authorities (if requested), or through mass media and the Company's website in accordance with securities laws and the Company's Information Disclosure Regulations.

**6. Committees under the Board of Directors: shall operate in accordance with the Company Charter and relevant regulations.**

**7. Selection, Appointment and Dismissal of the Person in Charge of Corporate Governance:**

**a) Criteria for the Person in Charge of Corporate Governance**

The person in charge of corporate governance must satisfy the following conditions:

- Possess knowledge of law;
- Must not concurrently work for the independent auditing firm currently auditing the Company's financial statements;
- Other criteria as prescribed by law, the Company Charter, and decisions of the Board of Directors.

**b) Appointment of the Person in Charge of Corporate Governance**

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To support effective corporate governance activities, the Board of Directors shall appoint at least one (01) person to act as the person in charge of corporate governance in accordance with the Company Charter.

The term of office of the person in charge of corporate governance shall be decided by the Board of Directors and shall not exceed five (05) years.

**c) Announcement of Appointment and Dismissal of the Person in Charge of Corporate Governance**

The appointment, dismissal, or removal of the person in charge of corporate governance shall be decided by the Board of Directors.

Information relating to such appointment, dismissal, or removal shall be disclosed in accordance with the Company Charter and securities laws.

**d) Rights and Obligations of the Person in Charge of Corporate Governance**

The person in charge of corporate governance shall have the rights and obligations prescribed in the Company Charter.

**Article 4. Board of Supervision**

**1. Roles, Rights and Obligations of the Board of Supervision, Responsibilities of Board of Supervision Members**

The Board of Supervision and its members shall have the powers and responsibilities prescribed by the Law on Enterprises and the Company Charter.

**2. Term, Number, Composition and Structure of the Board of Supervision**

**a) Term, Number, Composition and Structure**

The Board of Supervision shall consist of at least three (03) members. Board of Supervision members shall be elected by the General Meeting of

Shareholders, with a term not exceeding five (05) years, and may be re-elected for an unlimited number of terms.

The Board of Supervision shall elect one of its members as Head of the Board of Supervision based on the majority principle.

**b) Criteria and Conditions for Members of the Board of Supervision**

Members of the Board of Supervision must satisfy the criteria and conditions prescribed in the Company Charter.

**c) Nomination and Self-Nomination of Members of the Board of Supervision**

The nomination and self-nomination of candidates for the Board of Supervision shall be conducted in accordance with the Company Charter and similarly to the nomination procedures applicable to the Board of Directors under these Regulations.

**d) Election of Members of the Board of Supervision**

The election of Board of Supervision members shall be conducted in accordance with the Company Charter.

**đ) Cases of Dismissal and Removal of Members of the Board of Supervision**

Cases of dismissal and removal of Board of Supervision members shall be prescribed in the Company Charter.

**e) Announcement of Election, Dismissal and Removal of Members of the Board of Supervision**

Information regarding the election, dismissal, or removal of members of the Board of Supervision must be publicly disclosed in accordance with securities laws and the Company's Information Disclosure Regulations.

**g) Salary and Other Benefits of Board of Supervision Members**

Board of Supervision members shall receive remuneration corresponding to their duties and other benefits as decided by the General Meeting of Shareholders. They shall also be reimbursed for reasonable accommodation, travel, and independent consulting expenses.

## **Article 5. CEO**

### **1. Roles, Responsibilities, Rights and Obligations of the CEO**

The CEO shall manage the daily business operations of the Company under the supervision of the Board of Directors and shall be responsible before the Board of Directors and the law for the performance of assigned rights and obligations.

The CEO shall exercise rights and obligations in accordance with law and the Company Charter.

### **2. Appointment, Dismissal, Execution and Termination of Contracts with the CEO**

#### **a) Term, Criteria and Conditions of the CEO**

The term of office of the CEO shall be five (05) years and may be renewed. The appointment may terminate in accordance with the provisions of the labor contract.

The criteria and conditions applicable to the CEO shall be prescribed in the Company Charter.

#### **b) Appointment, Dismissal, Execution and Termination of Contracts**

The Board of Directors shall appoint a member of the Board of Directors (excluding the Chairman) or hire another person to serve as CEO and shall execute a contract specifying salary, remuneration, benefits, and other related terms. Information regarding the salary, allowances, and benefits of the CEO

must be reported at the Annual General Meeting of Shareholders and disclosed in the Company's Annual Report.

The Board of Directors may dismiss or remove the CEO where approved by the majority of attending Board members having voting rights and appoint a replacement CEO.

**c) Announcement of Appointment, Dismissal, Execution and Termination of Contracts**

Information relating to the appointment, dismissal, execution, or termination of contracts with the CEO must be publicly disclosed in accordance with securities laws and the Company's Information Disclosure Regulations.

**d) Salary and Other Benefits of the CEO**

The CEO shall receive salary and bonuses. The salary of the CEO shall be determined by the Board of Directors.

**Article 6. Other Activities**

**1. Board of Directors, Board of Supervision, and the CEO jointly agree upon and issue regulations governing coordination among the parties:**

a) Procedures and processes for convening meetings, issuing meeting notices, preparing minutes, and notifying meeting results among the Board of Directors, Board of Supervision, and CEO;

b) Notification of resolutions of the Board of Directors to the Board of Supervision and CEO;

c) Cases where the CEO and Board of Supervision may request meetings of the Board of Directors and matters requiring opinions from the Board of Directors;

d) Reports of the CEO to the Board of Directors regarding the implementation of assigned rights and obligations;

d) Review of the implementation of Board resolutions and other delegated matters by the CEO;

e) Matters which the CEO must report or provide information on and methods of reporting to the Board of Directors and Board of Supervision;

g) Coordination in supervision, management, and operational oversight among members of the Board of Directors, Board of Supervision members, and the CEO according to their assigned duties.

**2. Annual Evaluation, Reward and Disciplinary Measures of Members of the Board of Directors, Board of Supervision, the CEO, and other Corporate Directors and Officers:**

**a) Annual Performance Evaluation**

Annually, based on assigned functions and duties, the Board of Directors shall evaluate the performance of each Board member, the CEO, and other Corporate Directors and Officers.

The Head of the Board of Supervision shall organize evaluations of each Board of Supervision member.

**b) Rewards**

Based on the evaluation results of the Board of Directors for Board members, the CEO, other Corporate Directors and Officers, and the evaluation results of the Board of Supervision, the General Meeting of Shareholders shall approve rewards upon proposal of the Board of Directors.

**c) Violations and Disciplinary Measures**

Members of the Board of Directors, Board of Supervision members, the CEO, and other Corporate Directors and Officers who fail to perform their duties with due care, diligence, and professional competence shall be responsible for damages caused by their actions.

Members of the Board of Directors, Board of Supervision members, the CEO, and other Corporate Directors and Officers who violate legal regulations or Company regulations during the performance of their duties shall, depending on the severity of the violation, be subject to disciplinary measures, administrative sanctions, or criminal liability in accordance with law. Where damage is caused to the interests of the Company, shareholders, or other parties, compensation must be made in accordance with law.

**Article 7. Effectiveness**

These Corporate Governance Regulations of Saigon Ground Services Joint Stock Company consist of seven (07) Articles and shall take effect from 18<sup>th</sup> June 2026.

**OB. BOARD OF DIRECTORS  
CHAIRMAN**

**(Signed)**

**Nguyen Cao Cuong**