**SAS: Annual Corporate Governance Report 2023**

On January 30, 2024, Southern Airports Services Joint Stock Company announced Report on the corporate governance in 2023 as follows:

* Name of company: SOUTHERN AIRPORTS SERVICES JOINT STOCK COMPANY
* Head office address: Tan Son Nhat International Airport, Ward 2, Tan Binh District, Ho Chi Minh City.
* Tel: (028) 3844 8358 Fax: (028) 2844 7812 Email: [sasco@sasco.com.vn](mailto:sasco@sasco.com.vn)
* Charter capital: VND 1,334,813,100,000
* Securities code: SAS
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* On the internal audit execution: Implemented.

1. Activities of the General Meeting of Shareholders:

Information about Meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting shareholders' opinions via a ballot):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 02-NQ/SASCO-DHDCD-2023 | February 15, 2023 | Dividend prepayment of 2022 in cash. |
| 2 | 04-NQ/SASCO-DHDCD-2023 | April 18, 2023 | Annual General Mandate 2023 |
| 3 | 06-NQ/SASCO-DHDCD-2023 | September 15, 2023 | Extraordinary General Mandate 2023 |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 01 | Mr. Nguyen Hanh | Chair of the Board of Directors | April 20, 2017 |  |
| 02 | Mrs. Doan Thi Mai Huong | Member of the Board of Directors | January 01, 2015 | September 15, 2023 |
| 03 | Mr. Vu Hoang Long | Member of the Board of Directors | June 30, 2020 |  |
| 04 | Mrs. Le Thi Dieu Thuy | Member of the Board of Directors | June 30, 2020 |  |
| 05 | Mr. Le Anh Tuan | Member of the Board of Directors | March 31, 2022 |  |
| 06 | Mr. Nguyen Van Hung Cuong | Member of the Board of Directors | September 15, 2023 |  |

1. Board Resolutions/Decisions of the Board of Directors in 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| A | Board Resolutions |  |  |
| 1 | 01-2023/NQ-HDQT | January 03, 2023 | Record the list of shareholders by collecting opinions via a ballot on dividend prepayment of 2022. |
| 2 | 02-2023/NQ-HDQT | January 19, 2023 | Extend and adjust/supplement some content in the business cooperation contract with CRTC.7 |
| 3 | 03-2023/NQ-HDQT | January 30, 2023 | Review and implement the requests of the internal audit for the audit companies. |
| 4 | 04-2023/NQ-HDQT | January 30, 2023 | Internal audit plan in 2023 |
| 5 | 05-2023/NQ-HDQT | February 23, 2023 | Record the list of shareholders for holding the Annual General Meeting of Shareholders of Southern Airports Services Joint Stock Company in 2023 |
| 6 | 06-2023/NQ-HDQT | March 08, 2023 | Vote the contents to be submitted to the Annual General Meeting of Shareholders 2023 of Tan Son Nhat Petrol Commercial Joint Stock Company: |
| 7 | 07-2023/NQ-HDQT | March 14, 2023 | Vote the contents to be submitted to the Board of Directors of Phu Quoc SASCO Co., Ltd. |
| 8 | 08-2023/NQ-HDQT | March 27, 2023 | Approve the Audited Financial Statements for the fiscal year ending on December 31, 2022. |
| 9 | 09-2023/NQ-HDQT | March 27, 2023 | Settle the salary fund in 2022 for the total employees of the Company. |
| 10 | 10-2023/NQ-HDQT | March 27, 2023 | Approve the plan for the canteen building to serve the employees, engineers, specialists, and workers working at the Long Thanh International Airport Project. |
| 11 | 11-2023/NQ-HDQT | March 28, 2023 | Vote the contents to be submitted to the Annual General Meeting of Shareholders 2023 of Green Garden |
| 12 | 12-2023/NQ-HDQT | April 12, 2023 | Vote the contents to be submitted to the Annual General Meeting of Shareholders 2023 of Thanh Thanh Cong Tourist Joint Stock Company. |
| 13 | 13-2023/NQ-HDQT | April 13, 2023 | Vote the contents to be submitted to the Annual General Meeting of Shareholders 2023 of Thao Dien Real Estates Corporation. |
| 14 | 14-2023/NQ-HDQT | April 18, 2023 | Collect the Board of Directors' opinions on working capital loans at the Commercial bank to serve the aviation fuel business of Tan Son Nhat Petro Commercial Joint Stock Company. |
| 15 | 15-2023/NQ-HDQT | April 28, 2023 | Operational plan for 2023 |
| 16 | 16-2023/NQ-HDQT | May 10, 2023 | Vote contents to be submitted to the Annual General Meeting of Shareholders 2023 of Noibai Airport Services Joint Stock Company. |
| 17 | 17-2023/NQ-HDQT | June 21, 2023 | Sign the contract to audit the Financial Statements for 2023 with PwC (Vietnam) Limited. |
| 18 | 18-2023/NQ-HDQT | June 26, 2023 | Vote the contents to be submitted to the Annual General Meeting of Shareholders 2023 of Noibai Catering Services Joint Stock Company. |
| 19 | 19-2023/NQ-HDQT | June 26, 2023 | Vote on appointment of the General Manager of Tan Son Nhat Cargo Services Joint Stock Company |
| 20 | 20-2023/NQ-HDQT | June 26, 2023 | Record the list of shareholders for the dividend payment for the last quarter of 2022 in cash |
| 21 | 21-2023/NQ-HDQT | July 19, 2023 | Record the list of shareholders for holding the Extraordinary General Meeting of Shareholders in 2023 |
| 22 | 22-2023/NQ-HDQT | July 20, 2023 | Select the legal organization to handle the land affairs of Hung Vuong, Phu Quoc |
| 23 | 23-2023/NQ-HDQT | July 20, 2023 | Approve the list of banks with term deposits in 2023. |
| 24 | 24-2023/NQ-HDQT | July 31, 2023 | Vote the the contents to be submitted to the General Meeting of Shareholders 2023 of Tan Son Nhat Cargo Services Joint Stock Company. |
| 25 | 25-2023/NQ-HDQT | August 02, 2023 | Dismissal of the member of the Board of Directors of Tan Son Nhat Cargo Services Joint Stock Company. |
| 26 | 26-2023/NQ-HDQT | August 14, 2023 | Approve the semi-annual consolidated Financial Statements audited for the 6-month accounting period ending on June 30, 2023 was audited by PwC (Vietnam) Limited. |
| 27 | 27-2023/NQ-HDQT | August 21, 2023 | Salary of the Executive Board |
| 28 | 28-2023/NQ-HDQT | September 12, 2023 | Record the list of shareholders for the dividend prepayment in the first phase of 2023 in cash. |
| 29 | 29-2023/NQ-HDQT | September 12, 2023 | Approve the contents of Documents to be submitted to the Extraordinary General Meeting of Shareholders. |
| 30 | 30-2023/NQ-HDQT | October 20, 2023 | Coordinate with legal consulting firms to initiate procedures for complaints/lawsuits as per legal regulations to protect the rights and interests of Southern Airports Services Joint Stock Company in the SASCO Ba Keo project |
| 31 | 31-2023/NQ-HDQT | November 03, 2023 | Temporary appropriation for bonus fund of the Board of Directors, the Supervisory Board in 2023 to bonus for the Board of Directors (without excluding the General Manager - executive member of the Board of Directors) and the Supervisory Board. |
| 32 | 32-2023/NQ-HDQT | November 09, 2023 | Termination of the operations for Viethaus plan |
| 33 | 33-2023/NQ-HDQT | November 20, 2023 | Debt recovery plan of Bamboo Airways |
| 34 | 34-2023/NQ-HDQT  the Board of Directors | November 20, 2023 | Plan on implementation of SASCO Hotel - Nha Trang Project |
| 35 | 35-2023/NQ-HDQT | November 24, 2023 | The next implementation plan of the North Vung Bau Ecotourism Area Project |
| 36 | 36-2023/NQ-HDQT | November 24, 2023 | The next implementation plan of the SASCO Ba Keo Resort Area project |
| 37 | 37-2023/NQ-HDQT | November 24, 2023 | The next implementation plan of SASCO Phu Quoc Service Apartment Area project. |
| 38 | 38-2023/NQ-HDQT | November 24, 2023 | The next implementation plan of SASCO Nha Trang Hotel Project |
| 39 | 39-2023/NQ-HDQT | November 24, 2023 | The next implementation plan of An Binh Project |
| 40 | 40-2023/NQ-HDQT | November 24, 2023 | The next implementation plan of Suoi Hoa Resort Area Project |
| 41 | 41-2023/NQ-HDQT | November 24, 2023 | The next implementation plan of Suoi Nhung Project |
| 42 | 42-2023/NQ-HDQT | November 24, 2023 | Approve the proposal to bring the dispute over the use rights of 2,200 square meters of land in Phu Quoc to trial at the Director's level |
| 43 | 43-2023/NQ-HDQT | December 01, 2023 | The next implementation steps for the debt recovery of Bamboo Airways |
| 44 | 44-2023/NQ-HDQT | December 15, 2023 | Settle for the completion of SASCO Shop G19D19 renovation project (repair CS8 counter). |
| 45 | 45-2023/NQ-HDQT | December 18, 2023 | Approve the contents of financial governance regulations and governance and usage regulations for fixed assets and Southern Airports Services Joint Stock Company |
| 46 | 46-2023/NQ-HDQT | December 27, 2023 | Plan of salary funds for the Company and salary, bonus of the Executive Board in 2024. |
| 47 | 47-2023/NQ-HDQT | December 27, 2023 | Temporary payment for the Board of Directors, the Supervisory Board in 2023 |
| 48 | 48-2023/NQ-HDQT | December 27, 2023 | Joint venture bidding partner for Terminal 3 of Tan Son Nhat International Airport and Long Thanh International Airport. |
| 49 | 49-2023/NQ-HDQT | December 27, 2023 | Merge the financial - accounting operations into the finance and accounting department of the Company. |
| 50 | 50-2023/NQ-HDQT | December 28, 2023 | Financial monitoring report for enterprises with contributed capital in 2022 |
| B | Board Decisions |  |  |
| 1 | 01-2023/HDQT-QD 7 | January 17, 2023 | Reorganize the structure of the Vietnamese Goods Center - SASCO Tan Son Nhat Shopping Mall. |
| 2 | 02-2023/HDQT-QD 7 | February 16, 2023 | Dismiss Mrs. Doan Thi Mai Huong from the position of Representative of Southern Airports Services Joint Stock Company at Tan Son Nhat Petro Commercial Joint Stock Company. |
| 3 | 03-2023/HDQT-QD | February 16, 2023 | Dismiss Mr. Cao Huu Minh Nhut from the position of Representative of Southern Airports Services Joint Stock Company at Tan Son Nhat Petro Commercial Joint Stock Company. |
| 4 | 04-2023/HDQT-QD | February 16, 2023 | Dismiss Mr. Hoang Don Huan from the position of Representative of Southern Airports Services Joint Stock Company participating in the Supervisory Board at Tan Son Nhat Petro Commercial Joint Stock Company. |
| 5 | 05-2023/HDQT-QD | February 16, 2023 | Dismiss Ms. Nguyen Thi Thu from the position of Representative of Southern Airports Services Joint Stock Company participating in the Supervisory Board at Tan Son Nhat Petro Commercial Joint Stock Company. |
| 6 | 06-2023/HDQT-QD | February 16, 2023 | Appoint the Representative of Southern Airports Services Joint Stock Company at Tan Son Nhat Petro Commercial Joint Stock Company. |
| 7 | 07-2023/HDQT-QD | February 16, 2023 | Appoint Ms. Ton Nu Dieu Tri for the Representative of Southern Airports Services Joint Stock Company to participate in the Supervisory Board at Tan Son Nhat Petro Commercial Joint Stock Company. |
| 8 | 08-2023/HDQT-QD | March 28, 2023 | Dismiss Mrs. Doan Thi Mai Huong from the position of Representative of Southern Airports Services Joint Stock Company at Phu Quoc SASCO Co., Ltd. |
| 9 | 09-2023/HDQT-QD | March 28, 2023 | Appoint the Representative of Southern Airports Services Joint Stock Company at Phu Quoc SASCO Co., Ltd. |
| 10 | 10-2023/HDQT-QD | June 05, 2023 | Dismiss Mr. Hoang Don Huan from the position of capital contribution representative of Southern Airports Services Joint Stock Company at Tan Son Nhat Petro Commercial Joint Stock Company. |
| 11 | 11-2023/HDQT-QD | June 05, 2023 | Appoint Ms. Pham Thi Phuong Ly for the position of capital contribution representative of Southern Airports Services Joint Stock Company at Tan Son Nhat Petro Commercial Joint Stock Company. |
| 12 | 12-2023/HDQT-QD | June 05, 2023 | Dismiss Mr. Hoang Don Huan from the position of capital contribution manager of Southern Airports Services Joint Stock Company at Thao Dien Real Estates Corporation. |
| 13 | 13-2023/HDQT-QD | June 05, 2023 | Appoint Ms. Pham Thi Phuong Ly for the position of capital contribution manager of Southern Airports Services Joint Stock Company at Thao Dien Real Estates Corporation. |
| 14 | 14-2023/HDQT-QD | June 09, 2023 | Dismiss Mr. Hoang Don Huan from the position of capital contribution manager of Southern Airports Services Joint Stock Company at Dong A Commercial Joint Stock Bank and Thanh Thanh Cong Tourist Joint Stock Company. |
| 15 | 15-2023/HDQT-QD | June 09, 2023 | Appoint Mr. Chau Van Phuong for the position of capital contribution manager of Southern Airports Services Joint Stock Company at Dong A Commercial Joint Stock Bank and Thanh Thanh Cong Tourist Joint Stock Company. |
| 16 | 16-2023/HDQT-QD | July 18, 2023 | Appoint Mr. Nguyen Van Hung as the General Manager |
| 17 | 17-2023/HDQT-QD | July 18, 2023 | Appoint Ms. Ton Nu Dieu Tri as Deputy General Manager |
| 18 | 18-2023/HDQT-QD | July 18, 2023 | Appoint Ms. Do Thi Minh Chau as the Chief Accountant |
| 19 | 19-2023/HDQT-QD | July 18, 2023 | Change the company’s legal representative from Ms. Doan Thi Mai Huong into Mr. Nguyen Van Hung Cuong. |
| 20 | 20-2023/HDQT-QD | July 18, 2023 | Appoint Ms. Do Thi Minh Chau as Head of Finance and Accounting Department of the Company. |
| 21 | 21-2023/HDQT-QD | October 20, 2023 | Promulgate the Operational Regulations for Investment Subcommittee of the Board of Directors; |
| 22 | 22-2023/HDQT-QD | November 09, 2023 | Appoint Mr. Hoang Van Thanh as Chief of Investment Subcommittee |
| 23 | 23-2023/HDQT-QD | December 15, 2023 | Appoint Ms. Pham Thi Huong as Head of Duty-free Sales Department |
| 24 | 24-2023/HDQT-QD | December 15, 2023 | Dismiss Mr. Chau Van Phuoc from the position of capital contribution manager of Southern Airports Services Joint Stock Company at Dong A Commercial Joint Stock Bank and Thanh Thanh Cong Tourist Joint Stock Company. |
| 25 | 25-2023/HDQT-QD | December 15, 2023 | Appoint Mr. Nguyen Van Lanh for the position of capital contribution manager of Southern Airports Services Joint Stock Company at Dong A Commercial Joint Stock Bank and Thanh Thanh Cong Tourist Joint Stock Company. |
| C- Meeting Minute of The Board Of Directors | | |  |
| 1 | 35-BB/SASCO-HDQT/2023 |  | Minute of the Board of Directors in the 35th meeting of 2023 |
| 2 | 36-BB/SASCO-HDQT/2023 |  | Minute of the Board of Directors in the 36th meeting of 2023 |
| 3 | 37-BB/SASCO-HDQT/2023 |  | Minute of the Board of Directors in the 37th meeting of 2023 |
| 4 | 38-BB/SASCO-HDQT/2023 |  | Minute of the Board of Directors in the 38th meeting of 2023 |
| 5 | 39-BB/SASCO-HDQT/2023 |  | Minute of the Board of Directors in the 39th meeting of 2023 |

1. The Supervisory Board:
2. Information about the members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Luu Quoc Hoang | Chief of the Supervisory Board | * Date of appointment as member of the Supervisory Board: April 29, 2016 * Date of appointment as the Chief of the Supervisory Board: March 27, 2018 | Bachelor of Finance and Accounting |
| 2 | Tran Thi Thu Trang | Executive member of the Supervisory Board | April 29, 2016 | Bachelor of Accounting and Auditing |
| 3 | Chu Khanh Toan | Members of the Supervisory Board | March 27, 2018 | Master of Finance |

1. The Executive Board:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date | Dismissal date |
| 1 | Ms. Doan Thi Mai Huong - General Manager | July 06, 1967 | Bachelor of Economics, Bachelor in English | January 01, 2015 | July 31, 2023 |
| 2 | Mr. Nguyen Van Hung Cuong - General Manager | July 10, 1968 | Bachelor of Accounting and Auditing | August 01, 2023 |  |
| 3 | Ms. Nguyen Minh Ngoc - Deputy General Manager | June 04, 1981 | Master of Business Administration | September 08, 2016 |  |
| 4 | Ms. Ton Nu Dieu Tri - Deputy General Manager | August 11, 1971 | Bachelor of Accounting and Auditing | August 01, 2023 |  |

1. Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Appointment date |
| Do Thi Minh Chau | July 12, 1987 | Bachelor of Accounting | August 01, 2023 |

1. Training on corporate governance:
2. List of affiliated persons of the public company (Report 2023) and transactions between the affiliated persons of the Company with the Company:
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, affiliated persons of PDMR:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relationship with the Company | NSH No. , Date of issue, Place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
| 1 | Airports Corporation of Vietnam - JSC | Major shareholder; | Business Registration Certificate No. 0311638525 issued on September 12, 2016 in Department of Planning and Investment of Ho Chi Minh City | No. 58 Truong Son, Ward 2, Tan Binh District, Ho Chi Minh City. |  |  | Service provision: VND 26,305,507,108  Purchasing goods: VND 530,820,896,138 |  |
| 2 | IPP Group (S) Pte, Ltd | Affiliated person of PDMR |  | Block 750 Chai Chee Road, #02-05 Technopark @ Chai Chee, Singapore, 469000 |  |  | Purchasing goods: VND 776,900,669,698. Revenue from discount allowances: VND 38,780,975,660 |  |
| 3 | IPP Air Cargo Joint Stock Company | Affiliated person of PDMR | Business Registration Certificate No. 0316740360 issued on March 10, 2021 in Department of Planning and Investment of Ho Chi Minh City | 3Rd Floor, Opera View Building, No. 161 Dong Khoi Street, Ben Nghe Ward, 1st District, Ho Chi Minh City |  |  | Providing services: VND 1,799,880,000 |  |
| 4 | Imex Pan - Pacific Co., Ltd | Affiliated person of PDMR | Business Registration Certificate No. 032826071 issued on August 09, 2017 in Department of Planning and Investment of Ho Chi Minh City | 3Rd Floor, Opera View Building, No. 161 Dong Khoi Street, Ben Nghe Ward, 1st District, Ho Chi Minh City |  |  | Providing services: VND 1,864,396,919 |  |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company: None.
2. Transactions between the Company and other entities:
   1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three (03) years (calculated at the time of reporting).

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relationship with the Company | Representative | Position at the listed company | Position at the related party | Content, quantity, total value of transaction | Note |
| 1 | Tan Son Nhat Petrol Commercial Joint Stock Company - TAPETCO | Associate company | Mr. Le Dai Duong | Deputy Head of Investment Department | Member of the Board of Directors | Providing services: VND 4,106,941,179  Purchasing goods: VND 15,151,775,997. Receive the dividend: VND 50,542,497,160 |  |
| 2 | Green Garden Development Corporation | Associate company | Mr. Cao Huu Minh Nhut | The Manager of SASCO Shop | Chair of the Board of Directors | Purchasing goods: VND 403,729,000 |  |
| 3 | Phu Quoc - SASCO Co., LTD | Associate company | Mr. Nguyen Van Tai | The manager in Phu Quoc Branch | Chair of the Board of Members | Providing services: VND 6,871,000  Purchasing goods: VND 6,332,114,546  Receive profit: VND 2,721,846,067 |  |

* 1. Transactions between the Company and companies executed by the affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers who are members of the Board of Directors, the Executive Manager (the General Manager): None.
  2. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, and the Manager (General Manager) and other managers: None.

1. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023):
2. Transaction of PDMR and affiliated persons related to the Company’s shares: None.
3. Other significant issues: None.