

No: 35 /TTr-TSVN-HĐQT

Ho Chi Minh City, March 26, 2026

PROPOSAL

Re: Amendment, revision and supplementation of the Charter on Organization and Operation of Vietnam Seaproducts Joint Stock Corporation

To:

The General Meeting of Shareholders of Vietnam Seaproducts Joint Stock Corporation

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;

Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Resolution No. 1685/NQ-UBTVQH15 of the Standing Committee of the National Assembly on the reorganization of commune-level administrative units of Ho Chi Minh City in 2025.

Pursuant to the current Charter of Organization and Operation of Vietnam Seaproducts Joint Stock Corporation (Seaprodex);

Pursuant to the Resolution No. 26 /NQ-TSVN-HĐQT dated March 26, 2026 of the Board of Directors of Seaprodex,

The Board of Directors of Seaprodex respectfully submits to the 2026 Annual General Meeting of Shareholders for consideration and approval the amendment, revision and supplementation of the Charter on Organization and Operation of Seaprodex in order to ensure compliance with the current legal regulations and enhance the governance and operational effectiveness of Seaprodex. The amended and supplemented contents include the following:

No.	CURRENT CHARTER – 2021	DRAFT AMENDED AND SUPPLEMENTED CHARTER – 2026	REASON FOR AMENDMENT
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1	<p>Article 1. Interpretation of Terms</p> <p>1. In this Charter, the following terms shall have the meanings ascribed to them below:</p> <p>.....</p> <p>g) “Executive officer” means the General Director, Deputy General Director, Chief Accountant and other executives as prescribed in the Charter of Seaprodex;</p> <p>h) “Manager” means a manager of Seaprodex, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors, the Chief Accountant and other individuals holding managerial positions as prescribed in the Charter of Seaprodex;</p> <p>.....</p>	<p>Article 1. Interpretation of Terms</p> <p>1. In this Charter, the following terms shall have the meanings ascribed to them below:</p> <p>...</p> <p><i>g) “Executive officer” means the General Director, Deputy General Director and Chief Accountant;</i></p> <p><i>h) “Manager” means a manager of Seaprodex, including the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director and Chief Accountant;</i></p> <p>....</p>	<p>To revise Points g and h of Clause 1, Article 1 of the Charter of Seaprodex to ensure compliance with the principle of clearly defining managerial subjects in accordance with the Law on Enterprises 2020.</p>
2	<p>Article 2. Name, Legal Form, Head Office, Branches, Representative Offices and Duration of Operation of Seaprodex</p> <p>1. Name of the company</p> <p>- Vietnamese name: TỔNG CÔNG TY THỦY SẢN VIỆT NAM – CÔNG TY CỔ PHẦN</p> <p>- <i>English name: VIETNAM SEAPRODUCTS – JOINT STOCK CORPORATION</i></p> <p>- Trading name: SEAPRODEX</p>	<p>Article 2. Name, Legal Form, Head Office, Branches, Representative Offices and Duration of Operation of Seaprodex</p> <p>1. Name of the company</p> <p>- Vietnamese name: TỔNG CÔNG TY THỦY SẢN VIỆT NAM – CÔNG TY CỔ PHẦN</p> <p>- <i>English name: VIET NAM SEAPRODUCTS JOINT STOCK CORPORATION</i></p> <p>- Trading name: SEAPRODEX</p>	<p>To revise Clauses 1 and 3 of Article 2 of the Charter of Seaprodex to align with practical conditions and the administrative units in accordance with Resolution No. 1685/NQ-UBTVQH15 of the Standing Committee of</p>



	<p>-Abbreviation: SEAPRODEX</p> <p>2. Seaprodex is a joint stock company with legal status in accordance with the current laws of Vietnam.</p> <p>3. Registered head office of Seaprodex:</p> <p><i>- Address: No. 02-04-06 Dong Khoi Street, Ben Nghe Ward, District 1, Ho Chi Minh City</i></p> <p>- Telephone: (028) 38297214</p> <p>- Fax: (028) 38290146</p> <p>-E-mail: seaprodex@seaprodex.vn</p> <p><i>-Website: www.seaprodex.vn; www.seaprodex.com</i></p> <p>...</p>	<p>-Abbreviation: SEAPRODEX</p> <p>2. Seaprodex is a joint stock company with legal status in accordance with the current laws of Vietnam.</p> <p>3. Registered head office of Seaprodex:</p> <p><i>- Address: No. 02-04-06 Dong Khoi Street, Sai Gon Ward, Ho Chi Minh City</i></p> <p>- Telephone: (028) 38291924</p> <p>- Fax: (028) 38290146</p> <p>- Email: seaprodex@seaprodex.vn</p> <p><i>- Website: www.seaprodex.vn</i></p> <p>...</p>	<p>the National Assembly.</p>
<p>3</p>	<p>Article 21. Conditions for Adoption of Resolutions</p> <p>1. A resolution on the following matters shall be adopted if it is approved by shareholders <i>representing 65% or more of the total voting rights of all shareholders attending the meeting</i>, except for the cases specified in Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises:</p> <p>...</p> <p>2. Other resolutions shall be adopted when they are approved by shareholders representing <i>more than 51% of the total voting rights of all shareholders attending the meeting</i>, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6</p>	<p>Article 21. Conditions for Adoption of Resolutions</p> <p>1. A resolution on the following matters shall be adopted if it is approved by shareholders <i>representing 65% or more of the total voting rights of all shareholders attending and voting at the meeting</i>, except for the cases specified in Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises:</p> <p>...</p> <p>2. Other resolutions shall be adopted when they are approved by shareholders representing <i>more than 51% of the total voting rights of all shareholders attending and voting at the meeting</i>, except for the cases specified in Clause 1 of this Article and</p>	<p>To revise Clauses 1 and 2 of Article 21 of the current Charter of Seaprodex to ensure compliance with the provisions of Clause 5, Article 7 of Law No. 03/2022/QH15 dated January 11, 2022.</p>

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	of Article 148 of the Law on Enterprises.	Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.	
4	<p>Article 25. Nomination and Candidacy for Members of the Board of Directors</p> <p>1. In cases where candidates for the Board of Directors have been identified, Seaprodex must disclose information relating to such candidates at least ten (10) days prior to the opening date of the Annual General Meeting of Shareholders on Seaprodex’s website so that shareholders may review such candidates before voting. Candidates for the Board of Directors must provide a written commitment to the truthfulness and accuracy of the personal information disclosed and must undertake to perform their duties honestly, prudently and in the best interests of Seaprodex if elected as members of the Board of Directors. The information relating to candidates for the Board of Directors to be disclosed includes:</p> <p>a) Full name; date of birth;</p> <p>b) Professional qualifications;</p> <p>c) Working experience;</p> <p>d) Other managerial positions (including positions as a member of the Board of Directors of other companies);</p>	<p>Article 25. Nomination and Candidacy for Members of the Board of Directors</p> <p>1. In cases where candidates for the Board of Directors have been identified, Seaprodex must disclose information relating to such candidates at least ten (10) days prior to the opening date of the Annual General Meeting of Shareholders on Seaprodex’s website so that shareholders may review such candidates before voting. Candidates for the Board of Directors must provide a written commitment to the truthfulness and accuracy of the personal information disclosed and must undertake to perform their duties honestly, prudently and in the best interests of Seaprodex if elected as members of the Board of Directors. The information relating to candidates for the Board of Directors to be disclosed includes:</p> <p>a) Full name; date of birth;</p> <p>b) Professional qualifications;</p> <p>c) Working experience;</p> <p>d) Other managerial positions (including positions as a member of the Board of Directors or the Members’ Council of other companies);</p>	<p>To revise Clause 1 of Article 25 of the current Charter of Seaprodex to ensure compliance with the provisions of Clause 78, Article 1 of Decree No. 245/2025/NĐ-CP dated September 11, 2025.</p>

	<p>d) Interests related to Seaprodex and Seaprodex's related parties;</p> <p>e) Other information (if any) as prescribed in the Charter of Seaprodex;</p> <p>g) Seaprodex shall be responsible for disclosing information on companies in which the candidates are holding positions as members of the Board of Directors, other managerial positions, and any interests related to Seaprodex of such candidates (if any).</p> <p>....</p>	<p>d) Interests related to Seaprodex and Seaprodex's related parties;</p> <p>e) Other information (if any) as prescribed in the Charter of Seaprodex;</p> <p>g) Seaprodex shall be responsible for disclosing information on companies in which the candidates are holding positions as members of the Board of Directors, members of the Members' Council, other managerial positions, and any interests related to Seaprodex of such candidates (if any).</p> <p>....</p>	
5	<p>Article 26. Composition and Term of Members of the Board of Directors</p> <p>1. The Board of Directors shall consist of five (05) members.</p> <p>2. The term of office of members of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. In the event that all members of the Board of Directors complete their term simultaneously, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume their duties.</p> <p>3. Structure of the Board of Directors:</p> <p>The Board of Directors of Seaprodex must ensure that at</p>	<p>Article 26. Composition and Term of Members of the Board of Directors</p> <p>1. The Board of Directors shall consist of five (05) members.</p> <p>2. The term of office of members of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. In the event that all members of the Board of Directors complete their term simultaneously, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume their duties.</p> <p>3. Structure of the Board of Directors:</p>	<p>To revise Clause 3 of Article 26 of the Charter of Seaprodex to ensure compliance with the provisions of Clause 79, Article 1 of Decree No. 245/2025/NĐ-CP dated September 11, 2025.</p>

	<p>least one-third (1/3) of the total number of members of the Board of Directors are non-executive members. Seaprodex shall limit to the maximum extent possible the cases where members of the Board of Directors concurrently hold executive positions of Seaprodex in order to ensure the independence of the Board of Directors.</p> <p>...</p>	<p>The Board of Directors of Seaprodex must include at least one (01) non-executive member. Seaprodex shall limit to the maximum extent possible the cases where members of the Board of Directors concurrently hold executive positions of Seaprodex in order to ensure the independence of the Board of Directors.</p> <p>...</p>	
<p>6</p>	<p>Article 30. Meetings of the Board of Directors</p> <p>...</p> <p>6. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of invitation at least five (05) working days prior to the meeting date. The notice of invitation must clearly specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The notice shall be accompanied by the documents to be used at the meeting and voting ballots of the members.</p> <p>The notice of invitation to a Board of Directors meeting may be delivered by written invitation, telephone, fax, email, or via the Seaprodex's internal <i>Online Office</i> system, and must be ensured to reach the registered contact address of each member of the Board of Directors.</p> <p>...</p>	<p>Article 30. Meetings of the Board of Directors</p> <p>...</p> <p>6. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of invitation at least five (05) working days prior to the meeting date. The notice of invitation must clearly specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The notice shall be accompanied by the documents to be used at the meeting and voting ballots of the members.</p> <p>The notice of invitation to a Board of Directors meeting may be delivered by written invitation, telephone, fax, email, or via Seaprodex's internal <i>electronic office system</i>, and must be ensured to reach the registered contact address of each member of the Board of Directors.</p> <p>...</p>	<p>To revise Clause 6 of Article 30 of the Charter of Seaprodex to align with the practical implementation of the internal electronic office system in management and administration.</p>

7	<p>Article 42. Duty of honesty and avoidance of conflicts of interest</p> <p>...</p> <p>There is no Clause 7.</p> 	<p>Article 42. Duty of honesty and avoidance of conflicts of interest</p> <p>...</p> <p><i>7. The General Director shall not be a related person of the company's managers, Supervisors, those of the parent company, the State capital representative, or the enterprise's capital representative at the company and its parent company, in accordance with Point d, Clause 46, Article 4 of the Law on Securities.</i></p>	<p>To supplement Clause 7 of Article 42 of the current Charter of Seaprodex to ensure compliance with the provisions of Clause 83, Article 1 of Decree No. 245/2025/NĐ-CP dated September 11, 2025.</p>
8	<p>Article 59. Effective Date</p> <p>1. This Charter, comprising 21 chapters and 59 articles, was unanimously approved by the General Meeting of Shareholders of Vietnam Seaproducts Joint Stock Corporation on April 27, 2021 at the 2021 Annual General Meeting of Shareholders, and its full contents have been accepted as effective.</p> <p>2. This Charter is made in ten (10) copies of equal validity, of which:</p> <p>a) One (01) copy shall be submitted to the local State Notary Office;</p> <p>b) Five (05) copies shall be registered with the competent authority in accordance with the regulations of the Ho Chi Minh City People's Committee;</p>	<p>Article 59. Effective Date</p> <p><i>1. This Charter, comprising 21 chapters and 59 articles, was unanimously approved by the General Meeting of Shareholders of Vietnam Seaproducts Joint Stock Corporation on April 17, 2026 at the 2026 Annual General Meeting of Shareholders, and its full contents have been accepted as effective.</i></p> <p><i>2. This Charter is made in ten (10) copies of equal validity and shall be retained at the Corporation's head office.</i></p> <p>...</p>	<p>To revise Clauses 1 and 2 of Article 59 of the Charter of Seaprodex to align with the effective date of the amended and supplemented Charter in 2026, following its approval by the 2026 Annual General Meeting of Shareholders, and with regulations on the retention of corporate records.</p> 

<p>c) Four (04) copies shall be retained at Seaprodex's head office.</p> <p>...</p>		
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Respectfully submit to the General Meeting of Shareholders for consideration and approval.

Respectfully./.

Recipients:

- As above;
- BOD, BOS of Seaprodex;
- Archived at clerk, Board Secretary.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



Mr. Hoang Ngoc Thach