

No: 36 /TTr-TSVN-HĐQT

Ho Chi Minh City, March 26, 2026

PROPOSAL

Re: Amendment, revision and supplementation of the Internal Governance Regulation 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 the current Charter of Organization and Operation of Vietnam Seaproducts Joint Stock Corporation (Seaprodex);

Pursuant to the current Internal Governance Regulation of the Board of Directors of Vietnam Seaproducts Joint Stock Corporation;

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 Internal Governance Regulation 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 REGULATION – 2021	DRAFT AMENDED AND SUPPLEMENTED REGULATION – 2026	REASON FOR AMENDMENT
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	<p>Article 2. Interpretation of Terms and Abbreviations</p> <p>...</p> <p>2. “Executive officer” means the General Director, Deputy General Director, Chief Accountant and other executives as prescribed in the Charter of Seaprodex;</p> <p>3. “Manager” means a manager of Seaprodex, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and other individuals holding managerial positions as prescribed in the Charter of Seaprodex;</p> <p>....</p> <p>6. <i>VSD</i>: Vietnam Securities Depository and Clearing Corporation.</p>	<p>Article 2. Interpretation of Terms and Abbreviations</p> <p>...</p> <p>2. <i>“Executive officer” means the General Director, Deputy General Director and Chief Accountant;</i></p> <p>3. <i>“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>6. <i>VSDC</i>: Vietnam Securities Depository and Clearing Corporation.</p>	<p>To revise Clauses 2, 3 and 6 of Article 2 of the Internal Governance Regulation of Seaprodex to reflect the actual changes in relevant information.</p>
1	<p>Article 17. 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%</i></p>	<p>Article 17. 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%</i></p>	<p>To revise Clauses 1 and 2 of Article 17 of the Internal Governance Regulation of Seaprodex to ensure compliance with the provisions of Clause 5, Article 7 of Law No. 03/2022/QH15 dated January 11, 2022 and Clause 2, Article 21 of the Charter of Seaprodex.</p>
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	<i>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 of Article 148 of the Law on Enterprises.	<i>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 Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.		
3	<p>Article 29. Structure, Standards and Conditions of Members of the Board of Directors</p> <p><i>(Pursuant to Article 155 of the Law on Enterprises; Article 26 of the Charter of Seaprodex; Article 275 of Decree No. 155/2020/NĐ-CP)</i></p> <p>1. Structure of the Board of Directors:</p> <p>The Board of Directors of Seaprodex must ensure that <i>at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members</i>. 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>2. Members of the Board of Directors must meet the following standards and conditions:</p> <p>a) Not falling under the cases specified in Clause 2, Article 17 of the Law on Enterprises;</p>	<p>Article 29. Structure, Standards and Conditions of Members of the Board of Directors</p> <p><i>(Pursuant to Article 155 of the Law on Enterprises; Article 26 of the Charter of Seaprodex; Article 275 of Decree No. 155/2020/NĐ-CP; Clause 78 Article 1 of Decree No. 245/2025/NĐ-CP)</i></p> <p>1. Structure of the Board of Directors:</p> <p>The Board of Directors of Seaprodex must include <i>at least one (01) non-executive member</i>. 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>2. Members of the Board of Directors must meet the following standards and conditions:</p> <p>a) Not falling under the cases specified in Clause 2, Article 17 of the Law on Enterprises;</p> <p>b) Possessing professional qualifications and experience in business administration or in the business lines and</p>	<p>To revise Clauses 1 and 2 of Article 29 of the Internal Governance Regulation 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>	

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	<p>b) Possessing professional qualifications and experience in business administration or in the business lines and sectors of Seaprodex, and not necessarily being shareholders of Seaprodex;</p> <p>c) The member of the Board of Directors of Seaprodex may concurrently serve as a member of the Board of Directors of other companies; however, the member of the Board of Directors of Seaprodex may concurrently serve as a member of <i>the Board of Directors</i> in no more than five (05) other companies;</p> <p>d) The member of the Board of Directors of Seaprodex must not be a family member of the General Director or other managers of Seaprodex; or of managers or persons having the authority to appoint managers of the parent company of Seaprodex;</p> <p>đ) The Chairman of the Board of Directors must not concurrently hold the position of General Director of Seaprodex.</p>	<p>sectors of Seaprodex, and not necessarily being shareholders of Seaprodex;</p> <p>c) Members of the Board of Directors of Seaprodex may concurrently serve as members of the Board of Directors of other companies; however, they may concurrently serve as members of <i>the Board of Directors or the Members' Council</i> in no more than five (05) other companies;</p> <p>d) The member of the Board of Directors of Seaprodex must not be a family member of the General Director or other managers of Seaprodex; or of managers or persons having the authority to appoint managers of the parent company of Seaprodex;</p> <p>đ) The Chairman of the Board of Directors must not concurrently hold the position of General Director of Seaprodex.</p>	
4	<p>Article 47. Cases Where the Chairperson and/or the Secretary Refuse to Sign the Minutes of the Board of Directors' Meeting</p> <p><i>(Pursuant to Clause 2, Article 158 of the Law on Enterprises)</i></p> <p>In the event that the chairperson or the minute-taker refuses to sign the</p>	<p>Article 47. Cases Where the Chairperson and/or the Secretary Refuse to Sign the Minutes of the Board of Directors' Meeting</p> <p><i>(Pursuant to Clause 2, Article 158 of the Law on Enterprises)</i></p> <p>In the event that the chairperson or the minute-</p>	<p>To revise Article 47 of the Internal Governance Regulation of Seaprodex to ensure compliance with the provisions of Clause 6, Article 7 of Law No.</p>

	<p>minutes of the meeting, such minutes shall nevertheless be valid if they are signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in Points a, b, c, d, đ, e, g and h of Clause 1, Article 46 of this Regulation.</p> 	<p>taker refuses to sign the minutes of the meeting, such minutes shall nevertheless be valid if they are signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in Points a, b, c, d, đ, e, g and h of Clause 1, Article 46 of this Regulation. <i>The persons signing the minutes shall be jointly responsible for the accuracy and truthfulness of the contents of the minutes of the Board of Directors' meeting. The chairperson of the meeting and the minute-taker shall bear personal liability for any damage caused to Seaprodex as a result of their refusal to sign the minutes in accordance with the Law on Enterprises, the Charter of Seaprodex and relevant laws.</i></p>	<p>03/2022/QH15 dated January 11, 2022.</p>
<p>5</p>	<p>Article 91. Effective Date 1. The Internal Governance Regulation of Vietnam Seaproducts Joint Stock Corporation, consisting of 09 chapters and 91 articles, shall take effect from <i>April 27, 2021</i>.</p>	<p>Article 91. Effective Date 1. The Internal Governance Regulation of Vietnam Seaproducts Joint Stock Corporation, consisting of 09 chapters and 91 articles, shall take effect from <i>April 17, 2026</i>.</p>	<p>To revise Clause 1 of Article 91 of the Internal Governance Regulation of Seaprodex to reflect the effective date of the amended and supplemented Internal Governance Regulation in 2026 after being approved by the 2026 Annual General Meeting</p> 

			of Shareholders.
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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



Mr. Hoang Ngoc Thach