

PROPOSAL

Re: Amendment and Supplement of the Board of Directors' Operating Regulations

To: **GENERAL MEETING OF SHAREHOLDERS OF SEAREFICO CORPORATION**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;
- Pursuant to the Charter of SEAREFICO Corporation.

The Board of Directors ("BOD") of SEAREFICO Corporation respectfully submits to the General Meeting of Shareholders for approval Amending and supplementing the Board of Directors' Operating Regulations to comply with current legal regulations, enhancing the Company's management and business performance, meeting the needs of strategic development and approaching good governance practices in the world, the points of amendment and supplementation include:

No.	Content before adjustment	Content after adjustment	Purpose of adjustment
1	Clause 1, Article 1. Scope of Regulation: This Regulation stipulates the organizational structure, operating principles, powers and obligations of the Board of Directors and members of the Board of Directors of SEAREFICO Corporation to operate in accordance with the provisions of the Law on Enterprises, the Company Charter and other relevant legal provisions.	Clause 1, Article 1. Scope of Regulation: This Regulation stipulates the organizational structure, operating principles, powers and obligations of the Board of Directors and members of the Board of Directors of SEAREFICO Corporation to operate in accordance with the provisions of the Enterprise Law, the Company Charter and other relevant legal provisions. In case of any discrepancy between this Regulation and the provisions of law and/or the Company Charter, the provisions of law and/or the Company Charter shall prevail.	Supplement to ensure that in case of conflict, the law and the Company Charter will take precedence, avoiding conflicts and risks.

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2	Not yet	Add the title “Business Development Director” to the definition of Business Executive.	In accordance with the Company's adjusted Organizational Chart issued on October 30, 2024.
3	Clause 9, Article 2, The person in charge of corporate governance is the person with the responsibilities and powers prescribed in Article 281 of Decree 155/2020/ND-CP.	Clause 9, Article 2, The person in charge of corporate governance is the person with the responsibilities and powers prescribed in Clause 4, Article 33 of the Charter and Article 281 of Decree 155/2020/ND-CP.	Additional basis in the Company Charter
4	Adjust the entire wording “Chief Executive Officer”/ “Deputy Chief Executive Officer”	“General Director”/ “Deputy General Director”.	Adjust to comply with the Law on Enterprises and the Company's current Business Registration Certificate.
5	Clause 13, Article 2: “Enterprise manager” means the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding the position of legal representative of the Company.	Clause 13, Article 2 “Enterprise Manager” means the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding other management positions approved by the Company's Board of Directors from time to time.	Adjusted to comply with Clause 24, Article 4 of the Law on Enterprises

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6	Not yet	<p>Article 2, Clause 3: Interpretation of terms and abbreviations:</p> <p>- Words not explained in this Charter shall be construed according to the provisions of the Company Charter and current laws.</p> <p>- In this Regulation, references to one or more provisions or legal documents shall include amendments, supplements or replacements of such documents from time to time.</p>	Supplement to clarify contents that have not been abbreviated and cases of references to other documents and materials
7	Clause 1, Article 4: The Board of Directors has six (06) members, including at least two (02) independent members of the Board of Directors.	Article 4, Clause 1: The Board of Directors has six (06) members, including at least two (02) independent members of the Board of Directors. The Company's Board of Directors structure must ensure that at least 1/3 of the total number of Board of Directors members are non-executive members.	Supplement to comply with the provisions on the structure of the Board of Directors applicable to public companies as prescribed in Article 276 of Decree 155/2020 of the Government on guiding the implementation of the Law on Securities.
8	Clause 2, Article 16: An independent member of the Board of Directors must notify the Board of Directors that he/she no longer meets the standards and conditions specified in	Clause 2, Article 16: An independent member of the Board of Directors must notify the Board of Directors that he/she no longer meets the	Adjust terms to correct

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	<u>Clause 2 of this Article and</u> is automatically no longer an independent member of the Board of Directors from the date of no longer meeting the standards and conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest meeting of the General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or replace an independent member of the Board of Directors within six (06) months from the date of receipt of the notice from the relevant independent member of the Board of Directors.	standards and conditions specified in <u>Clause 1 of this Article</u> and is automatically no longer an independent member of the Board of Directors from the date of no longer meeting the standards and conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest meeting of the General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or replace an independent member of the Board of Directors within six (06) months from the date of receipt of the notice from the relevant independent member of the Board of Directors.	
9	Clause 6, Article 7: When deemed necessary, the Board of Directors shall decide to appoint a Company Secretary. The Company Secretary shall have the rights and obligations as prescribed in Clause 5, Article 156 of the Law on Enterprises.	Clause 6, Article 7: When deemed necessary, the Board of Directors shall decide to appoint a Company Secretary. The Company Secretary shall have the rights and obligations as prescribed in Clause 5, Article 156 of the Law on Enterprises and <u>Article 37 of the Company Charter.</u>	Additional basis of the Company Charter .
10	Clause 1, Article 9: Shareholders or groups of shareholders owning eight percent (08%) or more of the total number of common shares have the	Clause 1, Article 9: Shareholders or groups of shareholders owning eight percent (08%) or more of the	Supplement the basis of the Company's Charter.

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	right to nominate members to the Board of Directors. The method of nominating and electing members of the Board of Directors is implemented according to the provisions of Articles 16 and 17 of the Internal Regulations on Corporate Governance.	total number of common shares have the right to nominate members to the Board of Directors. The method of nominating and electing members of the Board of Directors is implemented according to the provisions of Articles 16 and 17 of the Internal Regulations on Corporate Governance and Article 26 of the Company Charter .	
11	Clause 2, Article 10: The Company shall disclose information related to candidates for the Board of Directors as prescribed in Article 26 of the Company Charter.	Clause 2, Article 10: The Company shall disclose information related to candidates for the Board of Directors in accordance with Article 19 of the Internal Regulations on Corporate Governance and Article 26 of the Company Charter.	Supplement the basis of the Company's Internal Regulations on Governance.
12	Not yet	Clause 5, Article 16: In case the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors attending and agreeing to sign the meeting minutes and having full contents as prescribed in Points a, b, c, d, dd, e, g and h, Clause 1, Article 158 of the Law on Enterprises, then these minutes shall be valid. The meeting minutes shall clearly state that the chairperson or the person recording the minutes refuses to sign the meeting	Supplement this provision to comply with the provisions of Article 158 of the Law on Enterprises and Clause 6, Article 7 of the Law amending the Law on Public Investment, the Law on Investment under the public-private partnership

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		minutes. The person signing the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson or the person recording the minutes shall be personally responsible for damages incurred by the enterprise due to refusal to sign the meeting minutes in accordance with the provisions of the Law on Enterprises, the Company Charter and relevant laws.	model, the Investment Law, the Housing Law, the Bidding Law, the Electricity Law, the Enterprise Law, the Law on Special Consumption Tax and the Law on Civil Judgment Enforcement 2022 effective from March 1, 2022.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval, and authorizes the Board of Directors to adjust the wording, spelling, structure and form of the Articles in the Board of Directors' Operating Regulations to make them clearer, more transparent and more accurate, but without changing the content and meaning of the Articles already stipulated.

**Board of Directors
CHAIRPERSON**

Recipient:

- As above;
- Save to BOD/VT;
- Information disclosure.

(signed and stamped)

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