

## PROPOSAL

*Re: Amendment and Supplement of Internal Regulations on Corporate Governance*

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 Internal Regulations on Corporate Governance to comply with current legal regulations, enhance the effectiveness of the Company's governance and business operations, meet the needs of strategic development and approach good governance practices in the world, the points of amendment and supplementation include:

TT	Content before adjustment	Content after adjustment	Purpose of adjustment
1	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.
2	Article 1, Clause 3: This regulation applies to members of the Board of Directors, <u>the General Director</u> , and related persons.	Clause 3, Article 1: This Regulation applies to members of the Board of Directors, <b>Audit Committee, Committees, and Subcommittees under the Board of Directors. General Director, Business Executive</b> and related persons.	Add applicable objects.

TT	Content before adjustment	Content after adjustment	Purpose of adjustment
3	Clause 7, Article 2: VSD is the Vietnam Securities Depository Center, or the Vietnam Securities Depository and Clearing Corporation (after name change).	Clause 7, Article 2: <b>VSDC</b> Vietnam Securities Depository and Clearing Corporation.	Adjust to match current name.
4	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 <b>Clause 4, Article 33 of the Company Charter</b> and Article 281 of Decree 155/2020/ND-CP.	Supplement the basis in the Company Charter.
5	Clause 12, Article 2: The enterprise manager is 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.	The business manager is the Chairman of the Board of Directors, member of the Board of Directors, <b>General Director. and other individuals holding management positions approved by the Board of Directors from time to time.</b>	Adjusted in accordance with Clause 4, Article 24 of the Law on Enterprises
6		Article 2, Clause 3: 1. Other terms used in this Charter shall be construed as prescribed in Article 1 of the Company Charter. 2. Words not explained in this Charter shall be construed according to the provisions of the Company Charter and current laws. 3. In this Regulation, references to one or more provisions or legal documents shall include amendments, supplements or replacements	Supplement to clarify contents that have not been abbreviated and cases of references to other documents and materials.

TT	Content before adjustment	Content after adjustment	Purpose of adjustment
		of such documents from time to time.	
7	<p>Clause 1, Article 5. How to register to attend the General Meeting of Shareholders and procedures for conducting the General Meeting of Shareholders</p> <p>1. How to register to attend the General Meeting of Shareholders before the opening date of the General Meeting of Shareholders.</p>	<p>Clause 1, Article 5. How to register to attend the General <b>Meeting</b> of Shareholders and procedures for conducting the General Meeting of Shareholders</p> <p>1. How to register to attend the General <b>Meeting</b> of Shareholders before the opening date of the General Meeting of Shareholders.</p>	Adjust to clarify meaning, avoid confusion.
8	<p>Clause 2, Article 5: Regulations on authorization to attend congresses. Shareholders, representatives According to the authorization of the shareholder being an organization, it can directly attend the meeting or authorize in writing one or more other individuals or organizations to attend the meeting according to the provisions of Article 16 of the Company's Charter.</p>	<p>Clause 2, Article 5: Regulations on authorization to attend the shareholders' meeting .</p> <p><b>Shareholders</b> may attend the meeting in person or authorize in writing one or more other individuals or organizations to attend the meeting as prescribed in Article 16 of the Company's Charter.</p>	Adjust to clarify meaning, avoid confusion.
9	<p>Clause 3, Article 5: The method of registering to attend the General Meeting of Shareholders and checking the qualifications of delegates on the date of the General Meeting of Shareholders shall be implemented according to the provisions of Clause 1, Clause 2, Clause 3, Article 20 of the Company's Charter.</p>	<p>Clause 3, Article 5: The method of registering to attend the General <b>Meeting</b> of Shareholders and checking the qualifications of delegates on the date <b>of the</b> General Meeting of Shareholders shall be implemented according to the provisions of Clause 1, Clause 2, Clause 3, Article 20 of the Company's Charter.</p>	Adjust to clarify meaning, avoid confusion.

TT	Content before adjustment	Content after adjustment	Purpose of adjustment
10	Article 6, Clause 1: - Delegates vote to approve, disapprove or abstain from voting on an issue put to vote at the Congress by raising the Voting Card or filling in the options on the Voting Card.	Article 6, Clause 1: - Delegates vote to Approve, Disapprove or No Opinion on an issue put to vote at <b>the General Meeting of Shareholders</b> by raising the Voting Card or filling in the options on the Voting Card.	Adjust to clarify meaning, avoid confusion.
11	Point b, Clause 1, Article 21: Minutes of the Board of Directors' meetings must be detailed and clear. The meeting chair and the person recording the minutes must sign the minutes, except for the case specified in Point a, Clause 5, Article 22 of this Regulation. Minutes of the Board of Directors' meetings must be kept in accordance with the provisions of law and the Company's Charter.	Point b, Clause 1, Article 21: Minutes of the Board of Directors' meetings must be detailed and clear. The meeting chair and the person recording the minutes must sign the minutes, except for the case specified in <b>Clause 15, Article 31 of the Company's Charter</b> . Minutes of the Board of Directors' meetings must be kept in accordance with the provisions of law and the Company's Charter.	Adjust to conform to the Charter after amendment.
12	Not yet	<b>Article 24. Structure of committees and sub-committees under the Board of Directors</b> The number and composition of members of each committee and sub-committee of the Board of Directors are specified in Article 32 of the Company's Charter and in the Operating Regulations of each committee and sub-committee.	Add more to match the Company's current governance structure.

TT	Content before adjustment	Content after adjustment	Purpose of adjustment
13	Not yet	<p><b>Article 25. Requirements for the Chairman of the Committee, Heads of sub-committees and members of committees and sub-committees</b></p> <p>1. The Committee Chairmen and Subcommittee Heads must at least quarterly inform the Board of Directors of all important matters related to the work of the committees and subcommittees.</p> <p>2. Provide complete and timely data information within the scope of responsibility to the Board of Directors.</p> <p>3. Take necessary legal measures to ensure the fulfillment of assigned responsibilities and tasks.</p> <p>4. Grasp the principles of business ethics and legal regulations related to the fields under the responsibility of the committee or subcommittee and have experience in the Company's field of operation.</p>	Add more to match the Company's current governance structure.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval, and at the same time authorizes the Board of Directors to adjust the wording, spelling, structure and form of the Articles in the Internal Regulations on Corporate Governance 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)*

**LE TAN PHUOC**