

No: 303/2018/TTr-HDQT-CTY

Ho Chi Minh City, March 26th , 2018

PROPOSAL TO THE 2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Re: Amending the Internal regulation on corporate governance

Pursuant to:

- *Enterprise Law No. 68/2014/QH13 passed by the National Assembly on November 26, 2014;*
- *Decree No.71/2017/ND-CP dated June 6th, 2017 guidelines on corporate governance of public companies;*
- *Circular No. 95/2017/TT-BTC dated 22/09/2017 guidelines on some articles of Decree No. 71/2017/ND-CP dated June 6th, 2017;*
- *The Charter of organization and operation of Phu Nuan Jewelry Joint Stock Company;*

On 22/09/2017, the Ministry of Finance issued Circular No. 95/2017/TT-BTC guiding some articles of Decree No. 71/2017/ND-CP. According to Article 4 of Circular 95/2017/TT-BTC: "Public company shall refer to the sample of Internal regulation on corporate governance in Appendix 02 to this Circular to establish Internal regulation on corporate governance, ensuring its compliance with the provisions of the Law on Enterprises, the Law on Securities, Decree No. 71/2017/ND-CP guiding on corporate governance of public companies and company charter"

Following the above instruction, in order to ensure the compliance with the provisions of law, the Board of Directors has amended the Company's governance regulation in accordance with the sample issued with Circular No. 95/2017/TT-BTC and the Company Charter.

With the above content, BOD would like to submit to the General Meeting of Shareholders to consider and approve the amendment of the internal regulation on corporate governance as per the attachment.

Respectfully be submitted.

Recipients:

- BOD, SB
- BOM
- Shareholders of PNJ;
- Archives: BOD; clerk;

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**FOR BOARD OF DIRECTORS
CHAIRWOMAN**

(Signed and stamped)

CAO THI NGOC DUNG

Attachment:

- Draft company governance regulation