

PROPOSAL TO THE 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Ref.: Establish Internal Audit Subcommittee under BOD to replace Finance Subcommittee

Pursuant to:

- *Enterprise Law No. 68/2014/QH13 by the National Assembly on November 26, 2014;*
- *Decree No. 05/2019/ND-CP dated January 22, 2019 on internal audit;*
- *The Charter of organization and operation of Phu Nhuan Jewelry JSC.*

Currently, according to the Company's Organization and Operation Regulation, the Board of Directors has 2 subcommittees, including the Strategic Subcommittee and the Financial Subcommittee.

On January 22, 2019, the Government issued Decree No. 05/2019 / ND-CP on internal audit, which stipulates the subjects that need to conduct internal audit including "listed companies" (Point a, Clause 1, Article 10 of Decree No. 05/2019/ND-CP). In addition, according to international practices on governance, the Internal Audit Committee has been established for a long time in the business activities of enterprises, the role of risk management as well as internal audit are becoming very important.

Based on the actual needs of the Company's operating and risk management activities as well as the current regulations, the roles and activities of the Financial Subcommittees under the Board of Directors are no longer appropriate. On that basis, in order to improve the management and operation, towards international standards and practices, the Board of Directors presents to the General Meeting of Shareholders for approval:

1. Dissolution of the Financial subcommittee under the Board of Directors;
2. Setting up the Internal Audit subcommittee under the Board of Directors. As such, the subcommittees under the Board of Directors will include: Strategic Subcommittee, Internal Audit Subcommittee.
3. Assigning the BOD to strengthen the personnel of the Internal Audit Subcommittee.
4. Assigning the Board of Directors to promulgate operational regulations and other regulations of the Internal Audit Committee (if any) to ensure compliance with the provisions of law and internal regulations of the Company.

Proposing to the General Meeting of Shareholders for reviewing and approving.

ON BEHALF OF THE BOARD OF DIRECTORS

Recipients:

- BOD, SB
- CEO
- PNJ Shareholders
- Archived: BOD
- Archived

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CHAIRWOMAN

CAO THI NGOC DUNG