

PROPOSAL TO THE 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS

**Ref.: Approved the resignation of the Board members
and elect additional Board Members for the term 2020 - 2025**

Pursuant to:

- Enterprise Law No. 68/2014/QH13 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2014;
- Decree No. 71/2017/NĐ-CP dated 06/06/2017 Guidelines on corporate governance applicable to public companies;
- Application for resignation of Board of Directors members;
- Board of Directors Resolution No. 134/2020/NQ-HĐQT-CTY dated February 27, 2020;
- Board of Directors Resolution No. 313/2020/NQ-HĐQT-CTY dated May 28, 2020;
- Charter of organization and operation of Phu Nuan Jewelry Joint Stock Company.

The Board of Directors proposes to the General Meeting of Shareholders to approve the resignation and elect additional members of the Board of Directors for the 2020 – 2025 as follow:

1. Approving the resignation of the Board members:

On February 27, 2020 and May 28, 2020, PNJ Board of Directors has received the resignation letters from the following BODs members:

Nº.	Name	Position	Term
1	Mrs. Pham Vu Thanh Giang	Board of Director member	2017 – 2022
2	Mrs. Pham Thi My Hanh	Board of Director member	2017 – 2022
3	Mr. Robert Alan Willett	Board of Directors independent member	2018 – 2023

On that basis, the Board of Directors present to the General Meeting of Shareholders to approve the dismissal of the Board members of Ms. Pham Vu Thanh Giang, Ms. Pham Thi My Hanh and Mr. Robert Alan Willett from June 10, 2020.

2. Approving the additional election of 02 Board members for the 2020 – 2025 term at the 2019 Annual General Meeting of Shareholders:

Pursuant to Clause 2, Article 38 of the Charter of Organization and Operation of Phu Nuan Jewelry Joint Stock Company: "The Board of Directors has 09 members; in which must have at least 06 permanent members in Vietnam and at least 1/3 of the total members of the Board of Directors are independent Board members." Currently, the Board of Directors of the Company has only 07 members, of which only 02 members of the Board of Directors are independent."

After the resignation of the Board members was approved by the General Meeting of Shareholders. The number of members of the Board of Directors of the Company is only 06 members, of which, there is only 01 independent member of the Board of Directors.

On that basis, the Board of Directors proposes to the General Meeting of Shareholders to consider approving the additional election of three members of the Board of Directors for the 2020 – 2025 term at the Company's Annual General Meeting of Shareholders in 2020, in which additional voting at least 02 independent members of the Board of Directors.

Proposing to the General Meeting of Shareholders for review and approval.

Recipients:

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

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**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRWOMAN**



CAO THI NGOC DUNG