

REGULATION ON NOMINATION, SELF-NOMINATION TO THE BOARD OF DIRECTORS OF PHU NHUAN JEWELRY JOINT STOCK COMPANY

❖ **PURSUANT TO:**

- The Law on Enterprise No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 17/06/2020;
- Decree No. 155/2020/NĐ-CP about guidelines on corporate governance of public companies;
- The Charter of organization and operation of Phu Nhuan Jewelry Joint Stock Company;
- The actual situation of the Company.

❖ **OBJECTIVES:**

- To ensure the principles of openness, fairness and democracy;
- ❖ To create favorable conditions for the 2021 Annual General Meeting of Shareholders of Phu Nhuan Jewelry Joint Stock Company (PNJ).

❖ **CONTENT:**

- **Number of member of Board of Director (BOD) need to be elected:** 02 members, at least 01 independent member.
- **Term of BOD:** Five (5) years (2021 – 2026).
- **Number of candidates for BOD:** Not limited.
- **Conditions of Nomination/self-nomination for BOD members:**
 - Shareholders holding voting shares have the right to combine the number of voting rights of each person to nominate candidates to the Board of Directors. A shareholder or group of shareholders holding from 5% to less than 10% of the shares with voting rights is entitled to nominate a candidate; from 10% to less than 20% to nominate up to two candidates; from 20% to less than 40% to nominate up to three candidates; from 40% to less than 50% nominate up to four candidates; from 50% to less than 60% to nominate up to five candidates; from 60% to less than 70% nominate up to six candidates; from 70% to less than 80% to nominate up to seven candidates; from 80% to less than 90% nominate up to eight candidates.
- **Eligibilities of candidates for BOD:**
 - Having full capacities of civil conduct, not a subject to be banned from establishment and management of enterprises as stipulated in Law on Enterprises.
 - Having professional qualifications or experiences in business management of the Company, and knowledge of laws;
 - No need to be a shareholder of the Company, but the relevant people are not currently in charge of or authorized to be a Supervisor, Chief Accountant of the Company;
 - Not concurrently serving as a member of the Board of Directors, General Director, and Supervisor in other jewelry companies.
 - Not owning more than 10% of charter capital of any other jewelry companies, except being approved by General Meeting of Shareholders;

- Relevant people do not jointly or privately own more than 35% of the charter capital of other jewelry companies, except being approved by General Meeting of Shareholders;
- Not currently be a member of the Board of Directors at more than five (5) years at other companies.
- **Mechanism for incumbents to nominate candidates:** In case the number of candidates for member of BOD is not enough, the incumbent BOD shall have the right to nominate additional candidates to meet the required number.
- ❖ **APPLICATION PACKAGE OF SELF-NOMINATING, NOMINATING CANDIDATES FOR THE BOARD OF DIRECTORS:**
 - **Application package of self-nominating, nominating candidates for BOD consists of:**
 - Form of nomination/self-nomination application;
 - Form of Curriculum Vitae filled out by the candidate;
 - Certificate of PNJ shares by the date of closing list of shareholders attending the 2021 Annual General Meeting of Shareholders (March 16th, 2021). (For example, Statement of Securities Trading Account issued by Securities Companies where shareholders have accounts, or the Certificate of share ownership issued by PNJ Company).
 - Certified copies of Identity Card, permanent or temporary residence, certificates of educational and professional qualifications.
 - **Application package of candidates must be delivered to the Organizing Committee of the General Meeting before 15:00pm of April 9th, 2021 to the following address:**
 - Phu Nhuan Jewelry Joint Stock Company
 - Address: 170E Phan Dang Luu street, Ward 3, Phu Nhuan District, HCMC, Vietnam
 - Tel: (+84-28) 3995 1703 – Fax: (+84-28) 3995 1702
 - For the candidates who will be nominated or self-nominated right at the Annual General Meeting, shareholder/group of shareholders are requested to provide all above required documents to the Chairman of the Meeting for consideration.
- ❖ **SELECTING CANDIDATE:**

Based on nomination/self-nomination applications of shareholders, the Board of Directors will select qualified candidates that meet all requirements stated in this regulation.

ON BEHALF OF BOARD OF DIRECTORS
CHAIRWOMAN
(Signed and sealed)
CAO THI NGOC DUNG