



**DRAFT RESOLUTION OF THE GENERAL MEETING OF
SHAREHOLDERS**

PHU NHUAN JEWELRY JOINT STOCK COMPANY

(Approved by the form of collecting written opinions of shareholders)

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Charter of Organization and Operation of Phu Nhuan Jewelry Joint Stock Company;*
- *Pursuant to the Minute of counting votes to collect shareholders' written opinions No. .../2021/BB-ĐHĐCĐ-CTY dated .../.../2021;*
- *Other relevant documents.*

DECISION

Article 1: Approving the adjustment of the private placement plan approved by the General Meeting of Shareholders in the Resolution of the 2021 Annual General Meeting of Shareholders No. 217/2021/NQ-ĐHĐCĐ-CTY dated April 17, 2021. Accordingly, the content of the plan after specific adjustment is as follows:

I. Private Placement Plan

- | | | |
|-----------------------|---|---|
| 1. Issuer | : | Phu Nhuan Jewelry Joint Stock Company |
| 2. Share name | : | Shares of Phu Nhuan Jewelry Joint Stock Company |
| 3. Type of share | : | Common share |
| 4. Stock code | : | PNJ |
| 5. Par value of share | : | 10,000 VND/share |
| 6. Issue method | : | Private placement |
| 7. Purpose of issue | : | The offering of ordinary shares of the Company is necessary to help the Company have more capital to: |
- Strengthening production capacity: Expansion of the factory at PNJ Jewelry Manufacturing and Trading Company to increase production capacity, serving the retail segment.

		<ul style="list-style-type: none"> • Improve and innovate production technology, product designs and optimize costs • Expansion of jewelry market: develop retail chain in width (geography) and depth (product line) • Implement the digital transformation roadmap <p>The General Meeting of Shareholders authorizes the Board of Directors to approve and implement the detailed capital use plan suitable for the approved issuance purpose.</p>
8. Charter capital before issuance	:	2,276,123,620,000 VND
9. Number of shares to be issued	:	Up to 15,000,000 shares (equivalent to 6.6% of total outstanding shares)
10. Total value of shares issued (At par value)	:	150,000,000,000,000 VND
11. Expected charter capital after issuance	:	2,426,123,620,000 VND
12. Asking price	:	Authorize the Board of Directors to decide but not lower than the average closing price of 30 consecutive trading days before the date the Board of Directors approves the issue price.
13. Target investors	:	Domestic and foreign individual and institutional investors who meet the conditions to be strategic investors or professional securities investors in accordance with current law.
14. Investor selection criteria	:	Being a domestic and foreign organization or individual with financial potential, wishing to cooperate with PNJ and meeting the conditions to be a strategic investor, professional securities investor in accordance with current laws.
15. Number of investors expected to offer	:	Offering an unlimited number of professional securities investors and less than 100 investors who are not professional securities investors.
16. Transfer restrictions	:	Authorize the Board of Directors to decide the transfer restriction period for each type of investor in accordance with current laws.
17. Expected issue time	:	Expected from Quarter 4/2021 to June 2022, right after being approved by the State Securities Commission (SSC). The specific implementation time will be decided by the Board of Directors.
18. Plan to handle undistributed shares	:	Authorize the Board of Directors to decide on distribution to other entities.

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| 19. Register for depository and trading of additional issued shares | Additional issued shares will be centrally registered at the Vietnam Securities Depository (“VSD”) and registered for additional listing at the Ho Chi Minh City Stock Exchange (HOSE) in accordance with the law. |
| 20. Change of Certificate of Business Registration | Authorize the Board of Directors to approve the change of the Company's charter capital in the Business Registration Certificate based on the results of the share offering in this issuance plan. |
| 21. Amendment of the Company's Charter | Authorize the Board of Directors to approve the amendment of the Company's Charter (charter capital) according to the actual results of the share issuance according to the above plan. |

II. Authorization to the Board of Directors

The General Meeting of Shareholders authorizes the Board of Directors to perform related work to complete the above-mentioned issuance plan, including:

1. Implement detailed issue plan:
 - Select and decide the time of offering and the offering price in accordance with the principles approved by the General Meeting of Shareholders.
 - Decide the detailed plan for using the capital obtained from the issuance; adjust the allocation and use of capital received from the issuance; change the purpose and plan of using capital (if necessary) to suit the actual situation to ensure the interests of shareholders and the Company and report to the nearest General Meeting of Shareholders on relevant adjustments in terms of purposes and plans for this capital (if any).
 - Decide, select, and approve the list of investors to be purchased and the number of shares to be purchased by each investor, based on ensuring compliance with current laws, ensuring an increased issuance capital is successful and brings benefits to shareholders and the Company.
 - Prepare and approve documents for offering shares to investors and report for issuance at the State Securities Commission in accordance with the provisions of law.
 - Prepare a plan to handle the number of shares not offered to buy all for investors (if any).
 - Authorize the Board of Directors to determine the status of professional securities investors and strategic investors. The Board of Directors is authorized to the Securities Company to determine the status of professional securities investors.
 - Authorize the Board of Directors to develop a plan to ensure the issuance of shares to meet the foreign ownership ratio.
 - Select a suitable consulting company to ensure the interests of shareholders and the interests of the Company.
 - Implement all procedures and processes according to the approved plan at the request of State management agencies to complete the issuance in accordance with the law.
2. Make a registration file for additional depository of additionally issued shares at VSD and register for additional listing at HOSE in accordance with the law.

3. Carry out the procedures for changing the Company's business registration related to the change of charter capital according to the results of the issuance of capital increase with the competent state agency.
4. Amendment of the Company's Charter regarding the charter capital based on the actual results of the above-mentioned issuance.
5. Implement specific investments of capital from the issuance and report to the General Meeting of Shareholders at the nearest General Meeting of Shareholders.
6. Depending on each specific case, the Board of Directors may assign/authorize the Legal Representative to perform one or several of the above authorized contents.

The Board of Directors submits to the General Meeting of Shareholders for approval.

Article 2: Approving the adjustment of the contents of the Company's business lines and activities, specifically as follows:

I. Adjusting the contents of the Company's business lines::

No.	(Code) Investment and business registration lines	(Code) Proposed amendments to registered investment and business lines
I.	Change and adjust the following business line:	
1	2420: Producing non-ferrous metal and precious metal Detail: Producing non-ferrous metal and precious metal, gold bar.	2420: Producing non-ferrous metal and precious metal Detail: Producing non-ferrous metal and precious metal
2	4662: Wholesale of metals and ore Details: Wholesale of gold, silver, precious metals, precious stones, semi-precious stones. Buy and sell gold bars.	4662: Wholesale of metals and ore Details: Buying and selling gold jewelry, fine art; wholesale silver finished products, other metals. Buying and selling gold bars, Wholesale of precious metals, gemstones strung, or mounted or inlaid.
3	4773: Retail of other new commodities in specialized stores Details: Retail sale of gold, silver, precious metals, precious and semi-precious stones, jewelry. Retail sale of souvenirs, knitting goods, handicrafts. Retail of watches and eyeglasses. Retail sale of gold, silver, precious metals, raw materials. Buy and sell gold jewelry, fine art. Export and import gold jewelry, fine art. Buy and sell gold bars	4773: Retail of other new commodities in specialized stores Details: - Buying and selling gold jewelry, fine arts, Buying and selling silver finished products, other metals. Retail sale of silver, precious metals, precious and semi-precious stones, strung, or blistered or mounted or inlaid. - Retail sale of souvenirs, knitting goods, handicrafts. Retail of watches and eyeglasses. - Export and import gold jewelry, fine art. Buy and sell gold bars.
4	4669: Other uncategorized specialized wholesale Details: + Wholesale of handicrafts. + Exporting and importing gold jewelry,	4669: Other uncategorized specialized wholesale Details: - Wholesale of handicrafts. - Exporting and importing gold jewelry, fine art

No.	(Code) Investment and business registration lines	(Code) Proposed amendments to registered investment and business lines
	fine art goods made of gold, silver, other precious metals, diamonds, precious stones, semi-precious stones, gold bars, raw gold in the form of leaves, powdered wire, blocks, ingots, seeds, pieces. Export and import of jewelry, imitation jewelry, and related details.	goods made of gold, silver, other precious metals, diamonds, precious stones, semi-precious stones, gold bars, raw gold in the form of leaves, powdered wire, blocks, ingots, seeds, pieces (not used to produce gold bars). - Export and import of jewelry, imitation jewelry, and related details.
5	4722: Retail of foodstuff in specialized stores (Implemented according to Decision 64/2009/QD-UBND dated 31/07/2009 and Decision No. 79/2009/QD-UBND dated October 17, 2009 of the People's Committee of Ho Chi Minh City on business planning. agricultural products and foodstuffs in Ho Chi Minh City)	4722: Retail of foodstuff in specialized stores (Implemented according to Decision 64/2009/QD-UBND dated 31/07/2009 and Decision No. 79/2009/QD-UBND dated October 17, 2009 of the People's Committee of Ho Chi Minh City on business planning. agricultural products and foodstuffs in Ho Chi Minh City) (excluding rice, cane sugar and beet sugar)
6	4632: Wholesale of food products (Not operate at headquarters)	4632: Wholesale of food products (Not operate at headquarters) (excluding rice, cane sugar and beet sugar)
7	4649: Wholesale of other household appliances Details: Wholesale of gold, silver, and precious metal jewelry. Wholesale of suitcases, briefcases, bags, wallets, other leather, and imitation leather goods. Wholesale watches, eyeglasses. Wholesale of imitation jewelry and related details. Wholesale of tourist goods of leather, imitation leather, and other materials. Wholesale fashion accessories. Wholesale of postcards and other publications. Wholesale of soaps, candles, essential oils, products from cinnamon, products from horns (except products from rare and precious animals), sculpture products	4649: Wholesale of other household appliances Details: Wholesale of finished jewelry in gold, silver, and precious metals (excluding coins). Wholesale of suitcases, briefcases, bags, wallets, other leather, and imitation leather goods. Wholesale watches, eyeglasses. Wholesale of imitation jewelry and related details. Wholesale of tourist goods of leather, imitation leather, and other materials. Wholesale fashion accessories. Wholesale of postcards and other publications (excluding printed books, pamphlets, pamphlets, and similar publications, single or non-binding sheets; newspapers, magazines, and other publications; periodicals, with or without graphic illustrations or containing promotional content and children's books, pictures, drawing or coloring books). Wholesale of soaps, candles, essential oils, products from cinnamon, products from horns (except products from rare and precious animals), sculpture products
8	6810: Doing business in real-estate, land use rights of owner, users, or leased land	6810: Doing business in real-estate, land use rights of owner, users, or leased land Details: Real estate business (except investment in

No.	(Code) Investment and business registration lines	(Code) Proposed amendments to registered investment and business lines
	Details: Real estate business.	construction of infrastructure of cemeteries and graveyards to transfer land use rights associated with infrastructure)
II	Remove the following business	
1	4761: Retail of books, newspapers, magazines, and stationery in specialized stores	

II. Authorization to perform:

The General Meeting of Shareholders approved the amendment and supplement of the Charter of Phu Nhuan Jewelry Joint Stock Company to suit the adjustment of the Company's business lines as above and assigned the Chairman of the Board of Directors to complete, sign, promulgate the Charter in accordance with current law.

The General Meeting of Shareholders authorizes the Legal Representative to carry out the procedures for changing the business registration with the competent state agency and perform all other relevant work to complete the adjustment of Company business as above.

Article 3: Implementation

Shareholders of Phu Nhuan Jewelry Joint Stock Company, members of the Board of Directors, Internal Audit Committee, General Director and relevant officers are responsible for the implementation of this Resolution.

The Resolution takes effect from the date of signing.

Recipients:

- SSC
- HOSE
- BOD, Internal Audit Committee
- PNJ's shareholders
- General Director
- Clerks
- Archive
- Nh

**ON BEHALF OF THE BOARD OF DIRECTOR
CHAIRWOMAN**

CAO THI NGOC DUNG