

## **REGULATION FOR PARTICIPATION IN NOMINATIONS, CANDIDATES AND ELECTION OF BOD MEMBERS PHU NHUAN JEWELRY JOINT STOCK COMPANY**

### **1. PURSUANT:**

- Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Decree No. 155/2020/ND-CP of the Government guiding on corporate governance applicable to public companies;
- Charter of organization and operation of Phu Nuan Jewelry Joint Stock Company;

### **2. PURPOSE:**

- Ensure compliance with laws and practices in Vietnam;
- Ensure the principle of publicity, democracy and legitimate interests of all shareholders;
- Ensure the centralization and organizational stability of the General Meeting of Shareholders.

### **3. CONTENTS OF THE REGULATION:**

- **Number of members of the Board of Directors to be elected:** 02 members.
- **Term:** 5-year-term (2022 – 2027).
- **Number of candidates for the Board of Directors:** Unlimited.
- **Conditions for nomination and candidates for the Board of Directors:**
  - Shareholders holding shares with voting rights have the right to combine the number of voting rights of each person together to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 5% to less than 10% of the voting shares may nominate a candidate; from 10% to less than 20% can nominate up to two candidates; from 20% to less than 40% can nominate up to three candidates; from 40% to less than 50% can nominate up to four candidates; from 50% to less than 60% can nominate up to five candidates; from 60% to less than 70% can nominate up to six candidates; from 70% to less than 80% can nominate up to seven candidates; from 80% to less than 90% can nominate up to eight candidates.
- **Criteria for candidates to the Board of Directors:**
  - Having full civil act capacity, not being prohibited from managing an enterprise as prescribed in the Law on Enterprises;
  - Having professional qualifications and experience in business administration or in the company's field, industry or business line and not necessarily being a shareholder of the company, unless otherwise provided for in the company's charter.
  - The relevant person is not currently holding or is authorized to hold the position of Chief Accountant of the Company;

- Not concurrently serving as a member of the Board of Directors, General Director, or business operator for another enterprise operating in the jewelry, watches, glasses manufacturing and trading industry;
  - Not owning more than 10% of the charter capital of another enterprise operating in the jewelry, watches, glasses manufacturing and trading industry, unless approved by the General Meeting of Shareholders;
  - The related person does not jointly own or separately own the contributed capital or shares of more than 35% of the charter capital of another enterprise operating in the jewelry, watches, glasses manufacturing and trading industry, unless approved by the General Meeting of Shareholders;
  - Not be concurrently a member of the Board of Directors in more than five (05) other companies.
- **Mechanism of incumbent Board of Directors to nominate candidates:** In case there is not enough number of BOD candidates to participate in the nomination or candidacy, the incumbent Board of Directors is entitled to nominate additional candidates for the required number of candidates.

**4. DOCUMENTS FOR PARTICIPATION IN NOMINATIONS, CANDIDATES AND ELECTION OF BOD MEMBERS:**

- **Dossier to participate in the candidacy and nomination of the Board of Directors includes:**
- Application for nomination (candidacy) to join the Board of Directors (according to the form);
  - Curriculum vitae declared by the candidate (according to the form);
  - Written certification of holding shares of PNJ (for example: Statement of Securities Trading Account issued by the Securities Company, which is issued by PNJ Stock Depository Shareholders, or the Certificate of Share Ownership issued by PNJ Company);
  - Notarized copies: ID card, permanent or temporary residence, diplomas certifying cultural and professional qualifications.
- **Dossier to participate in nominations and candidates should be sent to the Organizing Committee of the General Meeting before 15:00, April 6, 2022 at the following address:**
- Phu Nhuan Jewelry Joint Stock Company
  - Address: 170E Phan Dang Luu, Ward 3, Phu Nhuan District, Ho Chi Minh City, Vietnam
  - Phone: (028) 3995 1703 – Fax: (028) 3995 1702
- For the case of candidates, nominations right at the General Meeting, shareholders and groups of shareholders must immediately provide the above documents for the Chairman of the General Meeting to consider.

**5. SELECTION OF CANDIDATES:**

Based on the candidacy and nominations of shareholders, the Board of Directors will select candidates for the Board of Directors who fully meet the criteria specified in this Regulation on nomination and candidacy.

**On behalf of BOD**  
**CHAIRMAN OF THE BOARD**  
*(Signed and stamped)*  
**CAO THI NGOC DUNG**