

AMENDMENT OF THE COMPANY’S CHARTER OF PHU NHUAN JEWELRY JOINT STOCK COMPANY (PNJ)

- Pursuant to the Law on Enterprise No. 59/2020/QH14 passed by the XIV National Assembly of the Socialist Republic of Vietnam on June 17th, 2020 (Law on Enterprise 2020);
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the XIV National Assembly of the Socialist Republic of Vietnam on November 26th, 2019 (Law on Securities 2020);
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31st, 2020 detailing the implementation of several articles of the Law on Securities (Decree 155 of 2020);
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31st, 2020 of the Ministry of Finance guiding several articles on corporate governance applicable to public companies (Circular 116 2020).

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
1.	<p>ARTICLE 24: RIGHTS OF THE SHAREHOLDER</p> <p>Clause 5:</p> <p>5. Consider, look up and copy information <u>related to the shareholders</u> in the list of shareholders <u>eligible to attend the General Meeting of Shareholders</u> and request on amending inaccurate information.</p>	<p>ARTICLE 24: RIGHTS OF THE SHAREHOLDER</p> <p>Clause 5:</p> <p>5. Review, look up and extract information <u>related to names and contacts</u> in the list of shareholders <u>with voting rights</u>, request correction of <u>their own</u> incorrect information;</p>	<p><i>Amendment in accordance with Point dd, Clause 1, Article 115, Enterprise Law 2020</i></p>

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
2.	<p>ARTICLE 24: RIGHTS OF THE SHAREHOLDER</p> <p>Clause 9.1:</p> <p>9. A shareholder or group of shareholders holding from 5% of the total number of common shares has the following rights:</p> <p>9.1. Nominate candidates to the Board of Directors as stipulated in Enterprise Law this Charter and Corporate Governance Regulation;</p> <p>- Ordinary shareholders who form groups to nominate candidates to the Board of Directors must notify the meeting shareholders of the meeting before the opening of the General Meeting of Shareholders;</p> <p>- Based on the number of members of the Board of Directors, a shareholder or a group of shareholders stipulated in this Clause is entitled to nominate one or a number of people under the decision of the General Meeting of Shareholders as candidate to the Board of Directors. In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate under a decision of the General Meeting of Shareholders, the remaining number of candidates shall be determined by the Board of Directors and other nominated by other shareholders.</p>	<p>ARTICLE 24: RIGHTS OF THE SHAREHOLDER</p> <p>Clause 9.1:</p> <p>9. A shareholder or group of shareholders holding from 5% of the total number of common shares has the following rights:</p> <p>9.1. Nominate candidates to the Board of Directors as stipulated in Enterprise Law, this Charter and Regulation on Corporate Governance;</p> <p>- Ordinary shareholders who form groups to nominate candidates to the Board of Directors must notify the meeting shareholders of the meeting before the opening of the General Meeting of Shareholders;</p> <p>- Based on the number of members of the Board of Directors, a shareholder or a group of shareholders stipulated in this Clause is entitled to nominate one or a number of people under the decision of the General Meeting of Shareholders as the candidate to the Board of Directors. In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate under a decision of the General Meeting of Shareholders, the remaining number of candidates shall be determined by the Board of Directors and other nominated by other shareholders <u>according to the article 40 of this Charter.</u></p>	<p><i>Amendment to be clear and consistent with reality, avoid controversy when implementing later.</i></p>

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
3.	<p>ARTICLE 30: GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 5.1 and clause 6:</p> <p>5. Authority for convening the Extraordinary General Meeting of Shareholders:</p> <p>5.1. The Board of Directors must convene an Extraordinary General Meeting of Shareholders within thirty (30) days from the date on the remaining number of members of the Board of Directors, independent member of the Board of Directors as stipulated in Clause 4.3 of this Article. If the Board of Directors does not convene a meeting of the General Meeting of Shareholders as stipulated in Clause 5.1 of this Article, the Chairperson must be responsible to the law and must compensate for any damage arising to the Company.</p> <p>6. A meeting of the General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least above 50% of the total number of voting shares.</p> <p>6.1. If the first meeting does not have the necessary number of shareholders within 30 minutes from the time of determining the opening of the meeting of the General Meeting of Shareholders, the convenor of the meeting shall cancel the meeting. <u>The meeting of the General Meeting of</u></p>	<p>ARTICLE 30: GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 5.1 and clause 6:</p> <p>5. Authority for convening the Extraordinary General Meeting of Shareholders:</p> <p>5.1. The Board of Directors must convene an Extraordinary General Meeting of Shareholders within thirty (30) days from the date on the remaining number of members of the Board of Directors, independent member of the Board of Directors as stipulated in Clause 4.3 of this Article. If the Board of Directors does not convene a meeting of the General Meeting of Shareholders as stipulated in Clause 5.1 of this Article, the Chairperson <u>and members of the Board of Directors</u> must be responsible to the law and must compensate for any damage arising to the Company.</p> <p>6. A meeting of the General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least above 50% of the total number of voting shares.</p> <p>6.1. If the first meeting does not have the necessary number of shareholders within sixty (60) minutes from the time of determining the opening of the General Meeting of Shareholders, the convenor of the meeting shall cancel the</p>	<p><i>Amendment in accordance with Clause 2, Article 140, Enterprise Law 2020</i></p>

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
	<p><u>Shareholders must be re-convened within thirty (30) days</u> from the intended date of the first meeting of the General Meeting of Shareholders. The meeting of the General Meeting of Shareholders convened for the second time is conducted when the number of attending shareholders represents at least 33% of the total number of votes.</p> <p>6.2. If the second meeting does not have the necessary number of shareholders within 30 minutes from the time of determining the opening of the meeting of the General Meeting of Shareholders, <u>the third meeting of General Meeting of Shareholders may be conducted within 20 days</u> from the intended date of the second meeting of the General Meeting of Shareholders. In this case, the meeting of the General Meeting of Shareholders is conducted regardless of the total number of voting shares of the attending shareholders, is considered eligible and has the right to decide all the issues which intended to be approved at the first General Meeting of Shareholders.</p>	<p>meeting. <u>The notice of invitation to the second meeting must be sent within thirty (30) days</u> from the intended date of the first meeting of the General Meeting of Shareholders. The meeting of the General Meeting of Shareholders convened for the second time is conducted when the number of attending shareholders represents at least 33% of the total number of votes.</p> <p>6.2. If the second meeting does not have the necessary number of shareholders within sixty (60) minutes from the time of determining the opening of the General Meeting of Shareholders, <u>the convenor of the meeting shall cancel the meeting. The notice of invitation to the third meeting must be sent within thirty (30) days</u> from the intended date of the second meeting of the General Meeting of Shareholders. In this case, the meeting of the General Meeting of Shareholders is conducted regardless of the total number of voting shares of the attending shareholders, is considered eligible and has the right to decide all the issues which intended to be approved at the first General Meeting of Shareholders.</p>	<p><i>Amendments in accordance with Clause 1, Article 141 and Clause 1, Article 143, Law on Enterprises in 2020</i></p>
4.	<p>ARTICLE 31: RIGHTS AND OBLIGATIONS OF THE GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 2.6</p> <p>2.6. Change the conditions for issuing shares / bonds to strategic partners;</p>	<p>ARTICLE 31: RIGHTS AND OBLIGATIONS OF THE GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 2.6</p> <p>2.6. Change the conditions for issuing <u>convertible</u> shares / bonds to strategic partners;</p>	<p><i>Amendment in accordance with reality.</i></p>

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
5.	<p>ARTICLE 32: CONDUCTING THE GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 2.1:</p> <p>2. People who convene the General Meeting of Shareholders must perform the following tasks:</p> <p>2.1. Preparing the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. Information on the list of shareholders entitled to attend the General Meeting of Shareholders must be announced at least twenty (20) days before the final registration date. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made not earlier than five (5) working days prior to the date of sending the notice of invitation to the General Meeting of Shareholders. Authorization for a representative to attend a meeting of the General Meeting of Shareholders complies with Clause 2, Article 144 of the Law on Enterprises.</p>	<p>ARTICLE 32: CONDUCTING THE GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 2.1:</p> <p>2. People who convene the General Meeting of Shareholders must perform the following tasks:</p> <p>2.1. Preparing the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. Information on the list of shareholders entitled to attend the General Meeting of Shareholders must be announced at least twenty (20) days before the final registration date. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made within ten (10) days prior to the date of sending the notice of invitation to the General Meeting of Shareholders. Authorization for a representative to attend a meeting of the General Meeting of Shareholders complies with Clause 2, Article 144 of the Law on Enterprises</p>	<p><i>Amendment in accordance with Clause 1, Article 141, Enterprise Law 2020</i></p>
6.	<p>ARTICLE 32: CONDUCTING THE GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 3:</p> <p>3. Notice on attending the General Meeting of Shareholders shall be sent to all shareholders and at the same time it is announced on media of the stock Exchanges, on the electronic information page of the Company. This Notice must be sent at least fifteen (15) days in advance from the meeting day of</p>	<p>ARTICLE 32: CONDUCTING THE GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 3:</p> <p>3. Notice on attending the General Meeting of Shareholders shall be sent to all shareholders and at the same time it is announced on media of the stock Exchanges, on the electronic information page of the Company. This Notice must be sent at least twenty one (21) days in advance from the meeting</p>	<p><i>Amendment in accordance with Clause 1, Article 143, Law on Enterprises in 2020</i></p>

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
	the General Meeting of Shareholders, from the date the notice is sent or transferred legally, to be charged or put into the mailbox. The agenda of the General Meeting of Shareholders, the documents related to the issues to be voted at the meeting shall be sent to the shareholders or posted on the electronic information page of the Company. If the documents are not sent together with the Notice on attending the General Meeting of Shareholders, the notice must specify the address of the electronic information page for the shareholders to access.	day of the General Meeting of Shareholders, from the date the notice is sent or transferred legally, to be charged or put into the mailbox. The agenda of the General Meeting of Shareholders, the documents related to the issues to be voted at the meeting shall be sent to the shareholders or posted on the electronic information page of the Company. If the documents are not sent together with the Notice on attending the General Meeting of Shareholders, the notice must specify the address of the electronic information page for the shareholders to access.	
7.	<p>ARTICLE 33: PROCEDURE OF CONDUCTING MEETING AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 14:</p> <p><u>14. The General Meeting of Shareholders discusses and votes on each issue in the agenda. When conducting the voting at the meeting, the agree voting cards shall be collected first, the disagree voting cards shall be collected later, the non-opinion voting cards shall be collected at the last. The vote counting committee collects the number of agree votes, disagree votes and non-opinion votes. The total of these votes shall be declared by the Chairperson right after the vote for that matter.</u></p>	<p>ARTICLE 33: PROCEDURE OF CONDUCTING MEETING AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 14:</p> <p><u>14. The General Meeting of Shareholders discusses and votes on each issue in the agenda. The vote counting is conducted by agree votes, disagree votes and non-opinion votes. The results of the vote counting shall be declared by the chairperson right before the closing of the meeting;</u></p>	<p><i>Amendment in accordance with Clause 5, Article 146, Enterprise Law 2020</i></p>

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
8.	<p>ARTICLE 34: APPROVAL OF DECISIONS THE GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 3.9:</p> <p>3.9. Change of the conditions for shares or bonds issuance to strategic partners;</p>	<p>ARTICLE 34: APPROVAL OF DECISIONS THE GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 3.9:</p> <p>3.9. Change of the conditions for shares or <u>convertible</u> bonds issuance to strategic partners;</p>	<p><i>Recommended amendments are realistic, easy to implement later when issuing Non-Convertible Bonds.</i></p>
9.	<p>ARTICLE 34: APPROVAL OF DECISIONS THE GENERAL MEETING OF SHAREHOLDERS</p> <p>No stipulations</p>	<p>ARTICLE 34: APPROVAL OF DECISIONS THE GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 3.13 and clause 3.14:</p> <p><u>3.13. Extension of operating time;</u></p> <p><u>3.14. The transaction contract specified in Clause 11, Article 59 of this Charter.</u></p>	<p><i>Amendment in accordance with Article 59, Article 72, Draft Charter amending PNJ</i></p>
10.	<p>ARTICLE 34: APPROVAL OF DECISIONS THE GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 4:</p> <p>4. Voting members of the Board of Directors must be done by the method of cumulative voting whereby each shareholder has the total number of votes corresponding to the total number of shares multiplied by the number of voted members to the Board of Directors. Shareholders are can allocate all or part of their total number of votes to one or more candidates. The elected members of the Board of Directors are determined</p>	<p>ARTICLE 34: APPROVAL OF DECISIONS THE GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 4:</p> <p>4. Voting members of the Board of Directors must be done by the method of cumulative voting whereby each shareholder has the total number of votes corresponding to the total number of shares multiplied by the number of voted members to the Board of Directors. Shareholders are can allocate all or part of their total number of votes to one or more candidates. The elected members of the Board of Directors are</p>	<p><i>Supplement for more convenience in future election work;</i></p> <p><i>In accordance with Clause 3, Article 148, Enterprise Law 2020</i></p>

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
	<p>according to the number of votes cast from high to low, starting from the candidate with the highest number of votes until the number of members on the Boards comes up the number prescribed in this Charter. In cases where two (2) or more candidates reach the same number of votes for the last member of the Board of Directors or Supervisory Board, they shall re-elect candidates with the equal number of votes or optionally elect according to the election rules.</p>	<p>determined according to the number of votes cast from high to low, starting from the candidate with the highest number of votes until the number of members on the Boards comes up the number prescribed in this Charter. In cases where two (2) or more candidates reach the same number of votes for the last member of the Board of Directors or Supervisory Board, they shall re-elect candidates with the equal number of votes or optionally elect according to the election rules.</p> <p><u>In case of election of members of the Board of Directors, if the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors can be conducted by cumulative voting method as above or follow the voting method (agree, disagree, no opinion). The percentage of votes for approval by voting method shall comply with Clause 2, Article 34 of the Company's Charter or Clause 10, Article 36 of the Company's Charter.</u></p>	
11.	<p>ARTICLE 35: MINUTES OF GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 3:</p> <p>3. Minutes of the General Meeting of Shareholders must be published on the website of the Company within twenty four (24) hours <u>or</u> sent to all shareholders within fifteen (15) days from the date of closing date of General Meeting of</p>	<p>ARTICLE 35: MINUTES OF GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 3:</p> <p>3. Minutes of the General Meeting of Shareholders must be published on the website of the Company within twenty four (24) hours <u>and might</u> sent to all shareholders within fifteen (15) days from the date of closing date of General Meeting of</p>	<p><i>In accordance with the actual regulations on disclosure on the stock market.</i></p>

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
	Shareholders.	Shareholders.	
12.	<p>ARTICLE 36: PROCEDURE FOR COLLECTING SHAREHOLDERS' OPINION IN WRITTEN FORM IN THE GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 2:</p> <p>2. The Board of Directors must prepare written opinion form, the draft decision of the General Meeting of Shareholders and documents explaining the draft decision. The opinion form, draft decision and explaining documents must be sent by a registered mail to the registered address of each shareholder. The Board of Directors must ensure to send, publish the documents to the shareholders in a reasonable time to consider for voting and it must be sent at least fifteen (15) days before the deadline for receiving the opinion form.</p>	<p>ARTICLE 36: PROCEDURE FOR COLLECTING SHAREHOLDERS' OPINION IN WRITTEN FORM IN THE GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 2:</p> <p>2. The Board of Directors must prepare written opinion form, the draft decision of the General Meeting of Shareholders and documents explaining the draft decision. The opinion form, draft decision and explaining documents must be sent by a registered mail to the registered address of each shareholder. The Board of Directors must ensure to send, publish the documents to the shareholders in a reasonable time to consider for voting and it must be sent at least ten (10) days before the deadline for receiving the opinion form.</p>	<p><i>Amendment in accordance with Clause 2, Article 149, Enterprise Law 2020;</i></p> <p><i>In line with reality, it is convenient to collect written opinions later.</i></p>
13.	<p>ARTICLE 36: PROCEDURE FOR COLLECTING SHAREHOLDERS' OPINION IN WRITTEN FORM IN THE GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 4</p> <p>4. The opinion form must contain the following main contents:</p> <p>4.1. Name and address of the head office, <u>number and date of issuance of the business registration certificate, business registration address of the Company;</u></p>	<p>ARTICLE 36: PROCEDURE FOR COLLECTING SHAREHOLDERS' OPINION IN WRITTEN FORM IN THE GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 4</p> <p>4. The opinion form must contain the following main contents:</p> <p>4.1. Name and address of the head office, <u>business code;</u></p>	<p><i>Amendment in accordance with Clause 3, Article 149, Enterprise Law 2020;</i></p>

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
	<p>4.2. The purpose of opinion collection;</p> <p>4.3. Full name, <u>permanent residence, nationality, identity card number, passport or legal personal identity of the individual shareholder; name, permanent residence and nationality of the authorized representative of the shareholder as organization, the establishment decision no. or company's tax code of the shareholder who is an organization; the number of shares of each type and the number of shares have the right to vote.</u></p> <p>4.4. The issues need to be collected opinions for approval of the decision;</p> <p>4.5. The voting method consists of agree, disagree, non-opinion;</p> <p>4.6. Deadline for sending the answered opinion form to the company;</p> <p>4.7. Full name and signatures of the Chairperson of the Board of Directors and the legal representative of the Company.</p>	<p>4.2. The purpose of opinion collection;</p> <p>4.3. Full name, <u>contact address, nationality, number of legal license of the individual in the case of an individual shareholder; name, business identification number or legal document number of the organization, head office address, for shareholders being an organization, or full name, contact address, nationality, number of legal license of an individual, with representatives of shareholders being organizations; the number of shares of each class and the number of votes of shareholders;</u></p> <p>4.4. The issues need to be collected opinions for approval of the decision;</p> <p>4.5. The voting method consists of agree, disagree, non-opinion;</p> <p>4.6. Deadline for sending the answered opinion form to the company;</p> <p>4.7. Full name and signatures of the Chairperson of the Board of Directors and the legal representative of the Company.</p>	
14.	<p>ARTICLE 36: PROCEDURE FOR COLLECTING SHAREHOLDERS' OPINION IN WRITTEN FORM IN THE GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 6</p> <p>6. The Board of Directors counts votes and prepares the vote counting minutes with the witness of the shareholders not</p>	<p>ARTICLE 36: PROCEDURE FOR COLLECTING SHAREHOLDERS' OPINION IN WRITTEN FORM IN THE GENERAL MEETING OF SHAREHOLDERS</p> <p>Clause 6</p> <p>6. The Board of Directors counts votes and prepares the vote</p>	<p><i>Amendment in accordance with Clause 5, Article 149, Enterprise Law 2020;</i></p>

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
	<p>holding the managerial positions in the company. The vote counting minutes must have the following major contents:</p> <p>6.1. Name and address of the head office, <u>number and date of issuance of the business registration certificate, place of business registration;</u></p> <p>6.2. The purpose and the issues that need to be consulted for approval of the decision;</p> <p>6.3. Number of shareholders with the total number of shares with voting rights has participated in the vote, in which distinguishing the number of shares with valid voting rights and the number of shares with invalid voting rights, together with an annex for the list of shares crowded vote;</p> <p>6.4. Total number of agree, disagree and non-opinion votes to each issue;</p> <p>6.5. <u>The approved decisions;</u></p> <p>6.6. Full name and signature of the Chairperson of the Board of Directors, <u>the legal representative of the company and the vote counting supervisor.</u></p>	<p>counting minutes with the witness of the shareholders not holding the managerial positions in the company. The vote counting minutes must have the following major contents:</p> <p>6.1. Name and address of the head office, <u>business code.</u></p> <p>6.2. The purpose and the issues that need to be consulted for approval of the decision;</p> <p>6.3. Number of shareholders with the total number of shares with voting rights has participated in the vote, in which distinguishing the number of shares with valid voting rights and the number of shares with invalid voting rights, together with an annex for the list of shares crowded vote;</p> <p>6.4. Total number of agree, disagree and non-opinion votes to each issue;</p> <p>6.5. <u>The approved and the corresponding percentage of votes passed;</u></p> <p>6.6. Full name and signature of the Chairperson of the Board of Directors, <u>the vote counting supervisor and the vote counting executive.</u></p>	
15.	<p>ARTICLE 37: REQUEST ON THE CANCELLATION OF THE GENERAL MEETING OF SHAREHOLDERS'DECISION</p> <p>Clause 1:</p> <p>1. Within (90) days from the date of receiving the minutes of</p>	<p>ARTICLE 37: REQUEST ON THE CANCELLATION OF THE GENERAL MEETING OF SHAREHOLDERS'DECISION</p> <p>Clause 1:</p> <p>1. Within (90) days from the date of receiving the minutes of</p>	<p><i>Amendment in accordance with Article 24, Draft Charter amending PNJ;</i></p> <p><i>Amendment in</i></p>

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	<p>the General Meeting Shareholders or minutes of the voting result of the General Meeting of Shareholders, Board of Director member, General Director, a shareholder or group of shareholders as stipulated in clause 9, Article 23 of this Charter has the right to request the court or arbitrator to consider, cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:</p> <p>1.1. The order and procedure for convening the meeting and the decision making of the General Meeting of Shareholders do not comply with the regulations of the Law on Enterprise, this Charter, and Regulations of Corporate Governance; Except for the case specified in Clause 2, Article 152 of the Law on Enterprises;</p> <p>1.2. The content of the resolution violates the law or this Charter.</p>	<p>the General Meeting Shareholders or minutes of the voting result of the General Meeting of Shareholders, Board of Director member, General Director, a shareholder or group of shareholders as stipulated in clause 9, Article 23 of this Charter has the right to request the court or arbitrator to consider, cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:</p> <p>1.1. The order and procedure for convening the meeting and the decision making of the General Meeting of Shareholders seriously violate the regulations of the Law on Enterprise, this Charter, and Regulations of Corporate Governance; Except for the case specified in Clause 2, Article 152 of the Law on Enterprises;</p> <p>1.2. The content of the resolution violates the law or this Charter.</p>	<p><i>accordance with Clause 1, Article 151, Enterprise Law 2020.</i></p>
16.	<p>ARTICLE 39: RIGHTS AND OBLIGATIONS OF THE BOARD OF DIRECTORS</p> <p>Clause 3.2, point h</p> <p>Organizing training courses on corporate governance and necessary skills for members of the Board of Directors, General Director (Director) and other managers of the company.</p>	<p>ARTICLE 39: RIGHTS AND OBLIGATIONS OF THE BOARD OF DIRECTORS</p> <p>Clause 3.2, point h</p> <p>Organizing training courses on corporate governance and necessary skills for members of the Board of Directors, General Director and other managers of the company.</p>	<p><i>In accordance with the Enterprise Law of 2020</i></p>

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
17.	<p>ARTICLE 40: BOARD OF DIRECTOR MEMBERS</p> <p>Clause 4:</p> <p><u>If the number of candidates for the Board of Directors is nominated and candidates are still insufficient, Board of Directors may nominate more candidates or organize the nomination in a mechanism regulated by the Company. The nomination mechanism or the manner in which the incumbent board of directors nominates candidates for the Board of Directors must be clearly announced and approved by the General Meeting of Shareholders prior to nomination.</u></p>	<p>ARTICLE 40: BOARD OF DIRECTOR MEMBERS</p> <p>Clause 4:</p> <p><u>In case the number of candidates for the Board of Directors through nomination and candidacy as prescribed in Clause 5, Article 115 of the Law on Enterprises is still insufficient, the incumbent Board of Directors shall nominate additional candidates according to the Company's Charter, Regulations on Corporate Governance and Operation Regulation of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.</u></p> <p><u>In case the number of additional candidates nominated by the incumbent Board of Directors is still insufficient, the Board of Directors shall organize for other shareholders to nominate according to the provisions of the Company's Charter, Regulations on Corporate Governance and Operation Regulations of the Board of Directors. The nomination of additional candidates by other shareholders organized by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.</u></p>	<p><i>In accordance with Article 274, Decree 155 of 2020;</i></p> <p><i>Amendment for clarity and practicality.</i></p>

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
18.	<p>ARTICLE 41: CHAIRPERSON AND VICE CHAIRPERSON OF THE BOARD OF DIRECTORS</p> <p>Clause 2.1:</p> <p>2. The Chairperson of the Board of Directors has the following rights and tasks:</p> <p>2.1. Organize to assign tasks to members of the Board of Directors to implement the duties and rights <u>of the tasks</u> of the Board of Directors;</p>	<p>ARTICLE 41: CHAIRPERSON AND VICE CHAIRPERSON OF THE BOARD OF DIRECTORS</p> <p>Clause 2.1:</p> <p>2. The Chairperson of the Board of Directors has the following rights and tasks:</p> <p>2.1. Organize to assign tasks to members of the Board of Directors to implement the duties and rights of the Board of Directors;</p>	<p><i>Amendment in accordance with the Governance Regulations</i></p>
19.	<p>ARTICLE 48: RIGHTS AND OBLIGATIONS OF THE AUDIT COMMITTEE</p> <p>The Audit Committee has the rights and obligations prescribed in Article 161 of the Law on Enterprises, <u>the company's Charter</u> and the following rights and obligations:</p>	<p>ARTICLE 48: RIGHTS AND OBLIGATIONS OF THE AUDIT COMMITTEE</p> <p>The Audit Committee has the rights and obligations prescribed in Article 161 of the Law on Enterprises, <u>Article 9 of Regulations on Organization and Operation of the Board of Directors</u>, and the following rights and obligations:</p>	<p><i>Supplement to fulfill the rights and obligations specified in the Regulation on organization and operation of the Board of Directors</i></p>

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
20.	<p>ARTICLE 52: RIGHTS AND OBLIGATIONS OF THE GENERAL DIRECTOR</p> <p>Clause 12:</p> <p>12. Refusing to implement the decisions of the Chairperson, Vice Chairperson of the Board of Directors or members of the Board of Directors if it is considered to be illegal, contrary to the Charter and resolution of the General Meeting of Shareholders, and he must immediately notify the <u>Supervisory Committee's members</u>;</p>	<p>ARTICLE 52: RIGHTS AND OBLIGATIONS OF THE GENERAL DIRECTOR</p> <p>Clause 12:</p> <p>12. Refusing to implement the decisions of the Chairperson, Vice Chairperson or members of the Board of Directors if it is considered to be illegal, contrary to the Charter and resolution of the General Meeting of Shareholders, and must be responsible for immediately informing the Board of Directors through <u>the Audit Committee</u>;</p>	<p><i>Appropriately amend the governance model specified in the Draft Charter to amend PNJ;</i></p>
21.	<p>ARTICLE 58: PRUDENT RESPONSIBILITY OF THE MEMBERS OF BOARD OF DIRECTORS, GENERAL DIRECTOR AND EXECUTIVES</p> <p>Clause 1:</p> <p>1. Members of the Board of Directors, General Director and <u>other managers</u> have the following responsibilities:</p>	<p>ARTICLE 58: PRUDENT RESPONSIBILITY OF THE MEMBERS OF BOARD OF DIRECTORS, GENERAL DIRECTOR AND EXECUTIVES</p> <p>Clause 1:</p> <p>1. Members of the Board of Directors, General Director and <u>other executives</u> have the following responsibilities:</p>	<p><i>Amendment consistent with the title Article 58, Draft Charter amending PNJ;</i></p>
22.	<p>ARTICLE 59: HONEST RESPONSIBILITY AND AVOIDANCE OF INTEREST CONFLICTS OF THE COMPANY'S DIRECTOR</p> <p>Clause 4:</p> <p>4. The declaration, consideration, copy of the List of related parties and the related benefits declared as stipulated in clauses 1 and 2 of this Article shall be made as follows:</p>	<p>ARTICLE 59: HONEST RESPONSIBILITY AND AVOIDANCE OF INTEREST CONFLICTS OF THE COMPANY'S DIRECTOR</p> <p>Clause 4:</p> <p>4. The declaration, consideration, copy of the List of related parties and the related benefits declared as stipulated in clauses 1 and 2 of this Article shall be made as follows:</p>	<p><i>Amendment in accordance with Clause 4, Article 164, Enterprise Law 2020</i></p>

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
	<p>4.1. <u>Name, business code, address of head office, business lines of the company that their related parties jointly owns or separately owns the contributed capital or of over 10% of the charter capital;</u></p> <p>4.2. The List of the related parties and related benefits is kept at the head office of the Company; in necessary case, a part or the whole of the List can be kept at the branches of the company;</p> <p>4.3. Shareholders, authorized representatives of shareholders, members of the Board of Directors, Members of the Audit Committee, General Director and other business executives have the right to review, charge and copy a part or whole set of contents declared during working hours</p> <p>4.4. The Company must facilitate the persons specified at <u>Point 4.3</u> of this Clause to access, view, extract and copy the list of related persons of the Company and other contents in the fastest and most convenient manner; must not be deterred, difficult seconds for them in exercising this right. The order and procedures for reviewing, extracting and copying the declaration of related persons and related interests are specified in the corporate governance regulations.</p>	<p>4.1. <u>At the request of shareholders, the company must notify the list of related people and related interests to the General Meeting of Shareholders at the annual meeting;</u></p> <p>4.2. The List of the related parties and related benefits is kept at the head office of the Company; in necessary case, a part or the whole of the List can be kept at the branches of the company;</p> <p>4.3. Shareholders, authorized representatives of shareholders, members of the Board of Directors, Members of the Audit Committee, General Director and other business executives have the right to review, charge and copy a part or whole set of contents declared during working hours;</p> <p>4.4. The Company must facilitate the persons specified at <u>Point 4.2</u> of this Clause to access, view, extract and copy the list of related persons of the Company and other contents in the fastest and most convenient manner; must not be deterred, difficult seconds for them in exercising this right. The order and procedures for reviewing, extracting and copying the declaration of related persons and related interests are specified in the corporate governance regulations.</p>	

In addition, the Charter corrects spelling errors in Vietnamese, corrects word repetitions, and unifies some terms in Vietnamese.