

# AMENDMENT OF THE REGULATIONS ON CORPORATE GOVERNANCE 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 17<sup>th</sup>, 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 26<sup>th</sup>, 2019 (Law on Securities 2020);
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31<sup>st</sup>, 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 31<sup>st</sup>, 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.	<b>Article 2. Terms interpretation</b>  b. "Days" means weekdays, except Sunday and other public holidays and holidays as stipulated by the Company	<b>Article 2. Terms interpretation</b>  b. <u>"Working day"</u> is days of the week excluding <b>Saturday</b> , Sunday and other holidays according to the Company's regulation;	<i>Amendment in accordance with Clause 24, Article 4, Enterprise Law 2020</i>
2.	<b>Article 2. Terms interpretation</b>  N/A	<b>Article 2. Terms interpretation</b>  <u>d. "Company" is Phu Nhuan Jewelry Joint Stock Company;</u>	

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
3.	<p><b>Article 4. Rights of shareholders</b></p> <p><b><u>4.1. Shareholders have all rights and obligations in accordance with the Enterprise Law, Securities Law, related legal documents and the Company Charter, especially:</u></b></p> <p><b><u>a. The right to freely transfer shares which have been fully paid and recorded in the Company's registry of shareholders, except for cases of transfer restricted by law, the Company Charter and decision of General Meeting of Shareholders;</u></b></p> <p><b><u>b. The right to fair treatment. Each share of the same type provides its holder with equal rights, obligations and interests.</u></b></p> <p><b><u>c. The right to be fully notified periodic and extraordinary information about the Company's operation;</u></b></p> <p><b><u>d. The right and obligation to attend the General Meeting of Shareholders and to vote directly or via an authorized representative or by other methods prescribed by the Company Charter and other related legal regulations;</u></b></p> <p><b><u>e. The priority to purchase the Company's new shares offered proportionally to the shares being held.</u></b></p> <p><b><u>4.2. Shareholders have the right to protect their lawful interests. In case the decisions made by the General Meeting of Shareholders or the Board of Directors, General Director and executives violate laws or basis rights of shareholders as</u></b></p>	<p><b>Article 4. Rights of shareholders</b></p> <p>Shareholders of the Company have all the rights specified in Article 24 of the Company's Charter.</p>	<p><i>Amendment in accordance with Article 24, Draft Charter amending PNJ;</i></p>

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
	<p><u>prescribed by the law, shareholders have the right to request the cancellation of such decisions in accordance with the orders and procedures prescribed by the law. If these decisions cause damages to the Company, the Board of Directors, General Director and executives must indemnify the Company as prescribed by the Company Charter and related legal regulations. Shareholders have the right to claim the compensation for loss from the Company as prescribed by the law. Shareholders have the right to claim the compensation for loss from the Company as prescribed by the law.</u></p> <p><u>4.3. Major shareholders must not take advantage of their position to harm the rights and interests of the Company and other minor shareholders.</u></p> <p><u>4.4. Board of Directors must build a mechanism of contact and information exchange frequently with major shareholders.</u></p>		
4.	<p><b>Article 6. General Meetings of Shareholders</b></p> <p>6.1. The Company regulates the orders, procedures for convenning and voting at the General Meetings of Shareholders in accordance with Law on Enterprise, related statutory documents and the Company Charter, including main contents as follows:</p> <p>a. Announcement of closing the list of shareholders entitled to</p>	<p><b>Article 6. General Meetings of Shareholders</b></p> <p>6.1. The Company regulates the orders, procedures for convenning and voting at the General Meetings of Shareholders in accordance with Law on Enterprise, <b><u>related statutory documents and the Company Charter</u></b>, including main contents as follows:</p> <p><b><u>a. Authority to convene the General Meeting of</u></b></p>	<p><i>Supplement to be consistent with Circular 116 in 2020</i></p>

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
	<p>attend the General Meetings of Shareholders;</p> <p>b. Announcement of convening the General Meetings of Shareholders;</p> <p>c. The procedure of registering to attend the General Meetings of Shareholders;</p> <p>d. The method to conduct the General Meetings of Shareholders;</p> <p>e. Rule of voting, counting votes, and announcing result of vote counted at the General Meetings of Shareholders.</p> <p>f. Making minutes of the General Meetings of Shareholders;</p> <p>g. The method to raise objection to the resolutions of the General Meetings of Shareholders;</p> <p>h. Disclosure of resolutions of the General Meetings of Shareholders;</p> <p>i. The resolution approved by the General Meetings of Shareholders by the method of collecting written opinions;</p> <p>j. Other issues.</p>	<p><b><u>Shareholders;</u></b></p> <p>b. Announcement of closing the list of shareholders entitled to attend the General Meetings of Shareholders;</p> <p>c. Announcement of convening the General Meetings of Shareholders;</p> <p><b><u>d. Agenda and contents of the General Meeting of Shareholders;</u></b></p> <p>e. Method to register to attend the General Meeting of Shareholders</p> <p><b><u>f. Conditions of conduct;</u></b></p> <p>g. Method to organize the General Meeting of Shareholders;</p> <p>h. Method of voting, counting of votes, and announcing the results of the vote counting at the General Meeting of Shareholders;</p> <p>i. Make minutes of the General Meeting of Shareholders;</p> <p>j. Methods of objecting to resolutions of the General Meeting of Shareholders;</p> <p>k. Announcement of resolutions of the General Meeting of Shareholders;</p> <p>l. The adoption of a resolution by the General Meeting of Shareholders in the form of collecting written opinions</p>	

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		m. Other issues.	
5.	<p><b>Article 7. Orders, procedures for convening and voting at the General Meetings of Shareholders</b></p> <p><u>7.1.</u> Announcement of closing the list of shareholders entitled to attend the General Meetings of Shareholders:</p> <p>a. The list of shareholders entitled to attend the General Meetings of Shareholders is based on the list of securities holders provided by Vietnam Securities Depository, stipulated in the provisions of Section 2.1, Clause 2, Article 32 of the Company Charter.</p> <p>b. The list of shareholders entitled to attend the General Meeting of Shareholders must include full name, permanent residence, nationality, citizen identification card number, identity card, passport or personal identifications for individual shareholders; full name, business registration number or establishment decision number, address of head office for organization shareholders; The number of shares of each type, number and date of shareholder registration of each shareholder.</p> <p><u>7.2.</u> Notice of convening General Meeting of Shareholders shall be conducted in accordance with the provisions of Clause 3, <b>Article 33</b> of the Company Charter.</p> <p><u>7.3.</u> Registration method to attend the meeting of the General Meeting of Shareholders:</p> <p>a. Shareholders choose the register method to attend the meeting</p>	<p><b>Article 7. Orders, procedures for convening and voting at the General Meetings of Shareholders</b></p> <p><b><u>7.1. Authority to convene the General Meeting of Shareholders: The Board of Directors convenes the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the cases specified in Clause 4, Article 30 of the Company's Charter.</u></b></p> <p><u>7.2.</u> Notice of closing List of shareholders entitled to attend the General Meeting of Shareholders:</p> <p>a. The list of shareholders entitled to attend the General Meeting of Shareholders is made based on the List of securities owners provided by the Vietnam Securities Depository Center, in accordance with the provisions of Point 2.1, Clause 2, Article 32, Charter of the Company.</p> <p>b. The list of shareholders entitled to attend the General Meeting of Shareholders must contain their full name, permanent address, nationality, identification card number, identity card, passport or other legal personal identification of shareholders being individuals; name, enterprise code or establishment decision number, head office address of the shareholder being an organization; number of shares of each</p>	<p><i>Supplement to conform to Circular 116 2020.</i></p>

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	<p>of the General Meeting of Shareholders before the opening date of the meeting in the manner specified in the convening notice of the meeting, including:</p> <p><input type="checkbox"/> Via email, fax.</p> <p><input type="checkbox"/> Appointment of a proxy If organization shareholders send more than one authorized representative, they must specify the number of shares authorized to each person.</p> <p><input type="checkbox"/> Other methods prescribed by Board of Directors in accordance with legal regulations.</p> <p>b. On the date of General Meeting of Shareholders, the Company conducts procedures for shareholder registration as stipulated in Clause 2, Article 33 of the Company Charter.</p> <p><b><u>7.4.</u></b> The form of election and the method of voting for each issue are specified in the working regulations at the General Meeting of Shareholders approved at the beginning of the meeting of the General Meeting of Shareholders.</p> <p><b><u>7.5.</u></b> Counting votes:</p> <p>a. The General Meeting of Shareholders shall elect Vote Counting Committee at the request of the Chairperson before the commencement of the General Meeting of Shareholders. The number of members of the Vote Counting Committee is not less than three (3) persons. For sensitive matters and if required by the shareholders, the Company will appoint a neutral organization to</p>	<p>class, number and date of shareholder registration of each shareholder.</p> <p>7.3. The notice to convene the General Meeting of Shareholders shall comply with the provisions of Clause 3, <b><u>Article 32</u></b>, of the Company's Charter.</p> <p><b><u>7.4. Agenda and content of the General Meeting of Shareholders:</u></b></p> <p><b><u>a. The convenor of the General Meeting of Shareholders must prepare the agenda and contents of the meeting.</u></b></p> <p><b><u>b. Shareholders or groups of shareholders specified in Clause 9, Article 24 of the Company's Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The petition must be in writing and sent to the company at least 03 working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of share of shareholders, and the issues proposed to be included in the meeting agenda.</u></b></p> <p><b><u>c. In case the convenor of the General Meeting of Shareholders rejects the recommendation specified at Point b, Clause 7.4 of this Article, the reason must be sent in writing within 02 working days before the opening date of the General Meeting of Shareholders. The convenor of the General Meeting of Shareholders may refuse a</u></b></p>	<p><i>Amendment in accordance with Clause 3, Article 32 of the Draft Amended Charter of PNJ Supplemented to conform to Circular 116 2020.</i></p>

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
	<p>conduct the vote counting.</p> <p>b. The vote counting shall be conducted in compliance with the provisions of the Voting and working regulation and the provisions of Clause 14, Article 33 of the Company Charter. The counting result must be recorded in the Minutes of counting votes with full signatures of the members of the Vote Counting Committee. Voting ballots, vote counting minutes and related documents must be sealed and handed over to the Chairperson at the end of the General Meeting of Shareholders.</p> <p>7.6. The total number of voting shares, <b>voting against</b> or no opinion on each voted matter shall be publicly announced by the Chairperson or Vote Counting Committee and recorded in the Minute of the General Meeting of Shareholders after the vote counting has been completed.</p> <p>7.7. Minutes of the General Meeting of Shareholders are prepared in compliance with the provisions of Article 35 of the Company Charter.</p> <p>7.8. Resolutions of the General Meeting of Shareholders must be disclosed in accordance with the law on securities and published on the website of the Company within twenty-four (24) hours from the closing date of General Meeting of Shareholders.</p> <p><b>7.9.</b> The method of collecting shareholders' opinions in written to adopt resolutions of the General Meeting of Shareholders shall be conducted as regulated in the provisions of Article 36 of the</p>	<p><b><u>petition only in one of the following cases:</u></b></p> <p><b><u>- The petition is not sent in accordance with the provisions of Point b, Clause 7.4 of this Article;</u></b></p> <p><b><u>- Proposed issues are not under the decision-making authority of the General Meeting of Shareholders;</u></b></p> <p><b><u>- Other cases as prescribed in the company's charter.</u></b></p> <p><b><u>d. The convenor of the General Meeting of Shareholders must accept and include the recommendations specified at Point b, Clause 7.4 of this Article in the proposed agenda and contents of the meeting, except for the case specified at Point c, Clause 7.4 of this Article; proposals are officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.</u></b></p> <p><b><u>7.5. Conditions for conducting the General Meeting of Shareholders are specified in Clause 6, Article 30 of the Company's Charter.</u></b></p> <p><b><u>7.6.</u></b> Method to register to attend the General Meeting of Shareholders:</p> <p>a. Shareholders choose to register to attend the meeting of the General Meeting of Shareholders before the opening date of the meeting in the manner stated in the notice convening the meeting, including:</p> <p>- Register to attend the meeting by email, fax.</p>	

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	<p>Company Charter. <b><u>The Company shall not seek written opinions from shareholders on matters which, in accordance with the Law on Enterprises, the Law on Securities, other legal regulations, the Company Charter and this Regulation, must be approved in General Meeting of Shareholders.</u></b></p> <p><b><u>7.10.</u></b> Shareholders or groups of shareholders specified in Clause 9, Article 23 of the Company Charter shall have the right to request Courts or Arbitrators to consider and cancel the decisions of the General Meeting of Shareholders in accordance with the provision of Article 37, Company Charter.</p>	<p>- Authorize a representative to attend the meeting. In case an institutional shareholder has more than one authorized representative, the number of authorized shares must be specified for each authorized representative.</p> <p>- Other forms of registration to attend the General Meeting of Shareholders shall be prescribed by the Board of Directors in accordance with the law.</p> <p>b. On the date of holding the General Meeting of Shareholders, the Company shall carry out the procedures for shareholder registration according to the provisions of Clause 2, Article 33 of the Company's Charter.</p> <p><b><u>7.7.</u></b> Voting method: The voting form and voting method for each issue are specified in the Regulations on working at the meeting approved by the General Meeting of Shareholders before the start of the General Meeting of Shareholders.</p> <p><b><u>7.8.</u></b> Vote counting method:</p> <p>a. The General Meeting of Shareholders elects the Vote Counting Committee at the request of the Chairman before the start of the General Meeting of Shareholders. The number of members of the Vote Counting Committee is not less than three (3) people. For sensitive issues and if requested by shareholders, the Company will appoint a neutral organization to conduct the vote counting.</p> <p>b. The counting of votes is carried out in accordance with the</p>	<p><i>Fully supplemented with facts for Congresses where Elections are held;</i></p> <p><i>Amendment in accordance</i></p>



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		<p>provisions of the Regulations on working and <b><u>voting/election</u></b> at the meeting and in compliance with the provisions of Clause 14, Article 33 of the Company's Charter. Vote counting results must be made into a vote counting minutes with all signatures of the members of the Vote Counting Committee. Voting cards, vote counting minutes and related documents must be sealed and transferred to the Chairman of the meeting after the meeting of the General Meeting of Shareholders is completed.</p> <p><b><u>7.9.</u></b> The total number of shares with agree, <b><u>disagree</u></b> and no opinion on each issue voted on, shall be publicly announced by the Chairperson or the Vote Counting Committee and recorded in the minutes of the General Meeting. shareholders after counting the votes.</p> <p><b><u>7.9.</u></b> Tổng số cổ phần có quyền biểu quyết tán thành, <b><u>không tán thành</u></b> hoặc không có ý kiến đối từng vấn đề được bỏ phiếu, sẽ được Chủ tọa hoặc Ban kiểm phiếu thông báo công khai và ghi vào nội dung Biên bản cuộc họp Đại hội đồng cổ đông sau khi đã tiến hành kiểm phiếu.</p> <p><b><u>7.10.</u></b> The minutes of the General Meeting of Shareholders are made according to the provisions of Article 35 of the Company's Charter.</p> <p><b><u>7.11.</u></b> Resolutions of the General Meeting of Shareholders must be disclosed in accordance with the provisions of the law on securities, and published on the website of the</p>	<p><i>with Clause 14, Article 33 of the Draft Amendment of PNJ's Charter.</i></p> <p><i>Amendment in accordance with Clause 1, Article 36 of the Draft Amendment of PNJ's Charter.</i></p>

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
		<p>Company within twenty-four (24) hours from the date of closing the General Meeting of Shareholders.</p> <p><b>7.12.</b> The method of collecting written opinions of shareholders to pass a resolution of the General Meeting of Shareholders shall comply with the provisions of Article 36 of the Company's Charter.</p> <p><b>7.13.</b> Shareholders, groups of shareholders specified in Clause 9, Article 24 of the Company's Charter, have the right to request the Court or Arbitrator to consider and cancel the decision of the General Meeting of Shareholders in accordance with the provisions of Article 37, Regulation on Company Charter.</p>	
6.	<p><b>Article 8. Board of Directors</b></p> <p><b>Clause 1:</b></p> <p>Number of members and term of office of the Board of Directors shall comply with the provisions of Clause 2 <b>and</b> Article 38 of the Company Charter.</p>	<p><b>Article 8. Board of Directors</b></p> <p><b>Clause 1:</b></p> <p>Number of members and term of office of the Board of Directors shall comply with the provisions of Clause 2 and Article 38 of the Regulation on Company Charter.</p>	<i>Typing mistake</i>
7.	<p><b>Article 10. Orders and procedures for nomination, self-nomination, election, removal and dismissal of members of the Board of Directors</b></p> <p><b>Clause 1:</b></p> <p>10.1. Members of the Board of Directors must ensure the</p>	<p><b>Article 10. Orders and procedures for nomination, self-nomination, election, removal and dismissal of members of the Board of Directors</b></p> <p><b>Clause 1:</b></p> <p>10.1. Members of the Board of Directors must ensure the</p>	<i>Not regulated to match Decree 155 in 2020</i>

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
	qualification of members of the Board of Directors as stated at Clause 1, Article 40 of the Company Charter. Member of the Board of Directors must not concurrently be member of the Board of Directors at more than five (5) companies, <b><u>except being the authorized representative of the Company at its subsidiaries and associated companies.</u></b>	qualification of members of the Board of Directors as stated at Clause 1, Article 40 of the Company Charter. Member of the Board of Directors must not concurrently be a member of the Board of Directors at more than five (5) companies.	
8.	<p><b>Article 12. Orders and procedures for conducting meetings of the Board of Directors</b></p> <p><b>Clause 1:</b></p> <p>The Board of Directors shall conduct its meetings in compliance with the provisions of the Company Charter, this Regulation and <b><u>the Regulation on Operation</u></b> of the Board of Directors.</p>	<p><b>Article 12. Orders and procedures for conducting meetings of the Board of Directors</b></p> <p><b>Clause 1:</b></p> <p>The Board of Directors shall conduct its meetings in compliance with the provisions of the Company Charter, this Regulation and <b><u>the Regulation on Organization and Operation</u></b> of the Board of Directors.</p>	<i>Change the name of the Regulation to match the regulations</i>
9.	<p><b>Article 12. Orders and procedures for conducting meetings of the Board of Directors</b></p> <p><b>Clause 8:</b></p> <p>12.8. The meeting content of the Board of Directors must be recorded in minutes and may be sound-recorded, video-recorded and archived in other electronic forms. Minutes of meetings of the Board of Directors must be detailed and clear in accordance with the provisions of the Company Charter, this Regulation, and <b><u>Regulation on Operation</u></b> of the Board of Directors. The Chairperson and secretary of the meetings shall be responsible for</p>	<p><b>Article 12. Orders and procedures for conducting meetings of the Board of Directors</b></p> <p><b>Clause 8:</b></p> <p>12.8. The meeting content of the Board of Directors must be recorded in minutes and may be sound-recorded, video-recorded and archived in other electronic forms. Minutes of meetings of the Board of Directors must be detailed and clear in accordance with the provisions of the Company Charter, this Regulation, and <b><u>Regulation on Organization and Operation of the Board of Directors</u></b>. The Chairperson and</p>	<i>Supplement in accordance with Clause 1, Article 158 of the Enterprise Law in 2020</i>

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
	<p>the truthfulness and accuracy of the minutes of the Board meetings. Minutes of meetings of the Board of Directors and documents used in the meetings must be archived at the head office of the Company in accordance with the provisions of the laws and the Company Charter.</p>	<p><u>scribe</u> of the meetings shall be responsible for the truthfulness and accuracy of the minutes of the Board meetings. Minutes of meetings of the Board of Directors and documents used in the meetings must be archived at the head office of the Company in accordance with the provisions of the laws and the Company Charter. <b><u>In case the chairperson or the minutes-recorder refuses to sign the meeting minutes, but if all other members of the Board of Directors attend the meeting to sign and have all the contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 1, Article 158 of the Law on Enterprises, these minutes shall take effect. The minutes of the meeting clearly state that the chairperson and the minutes-recorder refuse to sign the minutes of the meeting. The person who signs the minutes of the meeting is jointly responsible for the accuracy and truthfulness of the content of the minutes of the meeting of the Board of Directors. The chairperson, the person taking the minutes is personally responsible for damage caused to the company due to the refusal to sign the minutes of the meeting in accordance with this Law, the company's charter and relevant laws.</u></b></p>	
10.	<p><b>Article 14. Operation budget and bonus for the Board of Directors</b></p> <p><b>Clause 6:</b></p> <p>14.6. The total amount payable to the Board of Directors and</p>	<p><b>Article 14. Operation budget and bonus for the Board of Directors</b></p> <p><b>Clause 4:</b></p>	<p><i>Typing mistake</i></p> <p><i>Amendment in accordance</i></p>

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	each member of the Board of Directors in accordance with the provisions of <b>Clause 8</b> , Article 40 of the Company Charter shall be stated in detail in the Company's Annual Report and informed to all shareholders at the Annual General Meeting of Shareholders.	14.4. The total amount payable to the Board of Directors and each member of the Board of Directors in accordance with the provisions of <b>Clause 11</b> , Article 40 of the Company Charter shall be stated in detail in the Company's Annual Report and informed to all shareholders at the Annual General Meeting of Shareholders.	<i>with Clause 11, Article 40 of the Draft Amendment Charter of PNJ</i>
11.	<p><b>Article 21. Subcommittees supporting the activities of the Board of Directors and Office of the Board of Directors</b></p> <p><b>Clause 2</b></p> <p>21.2 The Board of Directors establishes the Office of the Board of Directors to assist the Board of Directors in accordance with the law. <b><u>The standards and number of employees working at the Office of the Board of Directors are decided by the Board of Directors.</u></b> Salaries and other benefits of employees working at the Office of the Board of Directors comply with the Company regulations.</p>	<p><b>Article 21. Subcommittees supporting the activities of the Board of Directors and Office of the Board of Directors</b></p> <p><b>Clause 2</b></p> <p>21.2 The Board of Directors establishes the Office of the Board of Directors to assist the Board of Directors in accordance with the law. Salaries and other benefits of employees working at the Office of the Board of Directors comply with the Company regulations.</p>	<i>Amendment in accordance with the current actual situation.</i>
12.	<p><b>Article 24. Selecting, appointing and removing the person in charge of corporate governance.</b></p> <p><b>Clause 1</b></p> <p>The Board of Directors selects a person in charge of corporate governance among the candidates, proposed by a member of the Board of Directors, who meets the criteria specified <b><u>in Clause 1 of this Article.</u></b> Profile and commitments of candidates must be</p>	<p><b>Article 24. Selecting, appointing and removing the person in charge of corporate governance.</b></p> <p><b>Clause 1</b></p> <p>The Board of Directors selects a person in charge of corporate governance among the candidates, proposed by a member of the Board of Directors, who meets the criteria specified in <b><u>Clause 2, Article 56</u></b> of the Company's Charter. Profile and</p>	Edit the terms of reference information.

No.	CURRENT CHARTER	RECOMMENDED CHANGES	LEGAL BASIS
	sent to members of the Board of Directors at least three (3) days before the date of the meeting to select the person in charge of corporate governance.	commitments of candidates must be sent to members of the Board of Directors at least three (3) days before the date of the meeting to select the person in charge of corporate governance.	
13.	<p><b>Article 24. Selecting, appointing and removing the person in charge of corporate governance.</b></p> <p><b>Clause 2</b></p> <p>The Board of Directors appoints a person in charge of corporate governance by a decision of the Board of Directors at the meeting Depending. <u><b>On the situation of the Company, the Board of Directors may appoint an Assistant Person in charge of corporate governance.</b></u></p>	<p><b>Article 24. Selecting, appointing and removing the person in charge of corporate governance.</b></p> <p><b>Clause 2</b></p> <p>24.2. The Board of Directors appoints the person in charge of corporate governance by decision of the Board of Directors at the meeting.</p>	<p><i>Amendment in accordance with the current actual situation.</i></p>
14.	<p><b>Article 27. The procedures, orders for coordination of activities between the Board of Directors, Audit Committee and General Director</b></p> <p><b>Clause 27. 2, point b</b></p> <p>The relationship between the Board of Directors and General Director:</p> <p>- The General Director is responsible for organizing the implementation of the resolutions and decisions of the Board of Directors. Specifically:</p>	<p><b>Article 27. The procedures, orders for coordination of activities between the Board of Directors, Audit Committee and General Director</b></p> <p><b>Clause 27. 2, point b</b></p> <p>The relationship between the Board of Directors and General Director:</p> <p>- The General Director is responsible for organizing the implementation of the resolutions and decisions of the Board of Directors. Specifically:</p>	<p><i>Amendment in accordance with the governance model specified in the Draft Charter to amend PNJ;</i></p>

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	+ To refuse to implement the decisions of Chairperson, Vice Chairperson of the Board of Directors or the Subcommittees of the Board of Directors if those decisions violate the law, the Charter of the Company, this Regulation, and resolutions the General Meeting of Shareholders.	+ Refuse to implement decisions of the Chairman, Vice Chairman of the Board of Directors or the Sub-committees of the Board of Directors if it is violate the law, the Company's Charter, this Regulation, and resolutions, decisions of the General Meeting of Shareholders and the Board of Directors, and <b><u>at the same time must immediately notify the Board of Directors through the Audit Committee;</u></b>	
15.	<p><b>Article 39. Responsibility for reporting and disclosure of members of the Board of Directors, General Directors, executives of the Company</b></p> <p><b>Clause 1, point a</b></p> <p>39.1. In addition to the responsibilities provided in Article 36 of this Regulation, members of the Board of Directors, General Directors, and executives are responsible for reporting and disclosing information on transactions in following cases:</p> <p>a. Transactions between the Company and companies in which the members mentioned above were the founders <b><u>or members of Board of Directors, General Director in the last three (3) years.</u></b></p> <p><b><u>b.</u></b> Transactions between the Company and companies in which related parties of the members mentioned above are members of Board of Directors, General Director, or major shareholders.</p>	<p><b>Article 39. Responsibility for reporting and disclosure of members of the Board of Directors, General Directors, executives of the Company</b></p> <p><b>Clause 1, point a</b></p> <p>39.1. Transactions between the Company and the company in which the above members are members, founder <b><u>or managers of the company during the last three (3) years before the time of the transaction.</u></b></p> <p>39.2. Transactions between the Company and the company in which the related person of the above members is a member of the Board of Directors, the General Director or a major shareholder.</p>	<p><i>Amendment in accordance with Clause 1, Article 299 of Decree 155 of 2020</i></p>

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