

## 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 CONTENT IN THE COMPANY CHARTER	PROPOSED TO CHANGE
1	<p><b>ARTICLE 2: DEFINITIONS</b></p> <p>“Law on Enterprise” is the Law on Enterprise No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020</p> <p>“Law on Securities” means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019.</p> <p>“Business operators” include Chief Executive Officer, Deputy Chief Executive Officer, Chief Operating Officer, Directors of Departments, Chief Accountants, and other business operators appointed by the Board of Directors.</p>	<p><i>“The Law on Enterprise” is Law on Enterprise No. 59/2020/QH14, which was passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and related documents guiding the implementation, amendment, supplement, and replacement.</i></p> <p><i>“Law on Securities” means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and related documents guiding the implementation, amendment, supplement, and replacement.</i></p> <p><i>“Business operators” include Chief Executive Officer, Chief Accountants, and other business operators nominated by the Chief Executive Officer for the decisions of the Board of Directors.</i></p>
	<b>ARTICLE 4: COMPANY’S HEAD OFFICE</b>	<b>ARTICLE 4: HEAD OFFICE AND ORGANIZATIONAL STRUCTURE OF THE COMPANY</b>

No.	CURRENT CONTENT IN THE COMPANY CHARTER	PROPOSED TO CHANGE
2	<p>The Company has Divisions, Departments, Branches, Business locations, domestic and foreign Representative offices established under the decision of the Board of Directors and according to the law to implement current production and business activities.</p>	<p><i>The company has the organizational structure as follows:</i></p> <p><i>1. Business support units include: Departments, Centers, Divisions, and Units are functional units, which are not required to register for establishment under the procedures specified by the State, and which do not engage in production or business activities. The Chief Executive Officer has the right to propose to the Board of Directors a different organizational structure, and the Board of Directors has the right to approve this structure in accordance with the actual situation and interests of the Company.</i></p> <p><i>2. Business units include: Branches, Representative offices, and Business locations, which must be registered for establishment according to the law.</i></p>

No.	CURRENT CONTENT IN THE COMPANY CHARTER	PROPOSED TO CHANGE
3	<p><b>ARTICLE 7: TERM OF OPERATION</b></p> <p>“Termination before the expiration date or extension of the company’s operation shall be decided by the General Meeting of Shareholders on the basis of the Law on Enterprise and must be approved by the competent state authority.”</p>	<p><i>Termination before the expiration date or extension of the company’s operation shall be decided by the General Meeting of Shareholders <b>or as prescribed by law and approved</b> by the competent state agency.</i></p>
4	<p><b>ARTICLE 14: CHARTER CAPITAL VỐN ĐIỀU LỆ</b></p> <p>“Charter capital shall be contributed in Vietnamese dong, foreign currency or in kind, and shall be accounted in a consistent unit of Vietnamese dong (VND).”</p> <p>The charter capital of the Company is VND 3,281,691,880,000 (Three trillion two hundred eighty-one billion six hundred ninety-one million eight hundred eighty thousand Vietnamese dong) as of the date of adoption of this Charter.”</p>	<p><i>“The charter capital of the Company is the total par value of the sold shares. The charter capital of the Company is recorded in the Certificate of Business registration and attached as an Appendix to this Charter.”</i></p> <p><i>“The charter capital is contributed in Vietnamese Dong, foreign currency or in kind and is accounted for in a unified unit of <b>Vietnamese Dong</b> (VND).”</i></p>
5	<p><b>ARTICLE 18: STOCKS AND OTHER SECURITIES CERTIFICATES</b></p> <p>“The shareholders of the company are issued with stock certificates corresponding to the number and type of owned shares.”</p> <p>“4. After shareholders have paid for their purchased shares from the Company, shareholders are recorded in the Shareholder Register and receive one or several stock certificates for all of their shares.”</p>	<p><i>“The shareholders are issued with stock certificates”</i></p> <p>4. After shareholders have <b>fully paid for their purchased shares</b> from the Company, shareholders are recorded in the Shareholder Register and receive one or several stock certificates for all of their shares.</p>

No.	CURRENT CONTENT IN THE COMPANY CHARTER	PROPOSED TO CHANGE
6	<p><b>ARTICLE 19: TRANSFER OF SHARES</b></p> <p>1. All shares are freely transferable unless otherwise provided in this Charter or by law. All shares listed on the Stock Exchange will be transferred according to the regulations of the State Securities Commission of Vietnam and the Stock Exchange.</p>	<p><i>“All shares are freely transferable <b>except where the Charter imposes transfer restrictions and where the law provides with other regulations. In the case of shares traded on the stock market, the transfer procedures shall be carried out in accordance with the Law on Securities.</b>”</i></p>
7	<p><b>ARTICLE 22: SHAREHOLDER REGISTER</b></p> <p>“4. In case a shareholder changes their <i>permanent address</i>, they must promptly notify the securities company, where they have opened their securities trading account, or the Securities Depository Center to update their information in the shareholder register. The company is not responsible for being unable to contact the shareholder due to not being informed of the change in shareholder's address.”</p>	<p><i>“4. In case a shareholder changes their <b>registered permanent/ temporary/ contact address for receiving notifications from the company</b>, they must promptly notify the securities company, where they have opened their securities trading account, or the Securities Depository Center to update their information in the shareholder register. The company is not responsible for being unable to contact the shareholder due to not being informed of the change in shareholder's address.”</i></p>
8	<p><b>ARTICLE 23: GENERAL REGULATIONS ON SHAREHOLDERS</b></p> <p>“1. Shareholders are <i>the owners of the company</i>, with corresponding rights and obligations based on the number and type of owned shares. Shareholders are only responsible for the debts and other asset-related obligations of the company to the extent of the contributed capital to the company.”</p>	<p><i>“1. Shareholders of a company are organizations or individuals who own one or more shares of the company. Shareholders have rights and obligations corresponding to the number and type of owned shares. Shareholders are only responsible for the debts and other asset-related obligations of the company to the extent of the contributed capital to the company.”</i></p>

No.	CURRENT CONTENT IN THE COMPANY CHARTER	PROPOSED TO CHANGE
9	<p><b>ARTICLE 25: RESPONSIBILITIES AND OBLIGATIONS OF SHAREHOLDERS</b></p> <p>“1. Adhere to the Company's Charter, Regulations on Corporate Governance, and other Regulations on internal management of the Company; comply with the decisions of the General Meeting of Shareholders, and the Board of Directors;”</p>	<p><i>“1. Adhere to the Company's Charter, Regulations on Corporate Governance, <b>and other Regulations of the General Meeting of Shareholders</b>, comply with the decisions of the General Meeting of Shareholders, and <b>comply with the decisions of the Board of Directors in cases where the decision is under the authority of the General Meeting of Shareholders and the General Meeting of Shareholders delegates to the Board of Directors for decision making.</b>”</i></p>

10	<p><b>SUPPLEMENTARY CLAUSE “Approval of contracts and transactions between the company and affiliated persons</b></p>	<p><b>SUPPLEMENTARY CLAUSE: “Approval of contracts and transactions between the company and affiliated persons</b></p> <p><i>1. The General Meeting of Shareholders or the Board of Directors approves the following contracts and transactions between the company and affiliated persons:</i></p> <p><i>a) Shareholders, authorized party of shareholders are organizations that own more than 10% of the company total common shares and their affiliated persons;</i></p> <p><i>b) Members of the Board of Directors, Director or Chief Executive Officer and their affiliated persons;</i></p> <p><i>c) Enterprises that the members of the Board of Directors, Audit Committee, Director or Chief Executive Officer and other managers of the company must declare as specified in Clause 2, Article 164 of the Law on Enterprise.</i></p> <p><i>2. The Board of Directors approves contracts and transactions in accordance with Clause 1 of this Article and with a value of less than 35% of the total assets value of the enterprise stated in the latest financial report, or another ratio or value smaller than regulated in the company's charter. In this case, the company's representative who signs the contract or transaction must notify the Board of Directors and the Audit Committee about affiliated persons in that contract or transaction and send a draft contract or the main content of the transaction. The Board of Directors decides to approve the contract or transaction within 15 days from the date of receiving the notification, except for cases where the company's charter stipulates another deadline; members of the Board of Directors who have interests in the parties in the contract or transaction have no right to vote.</i></p> <p><i>3. The General Meeting of Shareholders approves the following contracts and transactions:</i></p>
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No.	CURRENT CONTENT IN THE COMPANY CHARTER	PROPOSED TO CHANGE
		<p><i>a) Contracts and transactions other than those specified in clause 2 of this Article;</i></p> <p><i>b) Contracts and transactions of borrowing, lending, selling assets with a value greater than 10% of the total value of assets of the company recorded in the latest financial statements between the company and shareholders owning 51% or more of the total voting shares or affiliated persons of those shareholders</i></p> <p><i>4. In case of approving contracts and transactions as stipulated in Clause 3 of this Article, the company's representative signing the contract, the transaction must notify the Board of Directors about the affiliated persons of the contract or transaction and send the draft contract or notice of the main contents of the transaction. The Board of Directors shall submit the draft contract or transaction or explain the main contents of the contract or transaction at the General Meeting of Shareholders or obtain the opinions of the shareholders in writing. In this case, shareholders with interests related to the parties to the contract or transaction shall not have the right to vote.</i></p> <p><i>5. Contracts and transactions are invalidated according to the decision of the Court and handled according to the law when signed not in accordance with this Article; the signatory of the contract, transaction, shareholder, member of the Board of Directors or Director or Chief Executive Officer related to that transaction must jointly compensate for the damage caused, return to the company the benefits obtained from the implementation of that contract, transaction.</i></p> <p><i>6. The company must publicly disclose related contracts and transactions in accordance with laws and regulations.”</i></p>