

REGULATIONS ON THE ELECTION OF BOD MEMBERS PHU NHUAN JEWELRY JOINT STOCK COMPANY

1. PURSUANT TO:

- Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020;
- Decree No. 155/2020/ND-CP of the Government guiding corporate governance applicable to public companies passed on December 31st, 2020;
- Charter of Organization and Operation of Phu Nhuan Jewelry Joint Stock Company;

2. OBJECTIVES:

- Ensure compliance with laws and practices in Vietnam;
- Uphold the principles of openness, democracy, and legal rights of all shareholders;
- Ensure the proper and orderly conduction of the General Meeting of Shareholders (“GMS”).

3. REGISTERED ELECTORS

Shareholders possessing voting shares or authorized representatives of shareholders possessing voting shares (according to the list of PNJ shareholders finalized on March 18th, 2024) who are eligible to attend the 2024 Annual General Meeting of Shareholders.

- **NUMBER AND TERM OF BOD’S MEMBER TO BE ELECTED:** Board of Directors: 01 member.
- Board of Directors term: 5-year term (2024 - 2029).

4. REGULATIONS FOR ELECTION OF THE BOARD OF DIRECTORS:

4.1. Election Method:

- The election of members of the BOD is carried out according to the cumulative voting method as prescribed in Clause 3, Article 148 of the Enterprise Law No. 59/2020/QH14.
- The list of BOD candidates is formed based on the following principles: relying on the nominations and candidacy applications of shareholders to select BOD candidates who meet the standards specified in PNJ's Charter; the Regulations for participating in the nomination and candidacy for BOD members; and at the request of the incumbent BOD in case the necessary number of candidates is insufficient.
- Each shareholder or authorized person attending the meeting is granted one vote for each share owned or authorized.
- Shareholders or authorized persons attending the meeting may select **up to 1 member** among the candidates for the BOD. **Shareholders indicate their choice by marking (X or ✓) in the blank box next to the name of the selected candidate.**
- Each shareholder or authorized person attending the meeting has a total number of votes equivalent to the total number of shares owned multiplied by the number of elected members of the BOD.

Total number of votes of each shareholder = Total number of shares owned x Number of members elected to the BOD.

Specifically: Total number of votes of each shareholder = Total number of shares owned x 1.

- The total number of votes of shareholders or authorized representatives attending the

meeting will be accumulated equally for the candidate chosen by the shareholder.

- In case a shareholder or authorized representative attending the meeting makes an error when completing the Ballot and has not put the vote in the Ballot box, the shareholder may contact the Vote Counting Committee to obtain another Ballot for correction.

❖ **Example for the cumulative voting principle (equal cumulative voting form)**

Shareholders or authorized representatives to attend the meeting hold 1,000 shares, the total number of votes is 1,000 shares x 1 person = 1,000 votes.

Shareholders can vote for the BOD candidates in the following ways:

No.	LIST OF BOD CANDIDATES	
01	Candidate 1	X
02	Candidate 2	
03	Candidate 3	

4.2. Procedures and methods of conducting elections:

a. Ballot:

- Form of Ballot:
 - The ballot for the BOD is printed on white paper bearing PNJ's seal.
- Content of Ballot:
 - Part 1: Shows registration code for attending the meeting, total number of shares owned or represented, and total number of votes.
 - Part 2: List of candidates for the BOD.
- Important Notes:
 - + Valid Ballots are the ones according to a pre-printed form issued by PNJ bearing PNJ's seal and cannot be erased.
 - + Invalid Ballots:
 - The Ballots that do not follow the prescribed form, are not issued by PNJ, or lack PNJ's seal.
 - Ballots that exceed the stipulated number of candidates.
 - Ballots that include additional names or information, or unauthorized symbols;
 - Ballots that have been crossed out or edited;
 - Ballots that are damaged or no longer intact.
 - + Non-participation in the election:
 - Shareholders attending the General Meeting but do not vote will be considered as not participating in the election.

b. Vote Counting Committee, voting principles, and vote counting:

- Vote Counting Committee: Includes 03 people nominated by the Chairperson and approved by the GMS. They are responsible for:
 - Submitting Election Regulations for approval by the GMS;
 - Providing instructions on voting procedures and organizing elections;
 - Counting votes;
 - Announcing the election result.

Note: Members of the Vote Counting Committee must not be nominated or candidates for the BOD.

- Voting principles and vote counting:
 - The Vote Counting Committee checks the ballot box before voting in the presence of shareholders;

- Shareholders publicly cast their vote into the ballot box;
- Voting begins when the Chairperson or Head of the Vote Counting Committee notices and ends when there are no more shareholders voting in the ballot box;
- Vote counting must be conducted immediately after voting ends;
- Vote counting results are recorded in the Vote Counting Minutes and announced by the Head of the Vote Counting Committee.

4.3. Principles for being elected for the BOD:

- The elected BOD member is determined by the highest number of votes in descending order, beginning with the candidate receiving the highest number of votes and continuing until the full complement of BOD members has been approved by the GMS.
- If the number of elected candidates exceeds the prescribed maximum due to multiple candidates receiving an equal number of votes, a re-election will be conducted among the candidates with an equal number of votes.

4.4. Prepare and announce the Vote Counting Minutes:

- After counting the votes, the Vote Counting Committee must make a record of the vote counting. This record should include the following details: Total number of valid votes, total number of invalid votes; Number of votes, and percentage of votes per total number of shares participating in the valid election of each candidate for the BOD;
- The complete content of the vote counting minutes must be publicly announced at the GMS.

5. COMPLAINTS REGARDING VOTING AND VOTE COUNTING:

Any complaints regarding the voting and vote counting process will be addressed and recorded by the Chairperson in the minutes of the 2024 Annual GMS.

6. EFFECT:

- These election regulations will be publicly read to the GMS and subjected to votes from shareholders before the election is conducted.
- If the GMS approves these rules with over 50% of the total voting shares of all shareholders attending the meeting, they will become binding and enforceable for all shareholders.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON
(Signed and sealed)
CAO THI NGOC DUNG