

**AMENDMENT CONTENT OF THE CHARTER ON ORGANIZATION AND OPERATIONS  
PHU NHUAN JEWELRY JOINT STOCK COMPANY (PNJ)**

*Note: This comparison table is provided for reference purposes only and is intended to assist shareholders in evaluating the key changes that the Company deems significant between the new Charter and the previous version. Shareholders are kindly requested to review the draft of the new Charter (attached) for approval, which will replace the old one.*

NO.	CONTENTS OF THE CURRENT CHARTER	DRAFT OF AMENDED CHARTER												
1.	<p><b>ARTICLE 6. OBJECTIVES AND SCOPE OF MANUFACTURING AND BUSINESS ACTIVITIES</b></p> <p>2. Scope of production and business activities:</p> <table border="1" data-bbox="190 874 1133 1469"> <thead> <tr> <th data-bbox="190 874 439 967">Business lines code</th> <th data-bbox="439 874 1133 967">Name of Business lines</th> </tr> </thead> <tbody> <tr> <td data-bbox="190 967 439 1190">4662</td> <td data-bbox="439 967 1133 1190">Wholesale of metals and metal ores Details: Trading in gold jewelry, handicrafts; wholesaling finished silver; Buying and selling gold bars, wholesaling of precious metals, gemstones already strung into necklaces, or mounted or inset.</td> </tr> <tr> <td data-bbox="190 1190 439 1469">4773 (main)</td> <td data-bbox="439 1190 1133 1469">Retail of other goods in specialty stores. Details: <b>- Trading in gold jewelry, handicrafts; Trading in finished silver; Retail of precious metals, gemstones already strung into necklaces, or mounted or inset.</b></td> </tr> </tbody> </table>	Business lines code	Name of Business lines	4662	Wholesale of metals and metal ores Details: Trading in gold jewelry, handicrafts; wholesaling finished silver; Buying and selling gold bars, wholesaling of precious metals, gemstones already strung into necklaces, or mounted or inset.	4773 (main)	Retail of other goods in specialty stores. Details: <b>- Trading in gold jewelry, handicrafts; Trading in finished silver; Retail of precious metals, gemstones already strung into necklaces, or mounted or inset.</b>	<p><b>ARTICLE 6. OBJECTIVES AND SCOPE OF MANUFACTURING AND BUSINESS ACTIVITIES</b></p> <p>2. Scope of production and business activities:</p> <table border="1" data-bbox="1171 874 2114 1481"> <thead> <tr> <th data-bbox="1171 874 1420 967">Business lines code</th> <th data-bbox="1420 874 2114 967">Name of Business lines</th> </tr> </thead> <tbody> <tr> <td data-bbox="1171 967 1420 1161">4662</td> <td data-bbox="1420 967 2114 1161">Wholesale of metals and metal ores. Details: Trading in gold jewelry, handicrafts. <b>Wholesale of silver, precious metals, gemstones, semi-precious stones.</b> Buying and selling gold bars.</td> </tr> <tr> <td data-bbox="1171 1161 1420 1481">4773 (main)</td> <td data-bbox="1420 1161 2114 1481">Retail of other new goods in specialty stores Details: - Trading in gold jewelry, handicrafts. <b>Retail of silver, precious metals, gemstones, and semi-precious stones, jewelry.</b> - Retail of souvenirs, woven items, handicrafts. Retail of watches, eyewear. <b>Retail of silver, raw</b></td> </tr> </tbody> </table>	Business lines code	Name of Business lines	4662	Wholesale of metals and metal ores. Details: Trading in gold jewelry, handicrafts. <b>Wholesale of silver, precious metals, gemstones, semi-precious stones.</b> Buying and selling gold bars.	4773 (main)	Retail of other new goods in specialty stores Details: - Trading in gold jewelry, handicrafts. <b>Retail of silver, precious metals, gemstones, and semi-precious stones, jewelry.</b> - Retail of souvenirs, woven items, handicrafts. Retail of watches, eyewear. <b>Retail of silver, raw</b>
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		<ul style="list-style-type: none"> <li>- Retail of souvenirs, woven items, handicrafts. Retail of watches, eyewear.</li> <li>- Exporting, importing gold jewelry, handicrafts. Buying and selling gold bars.</li> </ul>		<p><b>precious metals.</b></p> <ul style="list-style-type: none"> <li>- Exporting, importing gold jewelry, handicrafts. Buying and selling gold bars.</li> </ul>
2.	<p><b>ARTICLE 14. CHARTER CAPITAL</b></p> <p>1. The charter capital of the Company shall consist of the aggregate nominal value of all types of shares issued. The Company's charter capital shall be documented in the Enterprise Registration Certificate.</p>		<p><b>ARTICLE 14. CHARTER CAPITAL</b></p> <p><b>1. The Company's charter capital is set at 3,347,291,800,000 VND (Three trillion three hundred forty-seven billion two hundred ninety-one million eight hundred thousand Vietnamese Dong). The total charter capital of the Company is divided into 334,729,180 shares, and 10,000 VND per share.</b></p> <p><b>The General Meeting of Shareholders retains the authority to empower, delegate, or transfer the authority to the Board of Directors to make amendments to provisions concerning charter capital, shares, or stocks within the Company's Charter subsequent to the completion of requisite share issuances in accordance with the outcomes of such issuances.</b></p>	
3.	<p><b>ARTICLE 32. ORGANIZING GENERAL MEETING OF SHAREHOLDERS</b></p> <p>There are no regulations currently specified.</p>		<p><b>ARTICLE 32. ORGANIZING GENERAL MEETING OF SHAREHOLDERS</b></p> <p><b>8. The General Meeting of Shareholders may convene through physical attendance, virtual attendance, or a hybrid format combining both, as determined by the resolution/decision of the Board of Directors.</b></p> <p><b>In case when the General Meeting of Shareholders is conducted through virtual attendance or a hybrid format combining both physical attendance and virtual attendance, the Board of Directors</b></p>	

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		shall establish corresponding meeting organization and voting regulations.
4.	<p><b>ARTICLE 40. MEMBERS OF THE BOARD OF DIRECTORS</b></p> <p>1.8. Independent members of the Board of Directors must meet the following standards and conditions:</p> <p>[...]</p> <p>There are no regulations currently specified.</p> <p>12. Members of the Board of Directors are entitled to reimbursement for reasonable expenses incurred while fulfilling their duties as members of the Board of Directors, including travel, meals, accommodation, and other related expenses, including expenses incurred in attending meetings of the Board of Directors, Committee, Subcommittee, Department, or the General Meeting of Shareholders</p>	<p><b>ARTICLE 40. MEMBERS OF THE BOARD OF DIRECTORS</b></p> <p>1.8. Independent members of the Board of Directors must meet the following standards and conditions:</p> <p>[...]</p> <p><b>e) The standards and conditions that members of the Board of Directors must meet are based on this Charter, the Company's Regulations on corporate governance, Regulations of the Board of Directors, and the Company's Internal Regulations on management.</b></p> <p>12. Members of the Board of Directors are entitled to reimbursement for reasonable expenses incurred while fulfilling their duties as members of the Board of Directors, including <b>training costs, seminars, health insurance, liability insurance</b>, travel, meals, accommodation, and other related expenses, including expenses incurred in attending meetings of the Board of Directors, Committee, Subcommittee, Department, or the General Meeting of Shareholders</p>
5.	<p><b>ARTICLE 42. ASSIGNMENT OF RESPONSIBILITIES TO MEMBERS OF THE BOARD OF DIRECTORS</b></p> <p>There are no regulations currently specified.</p>	<p><b>ARTICLE 42. ASSIGNMENT OF RESPONSIBILITIES TO MEMBERS OF THE BOARD OF DIRECTORS</b></p> <p><b>2. Independent members of the Board of Directors shall undertake supplementary responsibilities as delegated by the Board of Directors, in accordance with the Company's Regulations on corporate</b></p>

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		<p>governance, Regulations of the Board of Directors, and the Company's Internal Regulations on management, in addition to the duties outlined in this Charter.</p> <p>3. The Board of Directors shall elect one (1) of the independent members of the Board of Directors to serve as head of independent member of the Board of Directors.</p> <p>The head of independent member of the Board of Directors shall vested with the following rights and obligations:</p> <p>a) Facilitating the coordination of activities among the independent members of the Board of Directors; and</p> <p>b) Other rights and obligations as specified in resolutions/decisions of the Board of Directors, the Company's Regulations on corporate governance, Regulations on the Board of Directors, and the Company's Internal Regulations on management.</p>
6.	<p><b>ARTICLE 43. COMMITTEES, SUBCOMMITTEES, AND DEPARTMENTS OF THE BOARD OF DIRECTORS</b></p> <p>There are no regulations currently specified.</p>	<p><b>ARTICLE 43. COMMITTEES, SUBCOMMITTEES, AND DEPARTMENTS OF THE BOARD OF DIRECTORS</b></p> <p>[...]</p> <p>7. In addition to Committees, Subcommittees, and Departments, the Board of Directors has the authority to establish other offices, agencies or divisions to assist the Board of Directors, Committees, Subcommittees, and Departments, and the Chairperson of the Board of Directors.</p>

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		<p>The organizational structure, duties, obligations, and rights, the number and criteria of the members of other offices, agencies or divisions, operating procedures, operating budget, and other issues are decided by the Board of Directors and specifically regulated by the Corporate Governance Regulations, Regulations of the Board of Directors, resolutions/decisions of the Board of Directors, and the Company's Internal Regulations on corporate governance.</p> <p>8. The General Meeting of Shareholders may decide or authorize, decentralize or delegate authority to the Board of Directors to approve the annual operating budget of Committees, Sub-Committees, Departments, as well as other offices, agencies, or divisions.</p>
7.	<p><b>ARTICLE 44. MEETING OF THE BOARD OF DIRECTORS</b></p> <p>15. Beyond the meetings outlined in this Article, the Board of Directors is empowered to convene informal gatherings and discussions regarding professional matters or specific company issues that are not considered formal meetings and not have to convene, organize, or document the meeting minutes as outlined in this Regulation. It's important to note that such gatherings and discussions do not constitute formal Board of Directors meetings for the purpose of issuing resolutions or voting on any matters.</p>	<p><b>ARTICLE 44. MEETING OF THE BOARD OF DIRECTORS</b></p> <p>15. Beyond the meetings outlined in this Article, the Board of Directors is empowered to convene informal gatherings and discussions regarding professional matters or specific company issues that are not considered formal meetings and not have to convene, organize, or document the meeting minutes as outlined in this Regulation. It's important to note that such gatherings and discussions do not constitute formal Board of Directors meetings for the purpose of issuing resolutions or voting on any matters. <b>To clarify, meetings under this provision include interactions among Board of Directors members, regular meetings between the Board of Directors and Committees, Subcommittees, Boards, or Executive Officers, between Committees, Subcommittees, Boards and Executive Officers stipulated by this Regulation, Regulation of the Board of</b></p>

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		Directors, and the Company's Internal Regulations on corporate governance.
8.	<p><b>ARTICLE 52. RIGHTS AND RESPONSIBILITIES OF THE GENERAL DIRECTOR</b></p> <p>The General Director holds the following rights and responsibilities: [...]</p> <p>There are no regulations currently specified.</p>	<p><b>ARTICLE 52. RIGHTS AND RESPONSIBILITIES OF THE GENERAL DIRECTOR</b></p> <p>The General Director holds the following rights and responsibilities: [...]</p> <p><b>17. Deciding on matters pertaining to subsidiaries, entities in which the Company holds equity stakes or investments, and representatives authorized by the Company to act on the Company's behalf in other organizations, in accordance with resolutions or decisions of the Board of Directors, the Company's Regulations on corporate governance, Regulations of the Board of Directors, and the Internal Management Regulations.</b></p> <p><b>18. Overseeing the activities of authorized representatives of the Company at other organizations in accordance with resolutions or decisions of the Board of Directors.</b></p>
9.	<p><b>ARTICLE 57. COMPANY'S AUTHORIZED REPRESENTATIVE IN OTHER ORGANIZATIONS</b></p> <p>2. The Company's authorized representative at other organizations is tasked with:  [...]</p>	<p><b>ARTICLE 57. COMPANY'S AUTHORIZED REPRESENTATIVE IN OTHER ORGANIZATIONS</b></p> <p>2. The Company's authorized representative at other organizations is tasked with:  [...]</p>

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	<p>There are no regulations currently specified.</p>	<ul style="list-style-type: none"> <li>- <b>Make decisions or cast votes during meetings of the general meeting of shareholders, member council, or board of directors of the respective organization in alignment with the decisions, policies, and directives established by the Board of Directors;</b></li>   <li>- <b>Seeking the opinion or approval of the Board of Directors, General Director or an individual authorized, decentralized, or delegated by the Board of Directors of the Company before making decisions or voting on key issues at the general meeting of shareholders, board meetings, or directors meetings of related organizations. Detailed regulations regarding seeking opinions or approval will be provided by the Company's Board of Directors in this section; and</b></li>   <li>- <b>Fulfilling other duties and responsibilities as stipulated in the Company's Regulations on corporate governance, Regulations of the Board of Directors, Internal Regulations management, and resolutions or decisions of the Board of Directors.</b></li> </ul> <p>5. The Board of Directors will elucidate matters pertaining to standards, appointment, dismissal, removal, remuneration, <b>salaries</b>, other benefits, <b>supervision</b> and evaluation of the activities of the Company's authorized representatives at other organizations.</p> <p><b>7. Depending on their position, capacity, work efficiency, and the business results of the Company or its subsidiaries, individuals appointed as the Company's authorized representatives at other organizations may or may not receive remuneration, salary, bonuses, and other benefits from the Company or its subsidiary. However, before receiving any such remuneration, salary, bonuses, and other</b></p>

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		<p>benefits from an organization in which the Company holds ownership, shareholder, or capital-contributing member, the Company's authorized representative must report to the Board of Directors for consideration.</p>
10.	<p>There are no regulations currently specified.</p>	<p><b>CHAPTER VI. RELATIONSHIP BETWEEN THE COMPANY AND ITS SUBSIDIARIES</b></p> <p><b>ARTICLE 71. RIGHTS, OBLIGATIONS, AND RESPONSIBILITIES OF THE COMPANY TOWARDS ITS SUBSIDIARIES</b></p> <p><b>1. The Company shall exercise its rights and obligations as a member, owner, or shareholder in relation to subsidiaries according to legal regulations and agreements between the Company and its subsidiaries.</b></p> <p><b>2. Contracts, transactions, and other arrangements between the Company and its subsidiaries shall be established and implemented independently and equally under the conditions applicable to independent legal entities.</b></p> <p><b>3. In the event that the Company intervenes beyond the power of a member, owner, or shareholder and imposes business activities on its subsidiaries that deviate from normal business practices or engage them in non-profitable activities without adequate compensation within the relevant financial year, resulting in harm to the subsidiaries, the Company shall be held accountable for such damages.</b></p> <p><b>4. The Company and the Business Executives of the Company shall bear responsibility, as stipulated in the Law on Enterprises, for</b></p>



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		<p><b>intervening to compel the subsidiaries to undertake business activities as specified in clause 3 of this Article.</b></p>
<p><b>11.</b></p>	<p>There are no regulations currently specified.</p>	<p><b>ARTICLE 72. RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND ITS SUBSIDIARIES</b></p> <p><b>1. The Board of Directors shall promulgate regulations governing the procedures, authorities, and other related matters concerning the signing, establishment, and execution of transactions between the Company and subsidiaries and affiliated companies, as well as transactions between the Company and Related Persons of the Company.</b></p> <p><b>2. The Company is responsible for declaring and determining the price of intercompany transactions according to legal regulations, except in cases of exemption.</b></p>
<p><b>12.</b></p>	<p><b>ARTICLE 66: FINANCIAL REPORTS</b></p> <p>3. If the Company acts as a parent company, it must prepare, in addition to the annual financial reports, a consolidated financial report of the parent company, a report on annual business results of the parent company and subsidiaries, a report on management and operations of the parent company and subsidiaries. The individual responsible for compiling these reports must refrain from submitting them until they've received complete financial statements from the subsidiaries. Should the responsible individual of the parent company not receive necessary reports, documents, or information despite applying appropriate measures within their authority, the parent company is still obliged to prepare and submit these reports. These reports</p>	<p><b>ARTICLE 66: FINANCIAL REPORTS</b></p> <p>3. If the Company acts as a parent company, it must prepare, in addition to the annual financial reports, a consolidated financial report of the parent company, a report on annual business results of the parent company and subsidiaries, a report on management and operations of the parent company and subsidiaries.</p> <p><b>Upon request from the Company's legal representative, the legal representative of the subsidiary must furnish reports, documents, and requisite information as per regulations to facilitate the preparation of consolidated financial statements and general reports encompassing</b></p>

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	<p>may or may not include subsidiary information but must be accompanied by necessary explanations to prevent misunderstandings or discrepancies.</p> <p>There are no regulations currently specified.</p>	<p><b>both the parent company and its subsidiaries. In where instances there are no concerns regarding the accuracy or integrity of the reports submitted by the subsidiary, the individual tasked with preparing the Company's report utilizes the specified report outlined in Clause 3 of this Article for the formulation of consolidated financial statements and general reports covering both the parent company and its subsidiaries.</b></p> <p>The individual responsible for compiling these reports must refrain from submitting them until they've received complete financial statements from the subsidiaries. Should the responsible individual of the parent company not receive necessary reports, documents, or information despite applying appropriate measures within their authority, the parent company is still obliged to prepare and submit these reports. These reports may or may not include subsidiary information but must be accompanied by necessary explanations to prevent misunderstandings or discrepancies.</p> <p><b>7. The Board of Directors shall establish detailed regulations to enforce subsidiaries to comply with auditing procedures and adherence to the Company's accounting standards for required entities to consolidate their financial statements with the Company under legal provisions.</b></p>