

PROPOSAL TO ANNUAL GENERAL MEETING - 2013

About approving of 01 member resignation and appointing 01 member for the Board in the 3rd term (2012-2017)

Based on:

- Enterprise Law no. 60/2005/QH11 approved on 29/11/2005 by the National Assembly of Socialist Republic of Vietnam;
- Circular no 121/2012/TT-BTC issued on 26/07/2012 by Ministry of Finance for regulations on corporate administration applicable to public companies and Model Charter applicable to public company enclosed to this Circular;
- PNJ's Organization and Operation Charter;
- Resignation submitted on 03/03/2014 by Ms Nguyen Thi Huong Giang;
- Resolution of Board of Directors no 219/2014/NQ-HĐQT-CTY issued on 03/03/2014.

On 03/03/2014, PNJ received Resignation of Ms Nguyen Thi Huong Giang – Member of Board of Directors due to personal will.

Based on Clause 8, Article 35 of PNJ's Organization and Operation Charter: *"Board of Directors may appoint new members for the Board of Directors to replace vacancies and the new members must be approved by shareholders at the General Meeting right after. After the General Meeting of Shareholders approved, the appointment of new members will be considered in effect on the date of appointment. The term of appointed members is the remaining period of current term"*, Board of Directors announced resolution no 219/2014/NQ-HĐQT-CTY about approving the resignation of Ms Nguyen Thi Huong Giang and appointing Mr. Andy Ho a member of Board of Directors, replacing Ms Nguyen Thi Huong Giang (Mr. Andy Ho's CV).

Board of Directors sincerely submits this proposal to the General Meeting of Shareholders to resign membership of Ms. Nguyen Thi Huong Giang and appointed Mr. Andy Ho as a member of the Board of Directors for remaining time of the term (2012-2017). After approved the General Meeting of Shareholders, the appointment of new members will be deemed to have effect from the date of appointment of the Board of Directors.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

(Signed and stamped)

CAO THỊ NGỌC DUNG