



CÔNG TY CP VÀNG BẠC ĐÁ QUỲ PHÚ NHUẬN
PHU NHUAN JEWELRY JOINT STOCK COMPANY

Số: 239/2014/TTr-HĐQT-CTY

HCM, March 12th, 2014

PROPOSAL TO ANNUAL GENERAL MEETING 2014

About Organization and Operation Charter's Amendment

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 governance applicable to public companies and Model Charter applicable to public company enclosed to this Circular;
- PNJ's Organization and Operation Charter;
- Official dispatch no 08/UBCK-QLPH issued on 02/01/2014 by State Securities Committee for PNJ's Charter amendment;
- Board of Directors' Resolution issued on 12/03/2014.

At the request of the State Securities Committee in Official dispatch No. 08/UBCK-QLPH issued on 02/01/2014, based on the operation of the Company, PNJ's Board of Directors sincerely propose to the General Meeting of Shareholders to adopt the Organization and Operation Charter's Amendment to suit the requirements of State Securities Committee and Company's operations. The Summary of Charter's amendments is enclosed for shareholders to monitor the content editing conveniently.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

(Signed and stamped)

CAO THỊ NGỌC DUNG

SUMMARY OF AMMENDMENTS OF PNJ'S ORGANIZATION AND OPERATION CHARTER

Article	Current Charter	Charter after Amendment	Reason for amendment
Article 15 - Shares		<p><i>Supplement Clause 4 to this Article</i></p> <p>4. <u>The Company can issue shares with preferred price to its staff and employees. Company's Labour Union can use its fund to re-purchase this kind of shares from employees in case of employees violate the Company' regulations for issuance this kind of shares.</u></p>	<p><i>Supplemented as regulation of Article 31, Resolution no 36/QD-VSD issued on 25/04/2012 by Vietnam Securities Depository to facilitate the Labour Union 's repurchasing of ESOP from resigning employees.</i></p>
		<p><i>Supplement Clause 5 to this Article</i></p> <p>5. <u>Board of Directors decides the shares offering's time, method and price. The offering price is not lower than the market price at the time of issuance or the book value in the most recent time, except for the following cases:</u></p> <p>5.1 <u>Shares offered to all shareholders in proportion to their existing shareholding in the company;</u></p> <p>5.2 <u>Shares offered to brokers or underwriters. In this case, the specific discount rate must be approved by at least 75% of shareholders representing the total shares with voting rights;</u></p> <p>5.3 <u>Other cases are approved by General Meeting of Shareholders or Board of Directors is authorized to decide.</u></p>	<p><i>Supplement as regulation of Article 87 of the Enterprise Law to facilitate the share issuance of the Company.</i></p>

Điều Article	Current Charter	Charter after Amendment	Reason for amendment
Article 32 - Authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders	<p>4. Answered Written opinions forms have to be signed by the shareholder (for individual), the authorized representative or legal representative shareholder (for organization).</p> <p>Written opinions form must be sent to the Company, contained in a sealed envelope and no one is permitted to open before the counting of votes. The Written opinions forms send to Company after specified time or be opened will not be valid.</p> <p><u>In case the shareholders haven't submitted the responses, it is counted as Approval votes</u></p>	<p>4. Answered Written opinions forms have to be signed by the shareholder (for individual), the authorized representative or legal representative shareholder (for organization).</p> <p>Consulting form must be sent to the Company, contained in a sealed envelope and no one is permitted to open before the counting of votes. The consulting forms send to Company after specified time or be opened will not be valid</p>	<p><i>Remove content: "<u>In case the shareholders haven't submitted the responses, it is counted as Approval votes</u>" at the request of the State Securities Committee in Official Dispatch No. 08/UBCK-QLPH issued on 02/01/2014.</i></p>