

Ref No: 408/2013/TTr-HĐQT-CTY

HCMC, April 10, 2013

PROPOSAL
AT THE 2013 ANNUAL GENERAL MEETING OF SHAREHOLDERS
REGARDING: THE RESIGNATION OF 01 MEMBER OF THE BOARD OF
DIRECTORS AND THE APPOINTMENT OF 01 NEW BOARD MEMBER FOR TERM 3
(2012-2017)

Based on:

- Enterprise Law no. 60/2005/QH11 enacted by Vietnam National Assembly on November 29, 2005;
- Circular no. 121/2012/TT-BTC dated July 26th, 2012 enacted by the Financial Ministry, regulating corporate governance for public enterprises and providing applicable Standard Charter for such entities;
- The Organizing and operation of Phu Nhuan Jewelry Join Stock Company;
- The resignation letter dated March 26, 2013 submitted by Mr. Andy Ho;
- Resolution of the Board of Directors no. 342/2013/NQ-HĐQT-CTY dated April 2nd, 2013.

Phu Nhuan Jewelry Join Stock Company hereby acknowledges the receipt of the resignation letter filed by Mr. Andy Ho, former Member in the Board of Directors, regarding his discretion for departing from the Board.

The Board of Directors officially released Resolution no. 342/2013/NQ-HĐQT-CTY on April 2nd, 2013 which provide consent unto the resignation of Mr. Andy Ho and the appointment of Ms. Nguyen Thi Huong Giang as Executive Member of the Board, with her Curriculum Vitae thereby attached, in adherence to Article 35, term 8 in the Organizing and operation Charter of Phu Nhuan Jewelry Join Stock Company, which states explicitly that *'the Board of Directors reserves all rights to appoint new Member(s) in order to fill the vacancies incurred by resignation, provided that new Member(s) must be unanimously accepted by the nearest Annual General Meeting that follows. The appointment(s) for new members can only regarded valid and lawful once AGM approval is achieved and applicable incumbency for new appointee(s) shall commence from the appointment date, lasting for the rest of term reserved for the then-Board.'*

The Board of Directors hereby presents the Shareholder Assembly our proposal for the official confirmation that Mr. Andy Ho shall no longer be incumbent for the position of Executive Board Member and that Mr. Nguyen Thi Huong Giang, whose office lasts for the rest of term 3 (2013-2017), shall be new replacement for him. Upon AGM approval, these motions shall be deemed fully valid and enforceable as of the date of confirmation.

Hereunto the AGM we present.

Recipients of this document:

- Board of Directors, Supervisory Board
- Board of Management
- PNJ Shareholders
- Archived by the Board
- Electronic archival

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