

DRAFT REGULATION
OF NOMINATING AND SELF-NOMINATING FOR ADDITIONAL
MEMBER OF BOARD OF DIRECTORS IN 2012 – 2017 TERM
PHU NHUAN JEWELRY JOINT STOCK COMPANY

❖ **BASED ON**

- Enterprise Law number 60/2005/QH11 dated 29/11/2005;
- Circular number 121/2012/TT-BTC dated 26/07/2012 by Ministry of Finance about public company administrating;
- Organizing and Operating Charter of Phu Nhuan Jewelry Joint Stock Company.

❖ **OBJECTIVES**

- Ensuring the publicity, fairness, democracy;
- Creating favorable conditions for the organizing of 2015 Annual General Meeting of Shareholders of Phu Nhuan Jewelry JSC (PNJ).

❖ **REGULATION CONTENT**

- **Number of additional member of Board of Directors (BOD) needs to vote:** 01 member
- **Tenure:** The rest of 2012 – 2017 term
- **Number of candidates for the vacancy:** Unlimited
- **Conditions to nominate and self-nominate**

Shareholders who hold shares with voting rights in at least six consecutive months may add up the voting number of each person to nominate candidate for the Board of Directors. A shareholder or group of shareholders holding from 5% to under 10% of total shares with voting rights in at least six consecutive months may nominate a candidate; from 10% to under 30% of total shares may nominate two candidates, from 30% to under 50% of total shares may nominate three candidates, from 50% to under 65% may nominate four candidates, and from 65% or more may appoint a sufficient number of candidates.

- **Candidate's qualification:**
 - Having full capacity for civil acts, not subjected to being banned from establishing and managing enterprises, specified in Clause 2, Article 13 of the Enterprise Law;
 - Must be an individual shareholder holding at least 5% of total shares and / or have sufficient knowledge and experience in business, managing main operating sectors of the Company;
 - Healthy, good moral character, honesty, integrity, understanding the law;

- Individuals who relates to (or involved with) current members of Board of Directors must not undertake or be authorized to undertake the title of Supervisor or Chief Accountant of the Company.

▪ **Incumbent Board of Directors itself nominate new member mechanism:**

In case of insufficient Board of Directors' candidates participated in nomination or self-nomination as required, the incumbent Board of Directors is entitled to nominate sufficient candidates as prescribed.

❖ **APPLICATION FOR NOMINATING AND SELF-NOMINATING FOR ADDITIONAL MEMBER FOR BOARD OF DIRECTORS IN 2012 – 2017 TERM**

▪ **Application files includes:**

- Nominating (Self-Nominating) for Board of Directors' Additional Member application (as prescribed form);
- Candidate's curriculum vitae (as prescribed form);
- Document certifies the holding of PNJ's shares for at least 6 consecutive months up to 2015 AGM's shareholders list closing date (11/03/2015) (*For example: Copy of Stock Exchange Account Statement or Certificate of Share Ownership ...*);
- A notarized copy of: ID card, permanent or temporary residence, credential of education and qualifications.

▪ **Please submit the Nominating (Self-Nominating) for Board of Directors's Additional Member files to AGM's Organizers before 16.00 on 11/04/2015 at following address:**

- Phu Nhuan Jewelry Joint Stock Company
- Address: 170E Phan Dang Luu St., Ward 3, Phu Nhuan Dist., HCMC
- Tel: (08) 3990 0838 Fax: (08) 3995 1702

- For the case of nominating and self-nominate at the Meeting, that shareholder or group of shareholders must promptly provide required file as prescribed above to the General Meeting's Chairman.

❖ **CHOOSING CANDIDATES**

Based on the nominating and self-nominating applications of the shareholders, the Board of Directors will select candidates for the Board that meet all the criteria defined in this Regulation.

ON BEHALF OF BOARD OF DIRECTORS
CHAIRWOMAN
(Signed & stamped)

MS CAO THI NGOC DUNG