

**DRAFT REGULATION OF VOTING ADDITIONAL
MEMBER OF BOARD OF DIRECTORS IN 2012 – 2017 TERM
OF PHU NHUAN JEWELRY JSC**

1. BASED ON:

- Enterprise Law number 60/2005/QH11 dated 29/11/2005;
- Decree number 102/2010/NĐ-CP dated 01/10/2010 guiding detailed implementation of several articles of Enterprise Law;
- 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.

2. OBJECTIVES:

- Ensuring the compliance with laws and practices in Vietnam;
- Ensuring the openness, democracy and legal rights of all shareholders;
- Ensuring the focused and stable operating of the Shareholders' General Meeting.

3. SUBJECTS TO VOTE:

Shareholders owning shares with voting rights or authorized representatives of shareholders holding shares with voting rights (according to PNJ's list of shareholders closed on 11/03/2015) who are present at the 2015 Annual General Meeting of Shareholders.

4. NUMBER OF ADDITIONALLY ELECT AND TENURE:

- Number of Board of Directors' (BOD) member to be elected: 1 member
- Tenure: the rest of 5 year term 2012 – 2017

5. TERMS OF CONDITION OF ELECTING ADDITIONAL MEMBER OF BOARD OF DIRECTORS IN CASE OF MORE THAN 02 CANDIDATES:

5.1. Terms of condition:

- Additionally electing BOD's member will be performed by cumulative voting method, specified at Point C, Clause 3, Article 104 of Enterprise Law number 60/2005/QH11 and Article 29 of Decree 102/2010/NĐ-CP.

- List of candidates is formed as following principles: based on nomination and self-nomination files of shareholders to choose the qualified candidates that meet the requirements of PNJ's Charter; Regulation of Nominating and Self-Nominating for Additional Member of the Board in 2012 – 2017 term and current BOD's recommendations in case of lacking required candidate.
- Each shareholder or authorized representative will be given a ballot represented for all owning shares (or authorized shares) to vote.
- Each shareholder or authorized representative will be given a total number of votes equal to the number of owning shares (or authorized shares) multiply the number of elected members. In this case, the number of additional elected member is one (01), the total number of votes equal to the total number of owning shares (or authorized shares).
- Shareholders or authorized representatives must choose **only one (01) candidate** for the additional member of BOD. Shareholders or authorized representatives may vote for 01 candidate with all of the votes or vote for a candidate with other number of votes which must not exceed the total of owning votes.
- How to write the ballot:
 - + **Shareholders or authorized representatives must specify the number of votes for their chosen candidates on the right of the candidates' names and cross off both first and last names of not selected candidates.**
 - + **In case shareholders or authorized representatives want to put all their votes for their chosen candidate, simply mark an X in the box to the left of candidate's name.**
 - + In case the ballot has also X mark in the box to the left of candidate's name and the number of votes on the right of the candidate's name, then **the number of votes the shareholder writes on the right of the candidate's name will be valid and used to count.**
 - + In any case the candidate's name is crossed off but also has the X mark in the box to the left of candidate's name and/or the number of votes on the right of the candidate's name, this will be considered as not selecting that candidate.
- If shareholders or authorized representatives have mistakes writing the ballots and not yet put the ballots into the ballot box, shareholders or authorized representatives can contact the Voting Committee to change the ballots.

❖ **Example of voting principle:**

Shareholder or authorized representative has 1.000 shares, which means the total number of votes that shareholder or authorized representative can use to vote for additional member of BOD is $1000 \text{ share} \times 1 \text{ member} = 1000 \text{ votes}$.

Shareholders can vote for their BOD's candidate as following methods:

Method 1: Shareholder specifies the number of votes on the right of the candidate's

name

<input type="checkbox"/>	Candidate 1:	1000
<input type="checkbox"/>	Candidate 2:
<input type="checkbox"/>	Candidate 3:

Or:

<input type="checkbox"/>	Candidate 1:	500
<input type="checkbox"/>	Candidate 2:
<input type="checkbox"/>	Candidate 3:

Method 2: Shareholder cumulates all of the votes (1.000 votes) for 01 candidate by marking X in the box to the left of the candidate's name:

<input checked="" type="checkbox"/>	Candidate 1:
<input type="checkbox"/>	Candidate 2:
<input type="checkbox"/>	Candidate 3:

5.2. Procedure and forms of conducting election:

a. Ballot:

▪ Form of ballot:

- The ballot is printed on a pink sheet that has a stamp of PNJ.

▪ Content of ballot:

- Part 1: Registering code for attending the meeting, Total number of owning shares or represented owning shares, Total number of votes.
- Part 2: List of BOD's candidates.
- Part 3: Some important notes.

▪ Valid ballots: are the printed ballots issued by PNJ, must have the stamp of PNJ, must not have the erasure and vote for only 01 (one) BOD's candidate.

▪ Invalid ballots:

- Ballots that are not issued by PNJ or not have stamp of PNJ;
- Ballots that cast for a candidate more than the permitted number of votes (number of owning shares);

- Ballots that do not specify the number of vote for chosen candidate nor cross off the not selected candidates;
- Ballots that have more candidates than required;
- Ballots that add other names to the list or have any other information, mark,...
- Ballots that have erasures, fixing;
- Ballots that are not intact;
- The number of votes for candidate written in % or percentage or coefficient...;
- **Cases considered as not voting:**
 - Votes of shareholders that attend the meeting but do not vote will be consider not voting.

b. Voting committee, voting and vote counting principles

- **Voting committee:** includes 03 members nominated by the Preside and approved by the General Meeting of Shareholders, is responsible for:
 - Proposing to the General Meeting of Shareholders the Regulation of Voting for approval;
 - Instructing how to vote and organize the election;
 - Counting the votes;
 - Reporting the result of the voting.

Notes: Members of the Voting Committee must not be named in the nomination and self-nomination for BOD's candidates list.

- **Voting and counting votes principles:**
 - Voting committee inspects the ballot box before the election in the witness of shareholders;
 - Shareholders publicly put the ballots into the ballot box;
 - The election begins from the announcement of Head of Voting committee until there are no shareholders voting;
 - The vote counting must be performed right after the election finishes;
 - The result of the election is shown in the Vote counting report and is announced before the General Meeting of Shareholders by Head of Voting committee.

5.3. Principles to be elected BOD's member:

- The chosen BOD's candidate is the candidate with the highest vote.
- In case of more than one candidate with the same count of votes, the election of these candidates will be performed again.

5.4. Making and announcing the Vote counting record:

- After the election, the Voting committee must make the vote counting record. The record's content includes: Total number of valid votes, total number of invalid votes; number of votes and voting percentage on total valid votes of each candidate.
- The vote counting record must be announced before the General Meeting of Shareholders.

6. TERMS OF CONDITION OF ELECTING ADDITIONAL MEMBER OF BOARD OF DIRECTORS IN CASE OF 01 CANDIDATES:

In case there is only one self-nominating or nominated candidate to the Board of Directors, the General Meeting of Shareholders will elect the additional members with voting cards instead of ballots.

The vote counting of electing 01 members of BOD will be made under the provisions of Regulation of Voting at the 2015 Annual General Meeting approved by the General Meeting of Shareholders.

7. Complaints about the voting and vote counting

Will be resolved by the Preside and recorded in the 2015 Annual General Meeting's minute.

8. Taking into effect:

- This regulation of voting will be announce publicly before the General Meeting of Shareholders and consulted before performing election.
- If it is ratified by the General Meeting of Shareholders at a rate of 65% of the voting shares of all attending shareholders or more, it will have compulsory effect for all shareholders.

ON BEHALF OF BOARD OF DIRECTORS
CHAIRWOMAN
(signed and stamped)

MS. CAO THI NGOC DUNG