

Số: 544/2015/NQ-ĐHĐCĐ-CTY

HCMC, April 15th, 2015

RESOLUTION
OF 2015 ANNUAL GENERAL MEETING
OF PHU NHUAN JEWELRY JOINT STOCK COMPANY

Based on:

- Enterprise Law no. 60/2005/QH11 approved by Socialist Republic of Vietnam's National Congress on 29/11/2005;
- Securities Law no. 70/2006/QH11 approved by Socialist Republic of Vietnam's National Congress on 29/06/2006;
- Organizing and Operating Charters of Phu Nuan Jewelry JSC;
- Details and result of Phu Nuan Jewelry JSC's 2015 Annual General Meeting on 15/04/2015

RESOVLED

Article 1. Approved 2014 Summarize Operational Performance Report of PNJ (*document attached*) with some major criterias as following:

Unit: Million VND

IEMS	Plan	For year ended		+/- (%)	Performed / Plan
		2014	2013		
Gross sales	9,124,297	7,294,174	7,603,581	-4%	80%
+ Includes: Jewelry Sales	5,205,448	5,275,349	4,296,745	23%	101%
Gross profit of sales and services rendering	677,251	790,172	599,778	32%	117%
Financial sales	27,000	48,071	26,361	82%	178%
Financial cost	85,000	95,054	62,134	53%	112%
Selling expenses	253,400	310,940	232,532	34%	123%

G&A expenses	90,175	105,944	91,804	15%	117%
Net profit of business operation	275,676	326,306	239,669	36%	118%
Profit before tax	275,676	326,791	240,005	36%	119%
Profit after tax	220,967	256,701	182,394	41%	116%
Consolidated Profit before tax	279,920	335,034	233,007	44%	120%
Consolidated Profit after tax	202,551	255,872	169,037	51%	126%
Retail network expanding	12 stores	18 stores			150%
Dividend	20%	25%			

Điều 2. Approved 2014 Operational Report of Board of Directors and 2015 Oriental Strategy *(document attached)*

Điều 3. Approved 2015 Operational Report of Supervisory Committee *(document attached)*

Điều 4. Approved 2014 Audited Financial Statement of the Company *(document attached)*.

Điều 5. Approved 2014 profit distributing, deducting funds as following:

I. 2014 Earnings before tax (consolidated) 335.033.546.883 VND

- Enterprise income tax 79.455.050.132 VND
- Deferred enterprise income tax 293.307.944 VND
- Distributable earnings after tax 255.871.804.695 VND

II. Profit distributing:

1. Total earnings to be distributed 255.871.804.695 VND

2. Dividend payout: 188.990.819.000 VND

a. Phase 1:

Paying Phase 1 of 2014 dividend (12%/par value) 90.715.591.200 VND

b. Phase 2:

Proposing to pay Phase 2 of 2014 dividend (10%/par value)

75.596.330.000 VND in shares

Proposing to pay Phase 2 of 2014 dividend (3%/par value)

22.678.897.800 VND in cash

3. Deducting funds: 63.587.181.000 VND

- Investment – Development Fund 33.000.000.000 VND
- Remuneration – Welfare for Staff Fund 25.587.181.000 VND
- Operational Fund of BOD and SC 2.000.000.000 VND

- Board of Management's Fund	3.000.000.000 VND
4. Retained earnings:	3.293.804.695 VND

Article 6. Approved Proposal of Voting Additional Member for Board of Directors in 2012 – 2017 term (*document attached*).

Article 7. Approved Proposal of Amending and Supplementing Organizing and Operating Charter (*document attached*).

Article 8. Approved Proposal of Issuing Shares to Increase Chartered Equity

1. Share issuance plan:

- Security code: Phu Nhuan Jewelry Joint Stock Company Share
- Par value: 10.000 VND
- Share type: ordinary share
- PNJ's chartered equity until 31/12/2014: 755.970.350.000 VND.
- Quantity of issued shares: 75.597.035 shares
- Quantity of treasury shares: 709 shares
- Quantity of currently circulating shares: 75.596.326 shares
- Shares issuance plan: Issuing shares to pay 2014 dividend and to increase chartered equity from owner's equity
- Quantity of expected issuing shares: 22.678.898 shares, in which:
 - Issuing shares to pay 2014 dividend (after excluding 709 treasury shares which have no right): 7.559.633 shares
 - Issuing shares to increase chartered equity from owner's equity (after excluding 709 treasury shares which have no right): 15.119.265 shares
- Total value of expected issuing shares by par value: 226.788.980.000 VND, in which:
 - Issuing shares to pay 2014 dividend: 75.596.330.000 VND
 - Issuing shares to increase chartered equity from owner's equity: 151.192.650.000 VND
- Performing ratio: 30%, in which:
 - Performing ratio of Issuing shares to pay 2014 dividend: 10%
 - Performing ratio of Issuing shares to increase chartered equity from owner's equity: 20%
- On closing date of shareholders' list, each 10 current shares of shareholders will be paid 3 extra shares. Additional issued shares for paying 2014 dividend and increasing chartered's equity are common shares and free to transfer.

- Rounding and handling decimal shares plans: The number of issued shares to pay 2014 dividend and increase chartered equity from owner's equity will be rounded down to unit. The decimal shares incurred (if any) due to rounding will be cancelled.

For example: On closing date of shareholders' list to pay 2014 dividend by shares, shareholder A owns 107 shares. With 30% performing ratio, shareholder A receives: $107 \times 30\% = 32,1$ shares. According to rounding principle, shareholder A will receive 32 shares. The decimal share (0,1) will be cancelled.

- The right to receive issued shares to pay 2014 dividend and to increase chartered equity from owner's equity cannot be transfer. Treasury shares cannot benefit from the share issuance.
- Share issuing sources:
 - + Undistributed earnings after tax: 75.596.330.000 VND
 - + Surplus equity capital: 105.021.650.000 VND
 - + Investment – Development Fund: 46.171.000.000 VND
- Expected equity after issuance: 982.759.330.000 VND
- Issuing time: In 2015, after being approved by State Securities Committee.

2. Listing and depository registration for additional issued shares

All additional issued shares will be registered for listing with HCM Stock Exchange and registered for depository with Vietnam Securities Depository after completing the issuance.

3. Authorizing the board of directors for matters relating to chartered equity increasing:

General Meeting of Shareholders authorizes Board of Directors to decide all the matters relating to this shares issuance for increasing chartered equity from owner's equity, details:

- Implementing necessary procedures to register the shares issuance with State Securities Commission (SSC) and explain to SSC (if any);
- Supplementing or modifying the issuance plan at the request of SSC or for compliance with relevant laws (if any);
- Choosing time to close the list of shareholders exercising the rights and implementing the issuance properly;
- Registering new chartered equity procedure with the Department of Planning and Investment of Ho Chi Minh City after completing the shares issuance;

- Amending the provisions relating to chartered equity, shares, stocks in the Organizing and Operating Charter of the Company after completing the issuance in accordance with the result;
- Implementing necessary procedures to register for listing and depository all additional issuing shares with HCM Stock Exchange and Vietnam Securities Depository;
- Other related works to accomplished given tasks.

Article 9. Approved Proposal of Issuing Shares for key managers and excellent employees when the Company accomplishes 2015 Business Plan (*Proposal attached*):

1. Plan of the optional share issuance for employee program:

- Quantity of expected issuing shares: 3.779.816 shares, equivalent to 5% shares in circulation.
- Total value of expected issuing shares (by par value): 37.798.160.000
- Share type: Common share.
- Par value: 10.000 VND/share
- Objects of the share issuance: key managers, excellent employees of the Company and its subsidiaries who have notable achievements in the formation and development of the Company / subsidiary companies and achieve individual KPI in 2015.
- Requirement of the share issuance: audited earnings after tax in 2015 of PNJ (excluding extraordinary income) achieve or exceed targets approved by the 2015 General Meeting of Shareholders.
- Principle of valuation: Based on the market price (the price listed on HOSE), issue price shall be equal to 50% average price of 20 trading days preceding the shares issuing day and not less than the par value of PNJ share.
- Restricted transfer: 50% of additional issuing shares will be restricted tranferation in 6 months and the rest will be restricted in 1 year from the completion of the issuance.
- Plan for the remaining shares after the issuance and decimal share (due to rounding) when distributing for employees (if any): Board of Directors will distribute these shares to other employees with the same price issued and restricted transfer conditions of shares is similar to above regulations (except the shares distributed for PNJ Labor Union).
- If an employee resigns for any reason in 01 year limitation, that employee must sell all of the restricted transfer shares to PNJ with a price equivalent to market price of PNJ shares but not higher than the price PNJ distributed.
- Expected issuing time: In Q2/2016, right after officially announce audited financial statement of PNJ and 2015 earnings after tax reach or exceed the plan approved by the 2015 General Meeting of Shareholders and after being approved by the State Securities Commission (SSC).

2. Plan to use the equity from the issuance of shares to key managers and excellent employees:

- The total money expected to be collected from the issuance will be used to supplement business operating capital of network development in 2016..

3. Listing and depository registration for additional issued shares:

- All additional issued shares will be registered for listing with HCM Stock Exchange and registered for depository with Vietnam Securities Depository after completing the issuance.

4. Authorizing the Board of Directors:

General Meeting of Shareholders authorizes Board of Directors to decide all the matters relating to this shares issuance, details:

- Choosing time to implement the issuance properly;
- Implementing necessary procedures to register the shares issuance with State Securities Commission (SSC) and explain to SSC (if any);
- Supplementing or modifying the issuance plan at the request of SSC or for compliance with relevant laws (if any);
- Deciding requirements of employees for buying shares, approving the list of employees buying shares, determining the number of shares distributed to each employee and deciding the issue price provided not lower than the par value;
- Deciding how to handle the remaining shares from the issuance and the decimal shares (due to rounding) after distributing to employees (if any);
- Performing business registration procedures with the Department of Planning and Investment of Ho Chi Minh City after completing the shares issuance;
- Amending the provisions relating to chartered equity, shares, stocks in the Organizing and Operating Charter of the Company after completing the issuance in accordance with the result;
- Implementing necessary procedures to register for listing and depository all additional issuing shares with HCM Stock Exchange and Vietnam Securities Depository;
- Other related works to accomplished given tasks

Article 10. Approved to authorize Board of Directors to choose an auditing company from the list of 04 recommended auditing companies as below to perform auditing for PNJ in 2015 financial year:

- Deloitte Vietnam
- Ernst & Young Vietnam
- KPMG Vietnam
- PricewaterhouseCoopers Vietnam

Article 11. Approved the title of Board of Directors' Chairwoman cum General Director for 2015.

Article 12. Approved the result of additionally electing Mr. Phan Quoc Cong to PNJ's Board of Directors in 2012 – 2017 term

Article 13. Assigned Board of Directors to implement General Meeting of Shareholders' Resolution.

**ON BEHALF OF GENERAL MEETING OF SHAREHOLDERS
PHU NHUAN JEWELRY JOINT STOCK COMPANY
BOARD OF DIRECTORS' CHAIRWOMAN**
(signed and stamped)

MS. CAO THI NGOC DUNG