

Phu Nhuan Jewelry Joint Stock Company

170E Phan Dang Luu, ward 3, Phu Nhuan district Tel: 08.39951703 – 08.39951706

PHU NHUAN JEWELRY JOINT STOCK COMPANY

CHARTER OF ORGANIZATION AND OPERATION

Ho Chi Minh City, 02 April 2016

Charter of Organization and Operation

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Pursuant to:

- Law on Enterprise approved by the 13th National Assembly of the Socialist Republic of Vietnam, the 8th meeting session on 26 November 2014 which is valid for implementation from 01 July 2015.
- Securities Law approved by the 11th National Assembly of the Socialist Republic of Vietnam, the 9th meeting session on 29 June 2006 which is valid for implementation from 01 January 2007.

We, the shareholders of the Phu Nhuan Jewelry Joint Stock Company, agree to approve the content and commit to implement the regulations of this Charter. This Charter is the legal basis for all activities of Phu Nhuan Jewelry Joint Stock Company.

CHAPTER I

GENERAL REGULATIONS

ARTICLE 1: GENERAL PRINCIPLES

1. This Charter does not repeat the regulation of Vietnam law applied to Joint Stock Company, the shareholders of the Company, Board of Directors, Management Board, employees and Union, except the exceptions mentioned in this Charter, because these regulations are always applied whether they are referred to in this Charter or not.
2. If some regulations of the law related to the operation of the Company that have not been mentioned in this Charter or if some new regulations of the law different from the clauses of this Charter, such regulations of law shall be obviously applied and they govern the operations of the Company. The amendment of the corresponding clauses of this Charter shall be carried out by the General Meeting of Shareholders whenever convenient.
3. In addition, this Charter shall not repeat a phrase used in the documents of Vietnam “as stipulated by Vietnam law” because everyone must always comply and implement the Vietnam law in all activities.

ARTICLE 2: DEFINITIONS

1. In this Charter, the following terms shall be construed as follows:
 - “Law on Enterprise” means the Law on Enterprise no. 68/2014/QH13 approved by the National Assembly of the Socialist Republic of Vietnam on 26 November 2014;
 - “Capital contribution” is the transfer of assets into the Company to become the joint owners of the Company. Contributed assets can be Vietnam dong and freely convertible foreign currency contributed by the members to form the capital of the Company;
 - “Charter capital” is the capital contributed by all shareholders and as stipulated in Article 12 of this Charter;

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- “Shareholder” means an organization or individual named in the Company’s Registry of shareholders as the owner of the shares;
 - “Shares” means the Company’s charter capital divided into several equal portions called shares with face value of 10,000 VND.
 - “Company Manager” is the member of the Board of Directors and member of the Management Board;
 - “Management Board” means General Director, Directors of Department, Chief Accountant and similar titles decided by the Board of Directors;
 - “Manager” is a person holding management positions in the Company’s organization structure;
 - “Related parties” means an individual or organization stipulated in Article 4.17 of the Law on Enterprise and Article 6.34 of the Securities Law.
2. In this Charter, the references to one or some other regulations or documents shall include the amendments or documents replacing them.
 3. The headings of chapters, articles of this Charter are used to for easy understanding without affecting the content of this Charter.
 4. If the words or terms that are defined in the Law on Enterprise are not contradictory to the subject or context, they shall have the similar meaning as in this Charter.

ARTICLE 3: COMPANY’S NAME AND LOGO

1. Company’s name: Phu Nhuan Jewelry Joint Stock Company
2. Transaction name: Phu Nhuan Jewelry Joint Stock Company
3. Abbreviated name: PNJ Company
4. The logo:

ARTICLE 4: COMPANY’S HEAD OFFICE

1. Head Office:
 - Address: 170E Phan Dang Luu street, ward 3, Phu Nhuan district, HCM City
 - Tel.: 08. 39951703 – 08. 39951706
 - Fax: 08. 39951702
 - Email: pnj@pnj.com.vn
 - Website: www.pnj.com.vn
2. The Company has Departments, Stores, Branches, Enterprises, Stations, and Representative Offices located in and out of the Country directly under the Company

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established as decided by the Board of Directors and the regulations of law for carrying out the production and business activities.

ARTICLE 5: OPERATION FORM AND STATUS

1. The company was established from the equitization of the Party economic enterprise, Phu Nhuan Jewelry Company directly under the Finance Management Board of HCM City Committee of the Party, on the basis of capital contribution voluntariness of the shareholders; it is organized and operates under the Law on Enterprise.
2. Phu Nhuan Jewelry Joint Stock Company:
 - Is owned by the shareholders.
 - Has full legal status as stipulated by the law of Vietnam.
 - Has its own stamp and may open account at the State Treasury, at domestic and foreign banks as stipulated by law.
 - Has Charter of organization and operation of the Company.
 - Takes responsibility for the limited finance for the debts within the scope of the charter capital.
 - Takes responsibility for all business activities, is allowed for independent economic accounting and financial autonomy.
 - Has its own balance sheet, establishes the funds as stipulated by the Law on Enterprise and Resolution of the General Meeting of Shareholders.

ARTICLE 6: OBJECTIVES AND SCOPE OF PRODUCTION AND BUSINESS ACTIVITIES

1. The objectives of the Company:

- Develop and maintain PNJ brand that is one of the leading brands of Vietnam jewelry industry, participate in the world market.
- Expand and develop synchronously other strong operation fields to create a foundation for table, long lasting and solid development.
- Maximize profit, ensure the legal rights of employees, and fulfill obligations to the State.

2. The scope of the production and business activities:

- Retail of other new goods at specialized stores. Detail: Retail of gold, silver, precious metals, precious and semi-precious stones, jewelry. Retail of souvenirs, knitting goods, handicraft goods. Retail watches, eyeglasses. Retail of gold, silver, precious metals, materials. Trading of gold jewelry and fine arts. Export and import of gold jewelry, fine arts. Trade of gold bars (4773).

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- Technical testing and analysis. Detail: Service of testing diamond and gemstones. Service of testing gold, silver, other precious metals, semi-precious stones (7120).
- Production of jewelry and related parts. Details: Production of gold jewelry and fine arts. Processing of gold jewelry and fine arts. Production of jewelry from precious metals or basic metals plated with precious metals or precious stones or semi-precious stones, or synthetic metals and precious or semi-precious stones or other metals; Production of parts in gold, silver, precious metals or basic metals plated precious metals such as food, textiles, dishes, cups, hygiene items, office parts, the parts used in religion. Production of technical parts or testing part in precious metals (except tools or similar parts): crucibles, spatulas, metal anode testing of metal; precious metal watches; cuffs, watch ropes, cigarette boxes (3211).
- Wholesale of metals and metal ores. Detail: Wholesale of gold, silver, precious metals, precious stones and semi-precious stones. Trading of gold bars (4662)
- Vocational education. Vocational training (8532)
- Other credit issuance activities. Detail: Pawn service (6492)
- Retail of garment, footwear, leather goods and leatherette goods at specialized stores. Detail: Retail of suitcase, briefcase, bag, wallet, other leather goods and leatherette goods. Retail of cup pad, towel, paper package, cloth bag, pillowcase, towel, footwear. Retail of blanket, cushion, bed sheet, curtain, sheet, pillow and other bedding, garments, clothes. Retail of footwear. Retail of leather goods and leatherette goods. Retail of leather and leatherette tourism goods. Retail of other clothing like gloves, scarf, socks, tie, belt (4771).
- Haircut, hair styling, hair wash. Detail: Haircut, hair styling, hair wash, facial care (except bleeding service) (9631).
- Restaurant and mobile food & drink services. Detail: Trading restaurants, wine, beer, beverage and food services (5610)
- Trade of real estate, land use right of the owner, user or lease. Detail: Trading real estate (6810).
- Production of jewelry imitation goods and related parts (3212).
- Wholesale of other household appliances. Detail: Wholesale of jewelry in gold, silver, and precious metals. Wholesale of suitcase, briefcase, bag, wallet, other leather goods and leatherette goods. Wholesale of watch, eyeglasses. Retail of leather, leatherette and other material tourism goods. Wholesale of fashion accessories. Trade of postcards and other publications. Wholesale of soap, candle, essential oils, cinnamon products, horn products (excluding products from precious and rare animals), the sculpture products (4649).
- Other wholesales. Detail: Wholesale of handicrafts (4669)

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- Production of metals and precious metals. Detail: Production of metals and precious metals, gold bars (2420)
- Other financial services (excluding insurance and social insurance). Detail: Currency exchange agent, service of receiving and payment of foreign currencies (6499).
- Mechanical processing; treatment and coating of metals. Detail: Processing of gold, silver, precious stones, jewelry, jewelry imitation products and related parts (2592).
- Wholesale of fabrics, readymade garments, footwear (4641).
- Retail of books, newspapers, magazines, stationery at specialized stores (4761).
- Activities of composition, arts and entertainment (except the art performance at the head office (9000).
- Sewing costume (except fur and leather costume) (except bleaching, dyeing, gluing, printing on weaving products, garments, knitting products and processing of used goods) (1410).
- Production of readymade garments (except Costume) (except bleaching, dyeing, gluing, printing on weaving products, garments, knitting products and processing of used goods) (1322).
- Production of carpet, blanket (except bleaching, dyeing, gluing, printing on weaving products, garments, knitting products and processing of used goods) (1323).
- Production of suitcase, handbags and similar products, production of saddle (except bleaching, dyeing, gluing, printing on weaving products, garments, knitting products and processing of used goods) (1512).
- Production of footwear (except bleaching, dyeing, gluing, printing on weaving products, garments, knitting products and processing of used goods) (1520).
- Retail of food at specialized stores (According to Decision no. 64/2009/QĐ-UB and Decision no. 79/2009/QĐ-UB of the City People's Committee on the planning of agricultural products and food in Ho Chi Minh City) (4722).
- Wholesale of food (not operate at head office) (4632).
- Production of other products from paper (except waste recycling at the head office) (1709).
- Export and import of gold jewelry, fine arts from gold, silver, precious metals, diamond, precious stones, semi-precious stones, gold bars, material gold in form of leaf, wire, powder, block, stick, bead, bar. Export and import of jewelry, jewelry imitation products and relevant parts (the business line does not match the economic industry system of Vietnam).
- E-Commerce.

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- Investment in securities.

ARTICLE 7: TERM OF OPERATION

1. The term of operation of the Company is 50 years from the date presented in the Decision on changing from Party economic enterprise to Joint Stock Company of the competent authorities. The termination before the term or extension of the operation time of the Company is decided by the General Meeting of Shareholders basing on the regulations in the Law on Enterprise and it must be approved by the competent authorities.

ARTICLE 8: RIGHTS AND OBLIGATIONS OF THE COMPANY

1. Rights:

- 1.1 The Company has the right to manage and use the capital contributed by shareholders, land and assets assigned for using and other resources to carry out the business objectives and missions of the Company;
- 1.2 Organization of the management machine, organization of the production and business units suitable to the objectives and missions of the Company. Divide and adjust the resources between the subordinate units ensuing the production and business efficiency;
- 1.3 Establish branches and representative offices of the Company in and out of the country as stipulated by law;
- 1.4 Trade within the business lines allowed by the Government; expand the business scale according to the Company's capability and market demand. Depending on the situation, the specific conditions, other business lines shall be expanded to be suitable to the regulation of law and allowed by the competent authorities;
- 1.5 Innovate technological and equipment to be suitable to the business development and efficiency of the Company;
- 1.6 Find market, directly transact and sign contracts with domestic and foreign customers. Directly export as required by the business activity of the Company and in accordance with current regulations of law;
- 1.7 Make decision on the buying and selling prices of supplies, raw materials, products and services (except products and services priced by the Government);
- 1.8 Have the right to protect the industrial property rights including patents, useful solutions, trademarks, industrial designs, name and origin of goods and brands in accordance with the law of Vietnam;
- 1.9 Invest in the joint venture to contribute capital, buy a part or all assets of other companies as stipulated by law for the purpose of development of the production and business;

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- 1.10 Labor recruitment, hiring, arrangement, employment, training, select forms of salary payment, make decision on salary, bonus based on the dedication and efficiency of the production and business and other rights of the Employer as stipulated by the Labor Code and other regulations of law;
- 1.11 Invite and receive foreign customers or appoint staff of the Company to be on business abroad suitable to the policy of expanding the cooperation of the Company and the regulation of the Government;
- 1.12 Inherit the ownership of the brands from Phu Nhuan Jewelry Company to Phu Nhuan Jewelry Joint Stock Company;
- 1.13 Other rights as stipulated.

2. Obligations:

- 2.1. Carry out business registration and operate within the registered business lines. Take responsibility to customers and the law for the products and services implemented by the Company;
- 2.2. Establish the development strategy, production and business plan to be suitable to the functions, missions of the Company and market demand;
- 2.3. Sign and implement the economic contracts signed with partners;
- 2.4. Fulfill the obligations to the employees according to the regulations of Labor Code. Ensure the rights of the employees by collective labor agreement and other regulations;
- 2.5. Implement the regulations of the Government on the protection of environmental resources, national security and fire prevention work;
- 2.6. Implement the statistical reporting system, accounting and periodic reports as stipulated by the Government and unexpected reports of the General Meeting of Shareholders, take responsibility for the accuracy of the reports;
- 2.7. Is subject to the inspection of the State management agencies as stipulated by law. Comply with the regulations on inspection of the competent authorities;
- 2.8. Other obligations as stipulated by law.

ARTICLE 9: LEGAL REPRESENTATIVE OF THE COMPANY

1. The legal representative of the company is an individual representing for the Company to implement the rights and obligations arising from the transactions of the Company, representing the Company as the plaintiff, the defendant, who has the related rights and obligations to the arbitration, the Court and other rights and obligations as stipulated by law.
2. The company has 02 legal representatives that are Chairman and General Director with the personal information as follows.

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Full name:

Sex:

Date of birth:

Nationality:

Ethnic group:

ID Card no.:

Permanent residence:

Current residence:

Title: Chairman of the Board of Directors

Full name:

Sex:

Date of birth:

Nationality:

Ethnic group:

ID Card no.:

Permanent residence:

Current residence:

Title: General Director

3. The responsibilities of each legal representative shall be determined according to the regulations of this Charter, the internal management regulations of the Company and the resolutions and documents issued by the Board of Directors.
4. The Company ensures that the legal representatives of the Company are residing in Vietnam. If all legal representatives of the Company are absent from Vietnam, the legal representative of the Company holding the title of General Director must authorize in writing another person to implement the rights and obligations of the legal representative before leaving Vietnam. The legal representative of the Company is still responsible for the implementation of his authorized rights and obligations.
5. If the authorization time is expired in accordance with clause 3 of this Article, not any legal representative of the company returns Vietnam and there is no other authorization, the authorized person still continues to implement the rights and obligations of the legal representative of the Company within the authorization scope until at least one legal representative of the Company returns to work at the Company

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or when the Board of Directors makes decision on appointing another person as legal representative of the Company.

ARTICLE 10: RESPONSIBILITIES OF THE LEGAL REPRESENTATIVE OF THE COMPANY

1. The legal representative of the Company has the following responsibilities:
 - 1.1. Implement the assigned rights and obligations in such an honest, diligent, and best way to ensure the legal interests of the Company;
 - 1.2. Be loyal to the interests of the Company; not use the information, know-how, business opportunities of the Company, not abuse his position, title and use the assets of the company for personal benefits or for the benefits of other organizations and individuals;
 - 1.3. Notify timely, fully and accurately to the Company on such representative and his related party that owns or has shares, contributed capital governing at other companies.
2. The legal representative of the company is personally liable for damages caused to the Company due to the violation of obligations stipulated in clause 1 of this Article.

ARTICLE 11: STAMP

1. The company has one stamp. The Board of Directors decides on the form and content of the stamp of the Company. The content of the stamp must show the following information:
 - a. Name of the Company
 - b. Tax code.
2. Before use, the company notifies the stamp sample to the business registration agency for publicizing on the national information portal about business registration.
3. Board of Directors, General Director manage, use and keep the stamp as stipulated in the Charter of the Company and the internal management regulation of the Company.
4. The stamp is used in cases stipulated by law or the transaction parties with agreement on the use of stamp.

ARTICLE 12: PRINCIPLES OF ORGANIZATION, MANAGEMENT AND OPERATION OF THE COMPANY

1. The company operates on the principles of voluntariness, equality, democracy, respects the law and Company's Charter.
2. The shareholders of the joint stock company contribute capital, share profits and bear losses corresponding to the contributed capital and are liable for the debts of the Company within the contributed capital to the Company.

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3. The highest decision-making body of the Company is the General Meeting of Shareholders.
4. The General Meeting of Shareholders elects the Board of Directors for managing the Company, elects the Supervisory Committee for internal control of all business activities, management activities, and operation activities of the Company.
5. The operation managers of the Company are in charge by the General Director appointed and dismissed by the Board of Directors.

ARTICLE 13: ORGANIZATION OF THE VIETNAMESE COMMUNIST PARTY AND OTHER ORGANIZATIONS

1. The Organization of the Vietnamese Communist Party, Trade Union, and Youth Union in the Company operate under the Constitution and the law of the Socialist Republic of Vietnam, in accordance with the Law on Enterprise and Charter of such organization.
2. The Company respects and creates favorable conditions for the above mentioned organizations to operate with right functions, missions and the charter of their organization and suitable to the actual production – business situation of the Company.

CHAPTER II

CAPITAL – SHARE – STOCK – SHAREHOLDERS – DIVIDEND

SECTION 1. BUSINESS CAPITAL

ARTICLE 14: CHARTER CAPITAL

1. The charter capital is contributed in Vietnam dong, foreign currencies or in kind, and is accounted to a unified unit that is Vietnam dong (VND).
2. On the approval date of this Charter, the charter capital of the Company is 982,745,770,000 VND (Nine hundred eighty two billion, seven hundred forty five million seven hundred and seventy thousand VND).
3. The Company may not use the charter capital for dividend payment or divide assets of the Company to Shareholders in any form except the case of charter capital reduction as stipulated by the Law on Enterprise.

ARTICLE 15: INCREASE, DECREASE OF CHARTER CAPITAL

1. The Company can increase or decrease the charter capital as approved by the General Meeting of Shareholders and in accordance with the regulations of the law to meet the business demand by:
 - 1.1. Additional issuance of stocks or acquire issued shares as stipulated in this Charter and it is approved by the competent authorities;

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- 1.2. Re-invest a part or the whole of undistributed profit;
- 1.3. Transfer the accumulated reserve funds into charter capital.
2. The Company changes its charter capital if the Company acquires issued shares as stipulated in Article 129 and Article 130 of the Law on Enterprise. The shares acquired as stipulated in Article 129 and Article 130 of the Law on Enterprise are considered as unsold shares as stipulated in Clause 4, Article 111 of the Law on Enterprise. The Company must carry out procedures to adjust the decrease of charter capital corresponding to the total face value of the shares acquired by the Company within 10 days from the completion date of the share acquisition, except otherwise stipulated by the securities law.
3. The additionally issued shares must be fully updated in the Registry of Shareholders and Certificate of share ownership.

ARTICLE 16: OTHER MOBILIZED CAPITAL

1. The Company has the right to mobilize other capital apart from the charter capital for production and business by:
 - 1.1. Borrowing from domestic and foreign financial and credit institutions;
 - 1.2. Issuing bonds, convertible bonds and other types of bonds as stipulated by law and the Charter of the Company;
 - 1.3. Borrowing from domestic and foreign individuals;
 - 1.4. Borrowing from foreign organizations and individuals as stipulated by law.
2. The company must ensure the full and timely payment of the principal and interest and fulfill other financial obligations.

SECTION 2. SHARE – STOCK

ARTICLE 17: SHARE

1. The charter capital of the Company is divided into equal parts, called shares. The face value of each share is 10,000 VND (Ten thousand VND)
2. All shares of the Company at the approval time of this Charter are common shares.
3. The common shares newly offered for sale must be preferentially offered to the existing shareholders with the rate corresponding to their ownership rate of common shares in the Company, except otherwise decided by the General Meeting of Shareholders. The remaining number of shares not registered shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to others under the conditions and ways considered to be suitable by the Board of Directors, but such shares must not be sold with more favorable conditions than that of offered to the existing shareholders, unless otherwise accepted by the General

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Meeting of Shareholders or for case of that the shares are sold through the Exchange Securities under auctions.

4. The Company may issue common shares with preferential price to employees of the Company. The Company's trade union can use the trade union fund to buy these shares when the employees of the Company violate the conditions stipulated by the Company when issuing these shares.
5. The Board of Directors shall decide the time, method and offering price of shares. The offering price cannot be lower than the market price at the time of offering or value recorded in the share books at the nearest time, except the following cases:
 - 5.1. The shares offered to all shareholders is according to their rate of existing shares at the Company;
 - 5.2. Shares offered to the brokers or guarantors. In this case, the specific discount amount or discount rate must be approved by the shareholders representing at least 75% of the total number of shares with voting right at the meeting and 65% of the total number of shares with voting right for case of collecting written opinion;
 - 5.3. Other cases are approved by the General Meeting of Shareholders or the Board of Directors is authorized for making decision.
6. The Company can acquire the shares issued by the Company as stipulated in this Charter and the current law. The common shares acquired by the Company are considered as treasury shares and the Board of Directors may offer by ways suitable to the regulations of this Charter and the securities law.
7. The Company may issue other types of securities approved by the General Meeting of Shareholders and it must be in accordance with the regulations of the securities law.
8. The Company may issue other preferred shares after there is approval of the General Meeting of Shareholders and it must be in accordance with the regulations of the securities law.
9. The Company may issue registered shares and limit the transfer conditions to shares of the Company's employees and the strategic shareholders as proposed by the Board of Directors and approved by the General Meeting of Shareholders.

ARTICLE 18: STOCKS AND OTHER SECURITIES CERTIFICATES

1. Stock is the certificate issued by the company or book entry confirming the ownership of one or some shares in the Company.
2. The shareholders of the Company are issued the stock certificates corresponding to the number of shares and type of shares that they own.
3. The stock certificates must be signed by the legal representative and sealed by the Company's stamp. The stock certificates must clearly state the quantity and type of

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shares held by the shareholder, full name of the holder and other information stipulated by the Law on Enterprise.

4. After the shareholders pay money for buying shares of the Company, their names shall be entered in the Registry of Shareholders, and they shall receive one or some stocks for all of their shares.
5. Within 30 days from the day of fully submitting the complete document requesting to transfer the share ownership as stipulated by the Company or within two months, or can be longer as stipulated by the issuance terms, from the date of full payment for the shares as stipulated in the plan of share issuance of the Company, the owner of the shares shall be issued the stock certificate. The owner of shares does not have to pay the printing cost of the stock certificate or any other expenses.
6. If stock is faded, torn, damaged, erased or lost, it can be changed for the new one if submitting all necessary evidences as required by the Board of Directors and paying all related costs to the Company.
7. The Company issues shares in form certificate of share ownership.
8. Bond certificate or other securities certificates of the Company, except Offer Letter, temporary certificates and similar documents, shall be issued with stamp and sample signature of the legal representative of the Company, except otherwise stipulated by the issuance terms and conditions.

ARTICLE 19: TRANSFER OF SHARES

1. All shares can be freely transferred unless otherwise stipulated by Charter and the law. All shares listed on the Stock Exchange shall be transferred according to the regulations of the State Securities Commission of Vietnam and Stock Exchange.
2. For the transferred shares, after the right and sufficient information as stipulated is entered in the Registry of Shareholders, the transferee of shares shall become shareholder of the Company from that time.
3. Shares that have not been fully paid shall not be transferred and they do not have the related rights like right for receiving dividend, right to receive the issued stocks to increase the share capital from the owner's equity, the right to buy offered new stocks.

ARTICLE 20: WITHDRAWAL OF SHARES

1. If the shareholders do not fully and timely pay for the stock purchase, the Board of Directors shall notify and have the right to request such shareholder to pay the remaining amount together with interest on that amount and the arising costs due to the late payment to the Company as stipulated.
2. The notice on payment mentioned above must specify the new term for payment, at least seven days from the date of notice, place of payment and the notice must specify

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that if the shareholders fail to make the payment as required, the number of shares that have not been paid shall be withdrawn.

3. The Board of Directors has the right to withdraw the unpaid shares if the requirements in the notice mentioned above are not met.
4. The withdrawn shares are considered as the shares with offering right. The Board of Directors may directly or authorize another person to sell, re-distribute or settle for the owner whose shares are withdrawn or other persons according to the conditions and ways considered to be suitable by the Board of Directors.
5. The shareholders holding the withdrawn shares must give up the shareholder status to such shares, but they have to pay all related costs and interest with the rate at the time of withdrawal as decided by the Board of Directors from the withdrawal date to the payment date. The Board of Directors has full right to make decision on enforcement of the payment of all value of stocks at the time of withdrawal.
6. The notice on withdrawal shall be sent to the holder of withdrawn shares before the time of withdrawal. The withdrawal still remains its validity even in the event of having any error or negligence in sending notice.

ARTICLE 21: INHERITANCE OF SHARES

1. The shares of the Company are inherited according to the regulations of the law and this Charter.
2. The Company recognizes that the following people having the right to own a part or the whole of shares of the decedent:
 - The only heir as stipulated by law.
 - Many heirs as stipulated by law. In this case, they must appoint the only representative by notarized authorization procedure. The Company does not solve the disputes between the heirs as stipulated by law.
3. In a shareholder has died, the heirs or assets managers of the decedent shall be recognized by the Company as the only person inheriting the benefits of the shares. This regulation does not mean that the shares owned by the deceased shareholder are no longer related to the assets obligations implemented by such shareholder.
4. If a shareholder dies without any legal heir, the Trade Union of the Company shall be the owner of the shares of such shareholder.
5. After finishing the registration of owner of inherited shares, the legal heir shall become the new shareholder and receive all the rights and obligations of the deceased shareholder.

ARTICLE 22: THE REGISTRY OF SHAREHOLDERS

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1. The company must prepare and keep the Registry of Shareholders from the time the Business Registration Certificate is issued. The Registry of Shareholders can be documents, electronic data files or both.
2. The Registry of Shareholders must have the following main contents:
 - 2.1. Name and address of the head office of the Company;
 - 2.2. Total number of shares with offering right, the type of shares with offering right and the number of shares with offering right of each type;
 - 2.3. Total number of sold shares of each type and the value of share capital contributed;
 - 2.4. Full name, permanent residence, nationality, identity card number, passport or other legally personal identification to individual shareholders; name, address permanent residence, nationality, number of establishment decision or business registration number for shareholder as organization;
 - 2.5. The number of shares of each type of each shareholder and the registration date of shares.
3. The Registry of Shareholders is kept at the head office of the Company or at the Securities Depository Center. The Shareholders have the right to check, search or copy the content of the Registry of Shareholders during the working hours of the Company or the Securities Depository Center.
4. Shareholders owning from 5% or more of total shares must be registered at the competent business registration agency within seven working days from the date of owning such rate.

SECTION 3. SHAREHOLDERS

ARTICLE 23: GENERAL REGULATIONS ON SHAREHOLDERS

1. Shareholders of the Company are the organizations or individuals that own one or more shares of the Company. Shareholders are the owners of the Company, with the rights and obligations corresponding to the number of shares and type of shares they own. Shareholders are only liable for the debts and other assets obligations of the Company within the amount of capital contributed to the Company.
2. Shareholders are officially recognized when they have fully paid the cost for buying shares and their names are entered into the Registry of Shareholders of the Company
3. The representatives under the share authorization as stipulated by law of the shareholders at the Company:
 - 3.1. If the shareholder is an organization: the representative is assigned according to the official Decision of the competent authorities of such organization.

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- 3.2. If the shareholder is an individual: the shareholder themselves must implement the rights and obligations as stipulated by this Charter and the regulations of law.
- 3.3. If the shareholder is an organization that is reorganized, dissolved or went bankruptcy, the inheriting organization shall receive the benefits and fulfill the obligations of such organization shareholder after sending Request to the Company to replace the authorized representative, enclosing the legal documents as stipulated about the merger, division, separation, consolidation or transformation of that organization.
4. The appointment of authorized representative of the shareholder is carried out according to the following regulations:
 - 4.1 Shareholder owns at least 10% of the common shares of the Company may authorize at least 02 representatives.
 - 4.2 For case of appointing several authorized representatives, it is necessary to specify the number of shares for each representative. If the number of shares is not identified for each authorized representative, the number shares shall be divided equally to the number of authorized representatives.
 - 4.3 The appointment of an authorized representative must be in writing, and it must be notified to the Company and it is only valid to the Company from the date the Company receives the notice. The written authorization letter must have the following main contents:
 - Name, company's tax code, address of head office of shareholder as an organization;
 - The number of authorized representatives and the rate of shares corresponding to each authorized representative;
 - Full name, permanent residence, nationality, ID card no., passport or other legal personal identification of each authorized representative;
 - The term of authorization of each authorized representative; Specify the starting date of the authorization;
 - Full name and signature of the legal representative of the shareholder as organization and the authorized representative.
5. The authorized representative must have the following standards and conditions:
 - 5.1. Have full capacity for civil acts;
 - 5.2. Not belong to the case prohibited from establishing and managing company;
 - 5.3. Not the spouse, father, adoptive father, mother, adoptive mother, children, adopted children, brother, sister of the company's managers; except it is approved by the Board of Directors;

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ARTICLE 24: RESPONSIBILITIES OF AUTHORIZED REPRESENTATIVE OF SHAREHOLDER AS ORGANIZATION

1. In the name of the shareholder as organization, the authorized representative implements the rights and obligations of the shareholder at the General Meeting of Shareholders as stipulated by the Law on Enterprise and this Charter. Any restriction of the shareholder as organization to the authorized representative in the implementation of the rights and obligations of the corresponding shareholder at the General Meeting of Shareholders is not valid for the third parties.
2. The authorized representative is responsible for attending all meetings of the General Meeting of Shareholders; implementing the authorized rights and obligations in such an honest, diligent, and best way to protect the legal interests of the authorized shareholder.
3. The authorized representative is responsible to the third parties for arising liabilities related to the rights and obligations implemented through the authorized representative.

ARTICLE 25: AUTHORIZED REPRESENTATIVES ATTENDING THE MEETING

1. Shareholder whose name in the list of shareholders has the right to attend the General Meeting of Shareholders, may personally attend the meeting or authorize the authorized representative to attend the meeting or through one of the forms stipulated in this Charter. If there is more than one authorized representative, it is necessary to specify the number of authorized shares for each representative.
2. The authorization to the authorized representative to attend the General Meeting of Shareholders must be made in writing in the form of the Company and it must be signed and complies with the following regulations:
 - 2.1. Have capacity for civil acts;
 - 2.2. If the individual shareholder is the authorizer, there must be signature of such shareholder and the authorized representative.
 - 2.3. If the representative according to authorization of the shareholder as an organization is the authorizer, there must be signatures of the representative according to authorization, legal representative of the shareholder and the authorized representative.
 - 2.4. In other case, there must be signature of the legal representative of the shareholder and the authorized representative.
3. The authorized representative attending the General Meeting of Shareholders must submit the Letter of authorization before entering the meeting room.

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4. If a lawyer, on behalf of the authorizer, signs the representative appointment letter, the representative appointment in this case is only be considered to be valid if such representative appointment letter is presented together with the authorization letter to the lawyer or a legal copy of such authorization letter if it has not been registered at the Company.
5. Except the case stipulated in clause 6 of this Article, the vote of the authorized representative within the scope of authorization remains its validity in one of the following cases:
 - 5.1 The authorizer dies, is restricted the civil act capacity or deprived the civil act capacity;
 - 5.2 The authorizer cancels the authorization appointment;
 - 5.3 The authorizer cancels the authority of the authorized representative.
6. Clause 5 of this Article shall not be applied if the Company receives the notice on one of the above mentioned events before the opening of the General Meeting of Shareholders or before the meeting is re-convened.

ARTICLE 26: RIGHTS OF SHAREHOLDERS

The holders of common shares have the following rights:

1. Attend and express opinions at the General Meeting of Shareholders and implement the voting directly or through the authorized representative or in other forms stipulated by this Charter and the law;
2. Receive the dividend corresponding to the number of held shares with the rate decided by the General Meeting of Shareholders;
3. Freely transfer the held shares, unless the case restricted the transfer as stipulated in this Charter and related law;
4. Are given the priority to buy newly offered shares corresponding to the rate of common shares that they own.
5. Consider, look up and copy information related to the shareholders in the list of shareholders eligible to attend the General Meeting of Shareholders and request on amending inaccurate information.
6. Consider, look up and copy the Charter of the Company, meeting minutes book of the General Meeting of Shareholders and the resolutions of the General Meeting of Shareholders.
7. If the Company is dissolved, they may receive a part of the remaining assets corresponding to the number of shares contributed to the Company after the Company has paid to creditors and other shareholders;

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8. Request the Company to acquire their shares in the cases stipulated in this Charter and Article 129 of the Law on Enterprise;
9. A shareholder or group of shareholders holding from 5% of the total number of common shares for six consecutive months or more, has the following rights:
 - 9.1. Nominate the candidate to members of the Board of Directors, Supervisory Committee as stipulated in this Charter and the Law on Enterprise;
 - 9.2. Request to convene the General Meeting of Shareholders for case stipulated in clause 3, Article 114 of the Law on Enterprise;
 - 9.3. Check and receive the copy of the list of shareholders having the right to attend the meeting and vote at the General Meeting of Shareholders;
 - 9.4. Request the Supervisory Committee to check each specific issue related to the management, operation management of the Company when necessary. The request must be made in writing; must include full name, permanent residence, nationality, identity card number, Passport or other legal personal identification of individual shareholders; name, permanent residence, nationality, number of establishment decision or company's tax code to shareholders as organization; the number of shares and the time for share registration of each shareholder, the total number of shares of the group of shareholders and the ownership rate of the total shares of the Company; issues to be checked and testing purpose.
 - 9.5. Review and copy the minutes and resolutions book of the Board of Directors, mid-year and annual financial statements according to the form of the Vietnam Accounting System and the reports of the Supervisory Committee;
10. Divide the remaining assets when the company dissolves or goes bankruptcy according to the rate corresponding to the number of held shares;
11. Other rights as stipulated in this Charter and related laws.

ARTICLE 27: RESPONSIBILITIES AND OBLIGATIONS OF THE SHAREHOLDERS

Shareholders have the following obligations:

1. Comply with the Company's Charter and the internal management regulations of the Company; comply with the decisions of the General Meeting of Shareholders, Board of Directors;
2. Attend the General Meeting of Shareholders and implement the voting right directly or through an authorized representative or in other forms stipulated by this Charter and the law. Shareholders may authorize a member of the Board of Directors to be an authorized representative to attend the General Meeting of Shareholders.
3. Fully and timely pay the cost for buying shares committed to buy;

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4. During the operation term of the Company presented in the business registration certificate, the shareholders is not allowed to withdraw share capital in any form except their shares are acquired by the Company or another person;
5. Provide exact mailing address, email address and telephone number when their names are entered in the Registry of Shareholders, when registering for buying shares, and when there is request from the Company;
6. Protect the prestige, benefits, assets and keep the business secret about the activities of the Company, participate in the affairs of the Company as assigned;
7. Complete other obligations as stipulated by the current law;
8. Personally take responsibility in the name of the Company in any form to implement one of the following acts:
 - 8.1. Violate the law;
 - 8.2. Implement the business and other transactions for the personal benefit or for the benefits of the other individuals and organizations;
 - 8.3. Pay the undue debts when the financial risks may happen to the Company.

ARTICLE 28: CHANGE OF THE RIGHTS

1. The change or cancellation of the special rights attached to a type of preferred shares is valid when there is approval from the shareholders holding at least 75% of the common shares attending the meeting and at the same time, there is approval from the shareholders holding at least 75% of the voting right of the above mentioned preferred shares.
2. The holding of the Meeting of the Shareholders holding a type of preferred share to approve the change of the right mentioned above is only valid when at least two (02) shareholders (or their authorized representatives) holding at least one third (1/3) of the value of the face value of such type of shares issued. If the number of delegates is not enough, the meeting shall be re-held within thirty (30) days thereafter, and the holders of such type of shares (regardless of the number of people and number of shares) being present in person or through authorized representatives are considered to have sufficient number of required delegates. At the meetings of the shareholders holding preferred shares mentioned above, the share holders of such type are present in person or through a representative may request a secret vote. Each share of the same type has the equal voting right at the meetings mentioned above.
3. The procedures for conducting such separate meetings are carried out similarly to the regulations in Article 29 and Article 30 of this Charter.
4. Unless otherwise stipulated by the terms on shares issuance, the special rights attached to types of shares with preferred rights to some or all issues related to the

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profits or assets division of the Company shall not be changed when the Company additionally issues the shares of the same type.

CHAPTER III

ORGANIZATION OF THE MANAGEMENT, ADMINISTRATION AND CONTROL OF THE COMPANY

ARTICLE 29: ORGANIZATION STRUCTURE OF THE MANAGEMENT, ADMINISTRATION AND CONTROL OF THE COMPANY

The Company is organized, managed and it operates under the model including:

1. The General Meeting of Shareholders;
2. Board of Directors;
3. Supervisory Committee; and
4. General Director

SECTION 1. GENERAL MEETING OF SHAREHOLDERS

ARTICLE 30: GENERAL MEETING OF SHAREHOLDERS

1. The General Meeting of Shareholders includes all shareholders with voting right, it is the highest deciding body of the Company, having the following rights and obligations:
 - 1.1 Approve the development orientation of the Company;
 - 1.2 Decide the type of shares and the total number of shares of each type to be offered; decide the annual dividend per share;
 - 1.3 Decide the amendment and supplement to the Company's Charter;
 - 1.4 Elect and dismiss the members of the Board of Directors, the Supervisory Committee;
 - 1.5 Decide the investment plan, investment project or sale of assets with value equal to or greater than 35% of the total value of assets presented in the latest financial statements of the Company;
 - 1.6 Decide to acquire over 10% of the total sold shares of each type;
 - 1.7 Approve the annual financial statements;
 - 1.8 Consider and solve the violations of the Board of Directors, Supervisory Committee causing damage to the Company and the shareholders of the Company;
 - 1.9 Make decision on reorganization and dissolution of the Company;
 - 1.10 Other rights and obligations as stipulated by the Law on Enterprise and this Charter.

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2. The Annual General Meeting of Shareholders is held once a year, convened by the Board of Directors within 04 months from the closing date of the fiscal year.
3. The Board of Directors selects the appropriate place for holding the General Meeting of Shareholders in the territory of Vietnam. If the General Meeting of Shareholders is held simultaneously at many places, the place for the General Meeting of Shareholders is identified as the place where the Chairman attends the meeting.
4. The Board of Directors must convene the extraordinary General Meeting of Shareholders in the following cases:
 - 4.1. The Board of Directors considers that it is necessary for the interests of the Company;
 - 4.2. The annual balance sheet, quarterly or mid-year reports or auditor's report of the fiscal year reflects that the owner's equity is lost one-half (1/2) compared to the amount of the period beginning;
 - 4.3. When the number of members of the Board of Directors is less than the number of members stipulated by law or less than a half of the number of members stipulated in this Charter;
 - 4.4. Shareholder or a group of shareholders owning from 5% of the total common shares of the Company for 06 consecutive months requests in writing to convene the General Meeting of Shareholders. The Request on convening the General Meeting of Shareholders must clearly state the reason and purpose of the meeting, with all signatures of related shareholders or the written Request is made in several copies, in which each copy must be signed by at least one related shareholder.
 - 4.5. The Supervisory Committee requests to convene a meeting;
 - 4.6. Other cases as stipulated by law and this Charter.
5. Authority for convening the Extraordinary General Meeting of Shareholders:
 - 5.1 The Board of Directors must convene the Extraordinary General Meeting of Shareholders within thirty days from the date the number of members of the Board of Directors remains as stipulated in clause 4.3 of this Article or receives the Request as stipulated in clauses 4.4 and 4.5 of this Article. If the Board of Directors does not convene the General Meeting of Shareholders as stipulated in Clause 5.1 of this Article, the Chairman must be responsible to the law and must compensate for the arising damages to the Company.
 - 5.2 If the Board of Directors does not convene the Extraordinary General Meeting of Shareholders as stipulated in Clause 5.1 of this Article, within the next thirty days, the Supervisory Committee must represent the Board of Directors to convene the General Meeting of Shareholders as stipulated. If the Supervisory Committee fails

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to convene the General Meeting of Shareholders as stipulated in Clause 5.2 of this Article, within the next thirty days, the requesting shareholder or a group of shareholders as stipulated in Clause 4.4 of this Article has the right to represent the Board of Directors, and the Supervisory Committee to convene the General Meeting of Shareholders as stipulated. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration agency to supervise the convening and conduction of the meeting if necessary.

- 5.1. All reasonable and legal costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include the costs spent by the Shareholders when attending the General Meeting of Shareholders, including the accommodation costs.
6. The General Meeting of Shareholders shall be conducted if the number of attending shareholders represents at least 51% of the total votes.
 - 6.1 If the meeting is not eligible for being conducted for the first time as stipulated in this Article, the meeting of the second time shall be convened within 30 days from the intended date of the first time. The General Meeting of Shareholders convened for the second time shall be conducted if the number of shareholders representing at least 35% of the total votes.
 - 6.2 If the meeting of the second time is not eligible for being conducted as stipulated in this Article, the meeting of the third time shall be convened within 20 days from the intended date of the second time. In this case, the General Meeting of Shareholders shall be conducted regardless of the total votes of the attending shareholders.

ARTICLE 31: RIGHTS AND OBLIGATIONS OF THE GENERAL MEETING OF SHAREHOLDERS

1. The Annual General Meeting of Shareholders discusses and approves the following matters:
 - 1.1 The annual business plan of the Company;
 - 1.2 The annual financial statements;
 - 1.3 Report of the Board of Directors on the management and the operation and business result of the Board of Directors and members of the Board of Directors;
 - 1.4 Report of the Supervisory Committee on the business results of the Company, on the operation results of the Board of Directors, General Director;
 - 1.5 Report of self–assessment of the operation results of the Supervisory Committee and its members;
 - 1.6 The dividend rate for each share of each type;

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- 1.7 Other issues under their authority.
2. The General Meeting of Shareholders has the right to approve the decision in form of collecting written opinion on the following issues:
 - 2.1. Supplement and amend the Company's Charter;
 - 2.2. Type of shares and the number of new shares shall be issued for each type of shares;
 - 2.3. The company buys or acquires over 10% of a type of issued shares;
 - 2.4. Sell shares separately to the strategic partners; sell shares to the existing shareholders or employees (ESOP);
 - 2.5. Sell bonds convertible to stocks to existing shareholders, strategic partners;
 - 2.6. Change the conditions for issuing shares / bonds to strategic partners;
 - 2.7. The selling price of shares is lower than the market price at the offering time or the value recorded in the books of shares at the latest time;
 - 2.8. The number of legal representatives of the Company;
 - 2.9. The number of members of the Board of Directors, the Supervisory Committee;
 - 2.10. The operation budget of the Board of Directors and the Supervisory Committee, including the total remuneration of the members of the Board of Directors and the Supervisory Committee; bonus of the Board of Directors and the Management Board;
 - 2.11. Solve the violations of the Board of Directors or Supervisory Committee causing damage to the company and the shareholders of the Company;
 - 2.12. The decision on selling or buying assets of the Company or its branches with the value equal to or greater than 35% of the total value of assets recorded in the latest audited financial statements of the Company or its branches;
 - 2.13. Company or its branches signs contracts with the related parties as stipulated in Article 162 of the Law on Enterprise with the contract value equal to or greater than 35% of the total value of assets recorded in the latest audited financial statements of the Company or its branches;
 - 2.14. The loans, guaranteed amounts, or credits to the members of the Board of Directors, General Director and other managers and parties related to the members mentioned above, or the legal entity that those people receive the financial interests;
 - 2.15. The decision on rates of the funds extraction from the profits of the Company;
 - 2.16. The selection of audit company;

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- 2.17. The Chairman of Board of Directors concurrently holds the title of General Director;
- 2.18. Other issues as stipulated by this Charter and other internal management regulations of the Company;
1. Shareholders are not allowed to vote in the following cases:
 - 1.1. Approve the contracts stipulated in clause 2 of this Article when such shareholder or the related parties to such shareholder is a party of the contract;
 - 1.2. The acquisition of shares of such shareholder or the related parties to such shareholder, except the acquisition of shares carried out according to the ownership percentage of all shareholders or the acquisition is carried out through the order match or public offer to purchase on the stock exchange.

ARTICLE 32: ORGANIZATION OF THE GENERAL MEETING OF SHAREHOLDERS

1. The General Meeting of Shareholders is convened according to the regulations of clauses 3, 4 and 5, Article 30, of this Charter.
2. The convenor of the General Meeting of Shareholders must perform the following tasks:
 - 2.1. Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders; the meeting agenda, and documents as stipulated in accordance with the law and regulations of internal management of the Company. The List of shareholders eligible to attend the General Meeting of Shareholders is prepared not earlier than 05 working days before the day sending the invitation letter to the General Meeting of Shareholders.
 - 2.2. Determine the time and place for holding the meeting;
 - 2.3. Send the Notice to each shareholder entitled to attend the meeting;
 - 2.4. Provide information and settle the complaints related to the List of shareholders;
 - 2.5. Prepare the agenda and content of the meeting;
 - 2.6. Prepare documents for the meeting;
 - 2.7. The draft resolution of the General Meeting of Shareholders must be in accordance with the intended agenda of the meeting; the list and details of the candidates for case of electing members of the Board of Directors, and Supervisory Committee;
3. Notice on attending the General Meeting of Shareholders shall be sent to all shareholders and at the same time it is announced on media of the stock Exchanges, on the electronic information page of the Company. This Notice must be sent at least 10 days in advance from the meeting day of the General Meeting of Shareholders, from the date the notice is sent or transferred legally, to be charged or put into the

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mailbox. The agenda of the General Meeting of Shareholders, the documents related to the issues to be voted at the meeting shall be sent to the shareholders or posted on the electronic information page of the Company. If the documents are not sent together with the Notice on attending the General Meeting of Shareholders, the notice must specify the address of the electronic information page for the shareholders to access.

4. A shareholder or group of shareholders owning at least 5% of the total common shares of the Company for at least six consecutive months has the right to officially propose in writing the issues included in the agenda the General Meeting of Shareholders. The proposals must be in writing and must be sent to the Company at least 03 working days before the opening of the General Meeting of Shareholders. The proposal must contain full name of the shareholder, the number and type of shares held by such person, and the contents proposed to be included in the agenda of the meeting.
5. The convenor of the General Meeting of Shareholders has the right reject the proposals related to clause 4 of this Article in the following cases:
 - 5.1. The proposal is sent with wrong time or it is not sufficient or the content is not true;
 - 5.2. At the time of proposal, shareholder or group of shareholders not holding at least 5% of the total number of common shares of the Company for at least six consecutive months;
 - 5.3. The proposed issue does not belong to the authority scope of the General Meeting of Shareholders for consideration and approval;
 - 5.4. Proposal is not suitable to the regulations of law;
6. The convenor of the General Meeting of Shareholders must accept and give recommendations as stipulated in clause 4 of this Article to the draft agenda of the meeting, except the case stipulated in Clause 5 of this Article. The recommendations are officially supplemented to the agenda of the General Meeting of Shareholders if the number of shareholders representing at least 65% of the total votes of all attending shareholders approve.
7. According to the request of the Chairman, the General Meeting of Shareholders has the right to change the agenda of the meeting enclosed together with the Notice as stipulated in clause 3 of this Article if the number of shareholders representing at least 65% of the total votes of all attending shareholders approve.
8. All resolutions and issues included in the agenda of the meeting must be discussed and voted at the General Meeting of Shareholders.

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9. A minutes of the General Meeting of Shareholders must be prepared and it must be entered in the minutes book with the signatures of the Chairman, secretary, the vote counting member.

ARTICLE 33: PROCEDURE FOR CONDUCTING MEETING AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

1. Shareholders considers to attend and vote at the General Meeting of Shareholders in the following cases:
 - 1.1 Attend and vote directly at the meeting;
 - 1.2 Authorize another person to attend and vote at the meeting;
 - 1.3 Attend and vote via online meeting, electronic voting or other electronic form;
 - 1.4 Send the vote to the meeting via mail, fax, e-mail.
2. On the date holding the General Meeting of Shareholders, the Company must carry out registering the shareholders to attend the meeting and this registration shall last until all shareholders finish their registration. When carrying out the registration of attending shareholders, the Company shall issue to each shareholder or his authorized representative a voting card in which, there are registration number, full name of the shareholder, full name of the authorized representative and the number of votes of such shareholder.
3. Any shareholder being late for the Meeting has the right to register immediately and then he has the right to vote the next contents at the Meeting. The Chairman is not responsible for stopping the Meeting to wait for the late shareholder to register and the validity of the conducted voting before such shareholder comes is not affected.
4. The Chairman of Board of Directors shall be the Chairman of the meeting convened by the Board of Directors; If the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to be the Chairman of the meeting according to the majority principle; if not anyone is elected to be the Chairman, Head of the Supervisory Committee shall control for the General Meeting of Shareholders to elect the Chairman of the meeting and the one with the highest number of votes shall be the Chairman of the meeting. In other case, the person who signs to convene the General Meeting of Shareholders shall control for the General Meeting of Shareholders to elect the Chairman of the meeting and the one with the highest number of votes shall be the Chairman of the meeting.
5. The Chairman appoints one or some people to be secretary of the meeting. The General Meeting of Shareholders elects one or some people, as requested by the Chairman of the meeting, to the vote counting committee to be responsible for vote counting. The number of members of the vote counting committee shall not exceed three people.

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6. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must specify in detail the time for each content of the meeting. Chairman is the person having right to make decision on the procedures, processes and events arising out of the agenda of the General Meeting of Shareholders.
7. The Chairman of the meeting or the secretary of the meeting can conduct activities that they consider to be necessary to control the General Meeting of Shareholders in such a valid and order way; or let the meeting to reflect the desire of the majority of attending shareholders.
8. The Chairman has the right to postpone the General Meeting of Shareholders with enough number of people registered to attend the meeting as stipulated to another time, with the maximum postpone time not exceeding 03 days from the day the meeting planned to be held, or change the place for the meeting with the consent or request of the General Meeting of Shareholders or in the following cases:
 - 8.1. The meeting place does not have enough seats for all attending shareholders;
 - 8.2. The mass media at the meeting place does not ensure for the attending shareholders to discuss and vote;
 - 8.3. A participant obstructs, disturbs the public order, and there is hazard of making the meeting cannot be conducted in such a fair and legal way.
9. If the Chairman postpones or temporarily stops the General Meeting of Shareholders contrary to the regulations of clause 8 of this Article, the General Meeting of Shareholders shall elect another person among the attending shareholders to replace the Chairman conducting the meeting until the meeting closes and the validity of the votes at that meeting is not affected.
10. The Board of Directors may request the shareholders or the authorized representatives attending the General Meeting of Shareholders to be subject to the inspection or other legal and reasonable security measures. If any shareholder or authorized representative attending the General Meeting of Shareholders does not comply with the regulation on the inspection or security measures mentioned above or intentionally disrupt the order, prevent the normal process of meeting, after the careful consideration, the Board of Directors may refuse to attend the meeting or expel the shareholder or his representative mentioned above.
11. After the careful consideration, the Board of Directors may implement the measures considered to be suitable by the Board of Directors:
 - 11.1. Arrange enough seats at the meeting place of the General Meeting of Shareholders;
 - 11.2. Ensure the safety to everyone present at that place;

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- 11.3. Create conditions for the shareholders to attend the meeting or continue to attend the meeting;
- 11.4. Change the measures stipulated in this clause and apply other measures if necessary. Other measures can be the issuance of entrance paper or other forms.
- 12.If the General Meeting of Shareholders applies the measures mentioned above, the Notice on holding the meeting does not need to detail the organization measure but when identifying the meeting place, the Board of Directors can:
 - 12.1. Notify that the meeting shall be conducted at the place stated in the Notice and the Chairman of the meeting shall be there, it is called the main place of the meeting;
 - 12.2. Arrange, organize for the shareholders or their authorized representatives who cannot attend the meeting according to this article or people want to attend at another place other than the main place of the meeting can attend the meeting;
- 13.In this Charter, unless otherwise stipulated, all shareholders shall be considered to attend the meeting at the main place of the meeting.
- 14.The General Meeting of Shareholders discusses and votes on each issue in the agenda. When conducting the voting at the meeting, the agree voting cards shall be collected first, the disagree voting cards shall be collected later, the vote counting committee collects the number of agree votes, disagree votes and no comment votes. The total of these votes shall be notified by the Chairman after that.

ARTICLE 34: APPROVAL OF THE DECISION OF THE GENERAL MEETING OF SHAREHOLDERS

1. When each shareholder attending the meeting votes, the number of votes shall be the number of shares with voting right that they own and/or represent for other shareholder.
2. The decisions of the General Meeting of Shareholders can be approved by public voting or secret ballot at the meeting. The decisions of the General Meeting of Shareholders are approved when the number of shareholders representing at least 51% of the total votes of all attending shareholders approve, except the cases stipulated in Clauses 3, 4 and 5, of this Article.
3. The decisions of the General Meeting of Shareholders at the meeting related to the following issues are approved when the number of shareholders representing at least 75% of the total votes of all attending shareholders approve:
 - 3.1. Development orientation of the company;
 - 3.2. Change of business lines;
 - 3.3. Change of the organization, management and operation model of the Company;
 - 3.4. The increase / decrease of the charter capital of the Company;

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- 3.5. Type of shares and the total number of shares of each type to be offered;
- 3.6. Acquisition of over 10% of the total sold shares of each type;
- 3.7. Separate sale of shares to strategic partners;
- 3.8. Change of the conditions for shares or bonds issuance to strategic partners;
- 3.9. The project of investing or buying, selling assets with the value equal to or greater than 35% of the total value of assets recorded in the latest audited financial statements of the Company and its branches;
- 3.10. Reorganization or dissolution of the Company.
4. The decisions of the General Meeting of Shareholders related to the following issues are approved when the number of shareholders representing at least 65% of the total votes of all attending shareholders approve:
 - 4.1 Amendment and supplement of the contents of the Charter of the company;
 - 4.2 The number of members of the Board of Directors, of the Supervisory Committee;
 - 4.3 The number of legal representatives of the Company;
 - 4.4 The annual dividend rate of each type of share and form of dividend payment;
5. The voting to elect members of the Board of Directors and Supervisory Committee must be carried out according to the cumulative voting method, whereby each shareholder with the total number of votes corresponding to the total number of shares multiplied by the number of elected members of the Board of Directors or the Supervisory Committee and the shareholder has the right to vote all or a part of his total votes to one or several candidates. The successful members of the Board of Directors or the Supervisory Committee are identified according to the number of votes from high to low, starting with candidate with the highest number of votes until there is enough number of members stipulated in the Company's Charter. For case of 02 or more candidates have the same number of votes for the last member of the Board of Directors or Supervisory Committee, a re-election shall be carried out among the candidates receiving the same votes or a selection shall be carried out according to the election regulation.
6. The decisions of the General Meeting of Shareholders approved by 100% of the shares with voting rights are legal and effective even when the process and procedure for approval of such decision do not comply with the regulations.

ARTICLE 35: MINUTES OF GENERAL MEETING OF SHAREHOLDERS

1. The minutes must contain the following main contents:
 - 1.1. Name and address of the head office, company's tax code;
 - 1.2. Time and place of the General Meeting of Shareholders;

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- 1.3. The agenda and content of the meeting;
- 1.4. Full name of the Chairman and secretary;
- 1.5. The number of shareholders and the total number of votes of the attending shareholders, appendix of registration list of shareholders, shareholders' representatives with the number of shares and corresponding votes;
- 1.6. Summary of the meeting and the opinions at the General Meeting of Shareholders on each issue in the meeting agenda;
- 1.7. The total number of votes for each voted issue, which clearly states the voting method, total number of valid, invalid, agree, disagree and no comment votes; the corresponding rate of the total votes of the attending shareholders;
- 1.8. The issues approved and the rate of corresponding approval votes;
- 1.9. The signatures of the Chairman and the secretary.
2. The minutes must be made in Vietnamese; it must be completed and approved before the closing time of the meeting. The Chairman and the Secretary of the meeting shall be jointly responsible for the truthfulness, the accuracy of the content of the minutes.
3. The records, minutes, signature book of the attending shareholders and authorization letter must be kept at the head office of the Company. The minutes of the General Meeting of Shareholders must be published on the website of the Company within 24 hours and sent to all shareholders within 15 days of the General Meeting of Shareholders. Minutes of the General Meeting of Shareholders is considered as evidence of the works conducted at the General Meeting Shareholders except there is any objection to the content of the minutes according to the stipulation within 10 days from the day of sending the minutes.

ARTICLE 36: AUTHORITY AND PROCEDURE FOR COLLECTING SHAREHOLDERS' OPINIONS IN WRITING FOR THE APPROVAL OF THE DECISION OF THE GENERAL MEETING OF SHAREHOLDERS

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve the decision of the General Meeting of Shareholders at any time necessary for the interests of the Company, including issues stipulated in Clause 2, Article 143 of the Law on Enterprise;
2. The Board of Directors must prepare written opinion form, the draft decision of the General Meeting of Shareholders and documents explaining the draft decision. The opinion form, draft decision and explaining documents must be sent by a registered mail to the registered address of each shareholder. The Board of Directors must ensure to send, publish the documents to the shareholders in a reasonable time to consider for voting and it must be sent at least ten (10) days before the deadline for receiving the opinion form.

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3. The preparation of the list of shareholders for sending the opinion form complies with the regulations in clauses 1 and 2, Article 137 of the Law on Enterprise. The requirements and way for sending the opinion form and enclosed documents comply with the regulation in Article 139 of the Law on Enterprise.
4. The opinion form must contain the following main contents:
 - 4.1 Name and address of the head office, number and date of issuance of the business registration certificate, business registration address of the Company;
 - 4.2 The purpose of opinion collection;
 - 4.3 Full name, permanent residence, nationality, identity card number, passport or legal personal identity of the individual shareholder; name, permanent residence and nationality of the authorized representative of the shareholder as organization, the establishment decision no. or company's tax code of the shareholder as organization;
 - 4.4 The issues need to be collected opinions for approval of the decision;
 - 4.5 The voting method consists of agree, disagree, no comment;
 - 4.6 Deadline for sending the answered opinion form to the company;
 - 4.7 Full name and signatures of the Chairman of the Board of Directors and the legal representative of the Company.
5. The answered opinion form must be signed by the individual shareholder, the authorized representative or legal representative of the shareholder as organization. The opinion form sent to the Company must be placed in a sealed envelope and no one has the right to open before the vote counting. The opinion form sent to the company after the deadline stipulated in the content of the opinion form or it is opened shall be invalid.
6. The Board of Directors counts votes and prepares the vote counting minutes with the witness of the Supervisory Committee or of the shareholders not holding the managerial positions in the company. The vote counting minutes must have the following major contents:
 - 6.1. Name and address of the head office, number and date of issuance of the business registration certificate, place of business registration;
 - 6.2. The purpose and the issues that need to be consulted for approval of the decision;
 - 6.3. The number of shareholders with the total votes, in which it is necessary to classify the valid and invalid votes, and an appendix of list of shareholders participating in the vote;
 - 6.4. Total agree, disagree and no comment votes to each issue;
 - 6.5. The approved decisions;

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- 6.6. Full name and signature of the Chairman of the Board of Directors, the legal representative of the company and the vote counting supervisor.
7. The members of the Board of Directors and the vote counting supervisor shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; jointly responsible for the damages arising from the approved decisions due to the dishonesty and inaccuracy to the vote counting.
8. The vote counting minutes must be published on the website of the Company within 24 hours and sent to the shareholders within 15 days from the day completing the vote counting.
9. The answered opinion form, vote counting minutes, the approved resolution and related documents sent together with the opinion form must be kept at the head office of the Company.
10. If the resolution of the General Meeting of Shareholders is approved in the form of opinion collection in writing, then it shall be approved if the number of shareholders representing at least 51% of the total number of votes with voting rights approve.
11. The decision approved in the form of shareholders' opinion collection in writing is valid as decision approved at the General Meeting of Shareholders.

ARTICLE 37: REQUEST ON THE CANCELLATION OF THE GENERAL MEETING OF SHAREHOLDERS' DECISION

1. Within 90 days from the receipt date of the minutes of the General Meeting Shareholders or minutes of the voting result of the General Meeting of Shareholders, a shareholder or group of shareholders as stipulated in clause 9, Article 23 of this Charter has the right to request the court or arbitrator to consider, cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:
 - 1.1. The order and procedure for convening the meeting and the decision making of the General Meeting of Shareholders do not comply with the regulations of the Law on Enterprise and this Charter;
 - 1.2. The content of the resolution violates the law or this Charter.
2. The resolutions of the General Meeting of Shareholders are valid from the approval date or from the validity time stipulated in such resolutions. If a shareholder or group of shareholders requests a Court or arbitrator to cancel the resolutions of the General Meeting of Shareholders as stipulated in clause 1 of this Article, such resolutions are still valid for implementation until the Court or arbitrator has other decision, except the case of applying the temporary emergency measures according to the decision of the competent authority.

SECTION 2. BOARD OF DIRECTORS

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ARTICLE 38: BOARD OF DIRECTORS

1. The Board of Directors is the management body of the Company, it has full right to be in the name of the Company to make decision, implement the rights and obligations of the Company that are not under the authority of the General Meeting of Shareholders.
2. The Board of Directors has 08 members; in which at least 06 members must permanently reside in Vietnam. The term of the Board of Directors' members is 05 years and they can be re-elected with the unlimited number of terms.
3. Standards for candidacy to member of the Board of Directors:
 - 3.1. Have capacity for civil acts, not belong to the case prohibited from company management as stipulated in the Law on Enterprise;
 - 3.2. Have qualifications and experience in the business management of the Company, have knowledge about law;
 - 3.3. It is not necessary to be shareholder of the Company but the related person currently not undertaking or is authorized to undertake the title of Supervisory Committee's member, Chief Accountant of the Company;
 - 3.4. Not at the same time be the members of the Board of Directors, General Director, Supervisory Committee's member for another company specializing in jewelry production and trading;
 - 3.5. Not own more than 10% of the charter capital of another company specializing in jewelry production and trading; unless otherwise approved by the General Meeting of Shareholders.
 - 3.6. The related person not jointly owning or separately owning the contributed capital or capital of over 35% of the charter capital of another company specializing in jewelry production and trading; unless otherwise approved by the General Meeting of Shareholders.
4. The shareholders holding shares with voting right for at least six consecutive months have the right to add up the number of voting rights of each person to nominate the candidates for the Board of Directors. A shareholder or group of shareholders holding from 5% to less than 10% of the shares with voting right for at least six consecutive months can nominate one candidate; from 10% to less than 30%, nominate two candidates; from 30% to less than 50%, nominate three candidates; from 50% to less than 65%, nominate four candidates and from 65% or more, nominate all candidates.
5. If the number of candidates to the Board of Directors through the candidacy and nomination is not enough, the incumbent Board of Directors may nominate more candidates or organize the nomination according to a mechanism stipulated by the

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Company. The nomination mechanism or the way that the incumbent Board of Directors nominates the candidates to the Board of Directors must be clearly announced and approved by the General Meeting of Shareholders prior to the nomination.

6. The members of the Board of Directors shall not have the status of the member of the Board of Directors in the following cases:
 - 6.1. Such member is no longer eligible as stipulated in Clause 3 of this Article;
 - 6.2. Such member is not qualified to be member of the Board of Directors as stipulated by the Law on Enterprise or he is prohibited by law not to be member of the Board of Directors;
 - 6.3. Such member sends a Letter of resignation to the head office of the Company;
 - 6.4. Such member suffers from mental disorder and the other members of the Board of Directors have evidence demonstrating that such person no longer has the capacity of civil act;
 - 6.5. Such member dies;
 - 6.6. Such member is absent from the meeting of the Board of Directors for six consecutive months, and during this time, the Board of Directors does not allow such member to be absent;
 - 6.7. Such member is dismissed the member of the Board of Directors as decided by the General Meeting of Shareholders;
 - 6.8. The Company terminates its operation.
7. The Board of Directors may appoint another person as temporary member of the Board of Directors to fill the arising vacancy and this new member must be approved at the next General Meeting of Shareholders. Once there is approval from the General Meeting of Shareholders, the appointment of such new member shall be considered to be effective on the appointment date of the Board of Directors. The term of the new members of the Board of Directors is from the effective date of the appointment to the expiry date of the term of such member of the Board of Directors as stipulated in clause 2 of this Article. If the new member is not approved by the General Meeting of Shareholders, all decisions of the Board of Directors to the time before the General Meeting of Shareholders takes place with the voting of replaced members of the Board of Directors are still considered to be valid.
8. The appointment of the members of the Board of Directors must be notified according to the regulations of securities law and securities market.

ARTICLE 39: RIGHTS AND OBLIGATIONS OF THE BOARD OF DIRECTORS

1. The business activities and the works of the Company shall be subject to the management or direction of the Board of Directors. Board of Directors is a body with

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full rights to implement all the rights in the name of the Company, except the authority of the General Meeting of Shareholders.

2. The Board of Directors is responsible for supervising the General Directors and other managers.
3. The rights and obligations of the Board of Directors are stipulated by law, this Charter and decision of the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
 - 3.1. Organize and implement the investment plans, development strategies of the Company;
 - 3.2. Make decision on the business development and production plans and the annual budget;
 - 3.3. Approve the cost estimates, design and settlement of the investment projects approved at the General Meeting of Shareholders;
 - 3.4. Submit the annual settlement report to the General Meeting of Shareholders;
 - 3.5. Approve the agenda, the content of documents for the General Meeting of shareholders, convene the General Meeting of Shareholders or implement the procedures of opinion collection for being approved at the General Meeting of shareholders;
 - 3.6. Identify the operation objectives on the basis of the strategic objectives approved by the General Meeting of shareholders;
 - 3.7. Appoint, dismiss, determine the salary and other benefits of the General Director, the Directors and Chief Accountant;
 - 3.8. Make decision on the organization structure of the Company and the internal management regulations of the Company;
 - 3.9. Settle the complaints of the Company to the manager as well as decision on selecting the representative of the Company to solve the issues related to the legal procedures against such manager;
 - 3.10. Propose the types of stock to be issued and the total number of shares issued by each type;
 - 3.11. Propose the issuance of bonds, convertible bonds into stocks and other warrants helping the holders buy stocks at a predetermined price;
 - 3.12. Make decision on the offering price of bonds, stocks and convertible securities in case it is authorized by the General Meeting of Shareholders;
 - 3.13. Appoint, dismiss the General Director or the manager or the representative of the Company if the Board of Directors thinks that it is for the supreme interest of the

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Company. The above mentioned dismissal is not contrary to the contractual rights of the dismissed person (if any);

- 3.14. Propose the annual dividend rate and determine the temporary dividend rate; organize the dividend payment;
- 3.15. Propose the restructuring or dissolution of the Company.
4. The following issues must be approved by the Board of Directors:
 - 4.1. Establish the branches or representative offices of the Company;
 - 4.2. Establish the subsidiaries, associated companies of the Company;
 - 4.3. Within the scope as stipulated in Article 149.2 of the Law on Enterprise and except the case stipulated in Article 162.3 of the Law on Enterprise, it must be approved by the General Meeting of Shareholders, the Board of Directors, from time to time, decides the implementation, amendment and cancellation of the Company's big contracts, including contracts about the purchase, sale, merger, and acquisition of the Company and the joint venture;
 - 4.4. Assign and dismiss the people assigned by the Company as commercial representative and lawyers of the Company;
 - 4.5. The borrowing and implementation of the mortgages, guarantees and compensation of the Company;
 - 4.6. The investments not in the business plan and budget exceeding 5% of the annual business plan and budget value or the investments in the business plan exceeding 10% of the annual business plan and budget value;
 - 4.7. The purchase or sale of shares of the Companies established in Vietnam or abroad;
 - 4.8. The evaluation of the assets contributed to the Company that is not cash related to the stocks or bonds issuance of the Company, including gold, land use right, intellectual property right, technology and technological know-how;
 - 4.9. The company purchases or withdraws not more than 10% of each type of shares;
 - 4.10. The business issues or transactions that the Board of Directors decides to have the approval within their rights and obligations;
 - 4.11. The decision on the buying price or withdrawal of shares of the Company.
5. The Board of Directors must report to the General Meeting of Shareholders on their activities, particularly the supervision of the Board of Directors to the General Directors and other managers in the fiscal year. If the Board of Directors fails to submit the annual financial statements to the General Meeting of Shareholders, the annual financial statements of the Company shall be considered to be invalid.

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6. Unless otherwise stipulated by the law and the Charter, the Board of Directors may authorize their staff and the managers to act as representative to settle the works on behalf of the Company.
7. The members of the Board of Directors receive remuneration for their work as members of the Board of Directors and receive the bonus depending on the annual business results of the Company. The total remuneration and bonus for the Board of Directors shall be decided by the General Meeting of Shareholders.
8. The total amount paid to each member of the Board of Directors includes the remuneration, expenses and commission, right for buying shares and other benefits from the Company, the subsidiaries, associated companies of the Company and other companies which the Board of Directors' members are authorized representatives must be disclosed in detail in the annual report of the Company.
9. Members of the Board of Directors have the right to be paid all travel expenses, accommodation, meals and other reasonable expenses that they have to pay when fulfilling the responsibility of the members of the Board of Directors, including the arising expenses for attending the meetings of the Board of Directors, or the sub-committees of the Board of Directors or the General Meeting of Shareholders.
10. Non-executive members of the Board of Directors, including the position of Chairman or Vice Chairman of the Board of Directors, or members of the Board of Directors working for the sub-committees of the Board of Directors, or implementing other works that according to the Board of Directors, they are not in the scope of normal duties of a member of the Board of Directors, may be additionally paid the remuneration in the form of a lump sum remuneration for each time, salary, commission, profit percentage, or any other form as decided by the Board of Directors.
11. The Board of Directors approves the resolution by voting at the meeting or opinion collection in writing. Each member of the Board of Directors has one vote. The resolution of the Board of Directors according to the majority of votes at the meeting or the opinion collection in writing. If the votes of the different opinions are equal, the decision shall be approved according to the opinion of any party with opinion of the Chairman of the Board of Directors.

ARTICLE 40: CHAIRMAN AND VICE CHAIRMAN OF THE BOARD OF DIRECTORS

1. The Board of Directors shall elect the Chairman and Vice Chairman of the Board of Directors among the members of the Board of Directors. Unless otherwise decided by the General Meeting Shareholders, the Chairman of the Board of Directors shall not hold the position of General Director of the Company. The Chairman of the Board of Directors concurrently holding the position of General Director must be approved annually at the Annual General Meeting of Shareholders.

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2. The Chairman of the Board of Directors has the following rights and tasks:
 - 2.1. Organize to assign tasks to members of the Board of Directors to implement the duties and rights of the Board of Directors;
 - 2.2. Prepare the agenda, operation plan of the Board of Directors;
 - 2.3. Prepare the agenda, content, documents for the meeting; convene and chair the meeting of the Board of Directors;
 - 2.4. Organize to approve the resolution of the Board of Directors in other forms;
 - 2.5. Supervise the organization and implementation of the resolutions of the Board of Directors;
 - 2.6. Sign the documents under the authority of the Board of Directors;
 - 2.7. Chair the meeting of the Board of Directors;
 - 2.8. Ensure that the Board of Directors shall send the annual financial statements, operation report of the Company, auditor's report and inspection report of the Board of Directors to the shareholders at the General Meeting of Shareholders;
 - 2.9. Is authorized and responsible for their authorization.
3. Vice Chairman of the Board of Directors has the same rights and obligations as the Chairman of the Board of Directors for case of being authorized by the Chairman when the Chairman is absent or must be absent because of force majeure or he is unable to implement his tasks. If the Chairman and Vice Chairman of the Board of Directors are temporarily unable to implement their tasks because of any reason, the Board of Directors may appoint another person among them to implement the tasks of the Chairman according to the principle of majority.
4. If the Chairman and Vice Chairman of the Board of Directors resign or are dismissed, the Board of Directors must elect another person for replacement within 10 days.

ARTICLE 41: ASSIGNMENT OF TASKS AND RIGHTS TO THE MEMBERS OF THE BOARD OF DIRECTORS

1. The tasks and rights of the Chairman and Vice Chairman of the Board of Directors are stipulated in Article 40 of this Charter.
2. The members of the Board of Directors directly implement the tasks assigned by the Chairman, not authorize to another person. The specific tasks and rights of the member of the Board of Directors are as follows:
 - 2.1. Research to evaluate the situation, operation results and contribute to the establishment and the development direction of the production and business activities of the Company in each period.

- 2.2. Attend the meetings of the Board of Directors, discuss and vote on the issues about the content of the meeting, take responsibility to the law, to the General Meeting of Shareholders and to the Board of Directors for their behavior.
- 2.3. Implement the Company's Charter, resolutions of the General Meeting of Shareholders and resolutions of the Board of Directors related to each member according to the assignment of the Chairman of the Board of Directors.

ARTICLE 42: THE SUB-COMMITTEES OF THE BOARD OF DIRECTORS

1. The Board of Directors has the right to establish its sub-committees to support the Board of Directors. The Head of the sub-committees must be the non-executive member of the Board of Directors.
2. The establishment, organization structure, tasks and rights of the sub-committees are stipulated by the Board of Directors in the Regulation on Organization and Operation of the Board of Directors.
3. The Board of Directors may authorize its sub-committees to make decision on issues under the tasks and rights of the Board of Directors as stipulated in the Company's charter and other internal management regulations of the Company.

ARTICLE 43: BOARD OF DIRECTORS' MEETING

1. The first meeting of the term of the Board of Directors to elect the Chairman of the Board of Directors and issue other decisions under their authority must be conducted within 07 working days from the ending date of the election of the Board of Directors of such term. This meeting is convened by the member of the Board of Directors with the highest number of votes. If there is more than one member of the Board of Directors with the highest and equal number of votes, the members of the Board of Directors elects according to the principle of majority one of them to convene the meeting of the Board of Directors.
2. The Chairman of the Board of Directors must convene the meeting of the Board of Directors, prepare the agenda, time and place of the meeting. The Chairman may convene a meeting whenever necessary, but at least once every quarter.
3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors when one of the following people sends written request stating the purpose of the meeting and the issues to be discussed:
 - 3.1. General Director or at least five managers;
 - 3.2. At least two members of the Board of Directors;
 - 3.3. The majority of the Supervisory Committee's members;
4. The Board of Directors' meetings referred to in clause 3 of this Article must be conducted within 07 working days after there is request for the meeting. If the Chairman of the Board of Directors does not accept the request to convene the

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meeting, the Chairman of the Board of Directors shall be responsible for the damages to the Company; the people request to convene the meeting referred to in clause 3 of this Article may convene a meeting of the Board of Directors.

5. If there is request from the independent auditors, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss about auditor's report and operation situation of the Company.
6. The Notice on the Board of Directors' meeting must be sent to the members of the Board of Directors at least 05 days in advance. The Notice on the Board of Directors' meeting must fully consist of the agenda, time and place of the meeting, together with the necessary documents on issues to be discussed and voted at the meeting. The meeting Notice shall be sent via post, fax, electronic mail or other means, but it must ensure to be sent to the address of each member of the Board of Directors registered at the Company.
7. The Board of Directors' meetings shall be conducted and approved the decisions when at least three quarters (3/4) of the members of the Board of Directors are present in person or through their authorized representatives. If the number of members attending the meeting is not enough as stipulated, the meeting must be reconvened within 07 days from the planned date of the first time. The reconvened meeting shall be conducted if a half (1/2) of the total number of the Board of Directors' members attends the meeting.
8. The Supervisory Committee's members, General Director, other managers and the experts of a third party can attend the Board of Directors' meeting according to the invitation letter of the Board of Directors but they have no voting right unless they themselves have the right to vote as members of the Board of Directors.
9. Voting at the Board of Directors' meeting:
 - 9.1 Except the regulations in Clause 8.2 of this Article, each member of the Board of Directors or the directly authorized person being present as individual at the meeting of the Board of Directors shall have one vote;
 - 9.2 The members of the Board of Directors are not allowed to vote on the contracts, the transactions or proposal which such member or his related person receives interests and such interests conflict or may conflict with the interests of the Company. One member of the Board of Directors shall not be included in the necessary minimum number of delegates being present to hold a meeting of the Board of Directors about the decisions that such member does not have the voting right;
 - 9.3 As stipulated in Clause 8.4 of this Article, when there are any arising issues in a meeting of the Board of Directors related to the benefits of the member of the Board of Directors or related to the voting right of a member that such issues cannot be solved by the voluntariness of giving up the voting right of such

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- member of the Board of Directors, such arising issues shall be submitted to the Chairman of the meeting and the Chairman's judgment related to all other members of the Board of Directors shall be final, except the nature or the scope of interests of the related member of the Board of Directors is not announced suitably;
- 9.4 The Board of Directors' members receiving benefits from a contract as stipulated in clauses 4a and 4b, Article 53, of this Charter shall be considered to have significant benefits in such contract;
- 9.5 The Board of Directors approves the resolutions and issues decisions by following the approval of the majority of members of Board of Directors present. If the agree and disagree votes are equal, the vote of the Chairman of the Board of Directors shall be the decisive one;
- 9.6 The absent member of the Board of Directors may vote on the decisions of the Board of Directors by written ballot. This vote must be sent to the Chairman of the Board of Directors or the Secretary of the Board of Directors. The vote shall be opened with the witness of all participants.
10. The meeting of the Board of Directors may be held in the agenda form among the members of the Board of Directors when all or some members are being at different locations provided that each participant can:
- 10.1 Listen to the voting of each member of the Board of Directors at the meeting;
- 10.2 If desired, such person can speak to all other attending members simultaneously.
11. The exchange between the members can carried out directly via telephone or other means of communication information, including the use of this mean at the time approving the Charter or later, or the combination of all of these methods. According to this Charter, the attending members of the Board of Directors in such way are considered to be present at such meeting. The place of the meeting to be held under this regulation is a place where the largest group of members of the Board of Directors is present, or if there is no such group, the place shall be the one where the Chairman of the meeting is present.
12. The decisions approved at a meeting via telephone to be held and conducted properly shall be valid right after ending the meeting but it must be confirmed by the signatures in the minutes of all attending members of the Board of Directors.
13. The resolution in the form of a written opinion collection shall be approved on the basis of the approval of the majority of the members of the Board of Directors with voting right. This resolution is effective and valid as the resolution approved by the members of the Board of Directors at the meeting to be convened and held as usual.
14. The Chairman of the Board of Directors is responsible for sending the meeting minutes of the Board of Directors to the members and such minutes shall be

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considered as evidence of the work that has been carried out in such meeting unless there is objection to the content of the minutes within ten days since the sending date. The meeting minutes of the Board of Directors must be signed by all attending members of the Board of Directors or the minutes shall be made in several copies and each copy is signed by at least one (01) attending member of the Board of Directors.

15. If a member of the Board of Directors directly or indirectly receives the benefit from a contract or transaction has been signed or expected to be signed with the Company and know that he can receive benefit from it, he must disclose the nature and content of such benefit in the meeting that Board of Directors considers the signing of such contract or transaction for the first time. Or this member can openly disclose it at the first meeting of the Board of Directors to be held after this member knows that he receives benefit or shall receive benefit in the related contract or transaction.

ARTICLE 44: SUPPLEMENT AND REPLACEMENT OF THE MEMBERS OF THE BOARD OF DIRECTORS

1. If the number of members of the Board of Directors is reduced by more than 1/3 of the stipulated number in this Charter, the Board of Directors shall convene an Extraordinary General Meeting of Shareholders within 60 days from the date the number of the Board of Directors is reduced to additionally elect the members of the Board of Directors.
2. In other cases, the nearest meeting of the General Meeting of Shareholders shall elect the new members to replace the dismissed members of the Board of Directors.

ARTICLE 45: THE RIGHT TO BE PROVIDED INFORMATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

1. Members of the Board of Directors may request the General Director, the Directors, Managers of the Company to provide information and documents about the financial situation, business activities of the Company and of the units in the Company.
2. The requested Managers must provide timely, completely and accurately the information, and documents according to the request of the members of the Board of Directors.
3. The members of the Board of Directors are responsible for keeping the provided information in confidentiality.

SECTION 3. SUPERVISORY COMMITTEE**ARTICLE 46: SUPERVISORY COMMITTEE**

1. The Supervisory Committee consists of 03 members elected by the General Meeting of Shareholders by cumulative voting method, in which 02 members must permanently reside in Vietnam. The Supervisory Committee's members must have the following standards and conditions:

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- 1.1 Have full capacity for civil acts; not belong to the case prohibited from establishing and managing company as stipulated by the Law on Enterprise;
 - 1.2 Not the spouse, father, adoptive father, mother, adoptive mother, children, adopted children, brother, sister of the members of the Board of Directors, General Director and other Managers;
 - 1.3 Not hold the management title of the Company; not necessarily to be shareholders or employee of the company;
 - 1.4 Not at the same time be member of the Board of Directors, General Director, Supervisory Committee's member of other company specializing in jewelry production and trading;
 - 1.5 Not own more than 10% of the charter capital of other company specializing in jewelry production and trading; unless otherwise approved by the General Meeting of Shareholders;
 - 1.6 The related person not jointly owning or separately owning the contributed capital or share of over 35% of the charter capital of another company specializing in jewelry production and trading; unless otherwise approved by the General Meeting of Shareholders;
2. Head of the Supervisory Committee is elected by its members according to the majority principle, he must be the professional Accountant or Auditor and must work full time at the company.
 3. The term of the Supervisory Committee's members shall not exceed 05 years and may be re-elected with unlimited number of terms. If the Supervisory Committee's members have the same time for ending of term, the new ones have not been elected, these Supervisory Committee's members continue implementing their rights and obligations until the time the new members are elected and they all receive missions.
 4. The shareholders holding shares with voting right for at least six consecutive months have the right to add up the number of voting rights of each person to nominate the candidates for the Supervisory Committee. A shareholder or group of shareholders holding from 5% to less than 10% of the shares with voting right for at least six consecutive months can nominate one candidate; from 10% to less than 30%, nominate two candidates; from 30% to less than 50%, nominate three candidates; from 50% to less than 65%, nominate four candidates and from 65% or more, nominate all candidates.
 5. If the number of candidates to the Supervisory Committee through the candidacy and nomination is not enough, the incumbent Supervisory Committee may nominate more candidates or organize the nomination according to a mechanism stipulated by the Company in the Company Management Internal Regulation. The mechanism of the incumbent Supervisory Committee about the nomination of candidates to the

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Supervisory Committee must be clearly announced and approved by the General Meeting of Shareholders prior to the nomination.

6. The members of the Supervisory Committee shall not have the status of the member of the Supervisory Committee in the following cases:
 - 6.1. Such member is prohibited from being member of the Supervisory Committee by law;
 - 6.2. Such member no longer meets the standards and conditions stipulated in Clause 1 of this Article;
 - 6.3. Such member sends his Letter of resignation to the head office of the Company;
 - 6.4. The member no longer has the capacity for civil acts; or does not complete the assigned tasks;
 - 6.5. Such member is absent from the meetings of the Supervisory Committee for six consecutive months without reasonable reason, and during this period of time, the Supervisory Committee does not allow such member to be absent;
 - 6.6. Such member seriously violates or repeats the violations of the obligations of the Supervisory Committee' member as stipulated in the Law on Enterprise and this Charter;
 - 6.7. Such member is dismissed by decision of the General Meeting of Shareholders.

ARTICLE 47: RIGHTS AND OBLIGATIONS OF THE SUPERVISORY COMMITTEE

1. The Supervisory Committee has the following rights and obligations:
 - 1.1 Propose the selection of independent audit company, audit fees and all issues related to the independent auditor;
 - 1.2 Discuss with the independent auditor on the nature and the audit scope before starting the audit;
 - 1.3 Discuss about problems and shortcomings detected from the mid-year or final audit results, as well as all problems that independent auditor would like to discuss;
 - 1.4 Consider the management letter of the independent auditor and the feedback of the Board of Directors and the General Director;
 - 1.5 Review, inspect and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management and early warning of the company;
 - 1.6 Consider the results of the internal investigation and the feedback of the Board of Directors and General Director;

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- 1.7 Supervise the Board of Directors, General Director in the management and operation of the Company; take responsibility to the General Meeting of Shareholders for the implementation of assigned tasks;
- 1.8 Check the reasonableness, legality, truthfulness and the prudent level of the management and operation of the business activities in the organization of accounting and statistic work and the preparation of financial statements;
- 1.9 Consider the accounting books and other documents of the Company, the management and operation work of the Company whenever necessary or as requested by the General Meeting of Shareholders, as requested by a group of shareholders stipulated in clause 9, Article 23 of this Charter. The inspection of the Supervisory Committee must not prevent the normal operation of the Board of Directors, not interrupt the operation of the business activities of the Company;
- 1.10 Check the annual, mid-year and quarterly financial statements;
- 1.11 Check and submit the evaluation report of the financial statements, annual report on the business situation of the Company at the Annual General Meeting of Shareholders. Report to the General Meeting of Shareholders on the extraordinary financial events, the strengths and weaknesses in the financial management of the Board of Directors, General Director according to their own independent opinion, take responsibility for their evaluations and conclusions;
- 1.12 Propose the measures to supplement, amend, improve the structure of organization, management and administration of the production and business activities of the Company;
- 1.13 Supervise the compliance with law and the Charter of the Company to the activities of the Board of Directors, General Director during the time of implementing the tasks; have the right to request the Board of Directors, General Director to provide figures, documents and notes related to the production and business activities of the Company;
- 1.14 Have the right to attend and participate in the discussions at the General Meeting of Shareholders, meetings of the Board of Directors and other meetings of the Company.
- 1.15 Have the right to request the Board of Directors to hold extraordinary meeting or request the Board of Directors to convene the Extraordinary General Meeting of Shareholders to have solutions to stop the loss and overcome the consequence in case of detecting any act causing loss to the production and business results of the Company;
- 1.16 Have the right to use independent consultants, internal audit department of the Company to implement the assigned tasks;

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- 1.17 Regularly notify the Board of Directors on the operation results, may consult the opinions of the Board of Directors before submitting the reports, conclusions and recommendations to the General Meeting of Shareholders;
- 1.18 Not disclose the secrets of the Company;
- 1.19 Implement other rights and tasks as stipulated in the Law on Enterprise, this Charter and decisions of the General Meeting of Shareholders.
2. Head of the Supervisory Committee has the following rights and obligations:
 - 2.1. Assign tasks to its members; prepare the plan, operation plan of the Supervisory Committee and take responsibility to the General Meeting of Shareholders for the operation performance of the Supervisory Committee;
 - 2.2. Prepare the agenda, content, documents for the meetings, convene and chair the meeting of the Supervisory Committee;
 - 2.3. Receive and organize to handle the documents, reports sent by the Board of Directors, members of the Board of Directors, Management Board and shareholders to the Supervisory Committee;
 - 2.4. On behalf of the Supervisory Committee to sign all documents, reports of the Supervisory Committee submitted to the General Meeting Shareholders or sent to the Board of Directors, member of the Board of Directors, Supervisory Committee;
 - 2.5. Supervise the organization and implementation of the resolutions of the General Meeting of Shareholders and of the Board of Directors;
 - 2.6. Other rights and obligations as stipulated by this Charter and Regulation on Organization and Operation of the Supervisory Committee issued by the Supervisory Committee.
3. The members of the Board of Directors, General Director and the Managers must provide all information and documents related to the operation of the Company as required by the Supervisory Committee. The Company's Secretary must ensure that all copies of the financial information, and other information provided to the members of the Board of Directors and the copies of the meeting minutes of the Board of Directors shall be provided to the Supervisory Committee's members at the same time they are provided to the Board of Directors.
4. The Supervisory Committee shall meet at least twice a year and the number of participants in the meeting must be at least two people. The meetings of the Supervisory Committee are as stipulated in the Regulation on Organization and Operation of the Supervisory Committee issued by the Supervisory Committee.
5. The total remuneration for the Supervisory Committee's members shall be decided by the General Meeting of Shareholders. The Supervisory Committee's members shall be

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paid the travel expenses, accommodation costs and other reasonable costs when they attend the meetings of the Supervisory Committee or related to the business activities of the Company. The Supervisory Committee's members take responsibility to the General Meeting of Shareholders and the law for their mistakes about the implementation of their tasks causing damages to the Company.

ARTICLE 48: SUPPLEMENT AND REPLACEMENT OF THE SUPERVISORY COMMITTEE'S MEMBERS

1. If the title of the Head of Supervisory Committee is vacant, the other members shall appoint a person for replacement but it must be notified to the Board of Directors.
2. If the number of the Supervisory Committee's members is not enough, the other members temporarily appoint a person for replacement until the nearest General Meeting of Shareholders carries out additional election.

ITEM 4. GENERAL DIRECTOR**ARTICLE 49: GENERAL DIRECTOR**

1. The Board of Directors shall appoint a member of the Board of Directors or hire another person to be General Director. The General Director of the Company is appointed and dismissed by the Board of Directors and he is assigned the necessary rights to implement the tasks of the General Director. General Director is not necessarily the shareholder of the Company and it can be the member of the Board of Directors.
2. The General Director of the Company must:
 - 2.1 Have full capacity for civil acts; not belong to the case prohibited from establishing and managing company as stipulated by the Law on Enterprise;
 - 2.2 Have professional skill and experience in the business management of the Company, have knowledge about law;
 - 2.3 Not at the same time be member of the Board of Directors, General Director, Supervisory Committee's member of other company specializing in jewelry production and trading;
 - 2.4 Not own more than 10% of the charter capital of other company specializing in jewelry production and trading; unless otherwise approved by the General Meeting of Shareholders;
 - 2.5 The related person not jointly owning or separately owning the contributed capital or share of over 35% of the charter capital of another company specializing in jewelry production and trading; unless otherwise approved by the General Meeting of Shareholders;

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3. The General Director is the legal representative of the Company to law, takes responsibility for the organization, management and operation of daily activities of the Company.
4. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the implementation of the assigned tasks and rights and must report these bodies as requested.
5. The term of the General Director does not exceed 05 years and he may be reappointed with unlimited terms.
6. The General Director is responsible to the Board of Directors, the General Meeting of Shareholders and the law for the mistakes causing losses to the Company.
7. The salary, bonus and allowance of the General Director are decided by the Board of Directors. The information on salary, allowance and benefits of the General Director must be shown in separate item in the annual financial statements of the company, and it must be reported to Annual General Meeting of Shareholders.

ARTICLE 50: RIGHTS AND OBLIGATIONS OF THE GENERAL DIRECTOR

The General Director has the following rights and obligations:

1. Implement the resolutions of the Board of Directors and of the General Meeting of Shareholders, the business plan and investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;
2. Make decision on all issues that do not require the resolution of the Board of Directors, including the representation of the Company to sign the financial and commercial contracts, organize and manage the daily production and trading activities of the Company under the best management practices;
3. Recommend the number of managers that the company needs to hire for the Board of Directors to appoint or dismiss when necessary to apply the activities as well as the goods management structures proposed by the Board of Directors, and consult to the Board of Directors to make decision on the salary, remuneration, benefits and other terms of the labor contract of the manager;
4. Recruit, arrange, use the employees; discipline, dismiss, decide salary, bonus, welfare policies to the employees including other management positions of the appointment and dismissal authority of the General Director as assigned by the Board of Directors and in accordance with the regulations of labor law;
5. Submit to the Board of Directors for approval of the detailed business plan for the next fiscal year on the basis of meeting the appropriate requirements of budget as well as the 5-year financial plan;
6. Implement the annual business plan approved by the General Meeting of Shareholders and Board of Directors;

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7. Prepare the long term, annual and monthly cost estimates of the Company (hereinafter referred to as cost estimates) for the long term, annual and monthly management activities of the company according to the business plan. The annual cost estimates (including the expected balance sheet, income statement and cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information as stipulated in the internal management regulations of the Company;
8. Establish and submit to the Board of Directors for approval the organization structure of the Company and the plan for organization, establishment or dissolution of the subsidiaries;
9. Sign the contracts within the scope allowed by the Board of Directors, labor contracts and other contracts as stipulated; sign the reports, documents and other documents of the Company under his authority; decide the buying and selling prices of products or services, the measures for advertisement, marketing, measures to encourage the business and operation expansion;
10. Report to the Board of Directors on the status of financial activities, production and business results and take full responsibility for the production and business activities of the Company to the Board of Directors and shareholders;
11. Make decision on the investment and procurement of assets, equipment with the value not exceeding 10% of the charter capital according to the business, production and investment plan approved by the Board of Directors;
12. Refuse to implement the decisions of the Chairman, Vice Chairman of the Board of Directors or members of the Board of Directors if it is considered to be illegal, contrary to the Charter and resolution of the General Meeting of Shareholders, and he must immediately notify the Supervisory Committee's members;
13. Make decision on handling the measures beyond the authority in the emergency cases such as natural disasters, enemy sabotage, fire, accident ... but he must immediately notify the Chairman of the Board of Directors;
14. Purpose the measures to improve the operation and management of the Company;
15. Implement all other activities as stipulated in this Charter and the internal management regulations of the Company, the resolutions of the Board of Directors.

ARTICLE 51: RESIGNATION AND DISMISSAL OF THE GENERAL DIRECTOR

1. If the General Director wants to resign, he must send Letter of Resignation to the Board of Directors. Within 60 days from the receiving date of the Letter, the Directors shall consider and make decision.

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2. The General Director shall be dismissed when there is occurrence of one of the cases similar to the members of the Board of Director as stipulated in clause 7, Article 35 of this Charter, or he does not fully implement the responsibilities and obligations stipulated in Articles 45 and 46, of this Charter.
3. The Board of Directors can dismiss the General Director when two thirds of the members of the Board of Directors votes for approval, in this case, the vote of the General Director is excluded if the General Director is also the member of the Board of Directors, and a new General Director shall be appointed for replacement.
4. If the General Director is dismissed, the Board of Directors must temporarily appoint another person to undertake the work of the General Director and within the period of 60 days, the Board of Directors must carry out the procedures to appoint a new General Director.

ARTICLE 52: AUTHORIZATION

1. The General Director has the right to authorize other Directors or Managers in the subsidiaries to be on behalf of the General Director to solve some works of the Company and he shall take responsibility to the law for his authorization.
2. The person authorized by the General Director must take legal responsibility to the General Director for his works.
3. Any authorization related to the Company's stamp must be made in writing and it must have limit time.

ITEM 5. OTHER ISSUES RELATED TO MANAGEMENT AND OPERATION**ARTICLE 53: ORGANIZATION OF THE MANAGEMENT MACHINE**

1. The Company shall issue a management system in which the management machine shall be responsible and is under the management of the Board of Directors. The company has one General Director, some Directors and a Chief Accountant appointed by the Board of Directors. The General Director and the Directors can simultaneously be members of the Board of Directors, and they are appointed or dismissed by the Board of Directors by a resolution approved lawfully.

ARTICLE 54: THE MANAGERS

1. According to the request of the General Director and approval of the Board of Directors, the Company can use the number of Managers necessary or suitable to the structure and management practices of the Company proposed by the Board of Directors from time to time. The Managers must be diligent for the operations and organization of the Company to meet the set objectives.
2. The salary, remuneration, benefits and other terms of the labor contract with the Managers shall be decided by the Board of Directors after consulting the opinions with the General Director.

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ARTICLE 55: COMPANY’S SECRETARY

1. The Board of Directors shall appoint one or several persons as the Company’s Secretary with the term and other clauses as decided by the Board of Directors. The Board of Directors can dismiss the Company’s Secretary when necessary, but not contrary to the regulations of the current labor law. The roles and duties of the Company’s Secretary are:
 - 1.1 Prepare for the meetings of the Board of Directors, Supervisory Committee and General Meeting of Shareholders as requested of the Chairman of the Board of Directors or the Supervisory Committee;
 - 1.2 Prepare the minutes of the meetings;
 - 1.3 Advice on the procedures of the meetings;
 - 1.4 Attend the meetings;
 - 1.5 Ensure the resolutions of the Board of Directors to be suitable to law;
 - 1.6 Provide the financial information, copies of the meeting minutes of the Board of Directors and other information for the members of the Board of Directors and the Supervisory Committee.
2. The Company’s Secretary is responsible for keeping the information in confidentiality as stipulated by the regulations of the law and the Charter of the Company.

ARTICLE 56: THE CAREFUL RESPONSIBILITY OF THE MEMBERS OF BOARD OF DIRECTORS, OF THE SUPERVISORY COMMITTEE, GENERAL DIRECTOR AND MANAGERS

1. The members of the Board of Directors, of the Supervisory Committee, General Director and other Managers are responsible for implementing their tasks, including tasks as members of the subcommittees of the Board of Directors, honestly and in a manner they believe for the highest benefits of the Company and with a degree of carefulness that a careful person must have when undertaking the similar position, and in similar circumstances.

ARTICLE 57: HONESTY RESPONSIBILITY AND AVOIDANCE OF CONFLICT ABOUT INTERESTS

1. The company must collect and update the list of related parties of the Company as stipulated in clause 17, Article 4 of the Law on Enterprise and their corresponding transactions with the Company.
2. Members of the Board of Directors, of the Supervisory Committee, General Director and other Managers of the company must declare their interests related to the Company, including:

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- 2.1. Name, company's tax code, address of head office, business lines of the company that they own the contributed capital or shares; the rate and time of possession of such contributed capital or shares;
- 2.2. Name, company's tax code, address of head office, business lines of the company that their related parties jointly own or separately own the contributed capital or shares of over 10% of the charter capital.
3. The declaration as stipulated in clause 2 of this Article must be made within 07 working days from the arising date of the related benefits; the amendment and supplement must be notified to the company within 07 working days from the date of amendment and supplement.
4. The declaration, consideration, copy of the List of related parties and the related benefits declared as stipulated in clauses 1 and 2 of this Article shall be made as follows:
 - 4.1. Name, company's tax code, address of head office, business lines of the company that their related parties jointly owns or separately owns the contributed capital or of over 10% of the charter capital;
 - 4.2. The Company must notify the list of the related parties and related benefits to the General Meeting of Shareholders at the annual meeting;
 - 4.3. The List of the related parties and related benefits is kept at the head office of the Company; in necessary case, a part or the whole of the List can be kept at the branches of the company;
 - 4.4. Shareholders, their authorized representatives, members of the Board of Directors, of the Supervisory Committee, General Director and other Managers have the right to consider and copy a part or the whole of the declared content during the working hours;
 - 4.5. The Company must create conditions for people stipulated in point c of this clause to access, see and copy the List of related parties of the Company and other content in the quickest and most favorable way; the Company must not prevent, raise difficulties to them about this. The order and procedure for considering and copying the declared content of the related parties and related benefits shall comply with the regulations in the Management Regulation of the Company.
5. The members of the Board of Directors, of the Supervisory Committee, General Director and the Managers are not allowed to use the business opportunities that can bring benefits to the Company for their personal purpose; at the same time they are not allowed to use the information obtained by their position for their personal benefits or to serve the interests of other organization or individual.
6. The members of the Board of Directors, of the Supervisory Committee, General Director and the Managers are responsible for notifying the Board of Directors all

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benefits that may conflict with the interests of the Company in which they may receive through the economic entity, transactions or other individuals. The above mentioned people can only use such opportunities when the members of the Board of Directors who do not have related interests have decided not to investigate this issue.

7. The Company does not provide loans, guarantees or credits to the members of the Board Management, General Director, Managers and parties related to the members mentioned above, or entity that these people receive the financial interests, except the above mentioned loans or guarantees are approved by the General Meeting of Shareholders.
8. The contracts or transactions between the Company and the following people must be approved by the General Meeting of Shareholders or the Board of Directors:
 - Shareholders, their authorized representatives own more than 10% of the total common shares of the Company and their related parties;
 - Members of the Board of Directors, General Director and their related parties;
 - Company as stipulated in Clause 2, Article 159 of the Law on Enterprise.
9. The Board of Directors approves the contracts and transactions with value less than 35% of the total assets value in the latest financial statements of the Company. In this case, the legal representative must submit them to the members of the Board of Directors; the draft contract or the transaction's main content are listed at the head office, branch of the Company. The Board of Directors decides for approval of the contract or transaction within fifteen days from the date of listing; members with related interests have no right for voting.
10. The General Meeting of shareholders approves other contracts and transactions except the case stipulated in point b of this Clause. The Board of Directors submits the draft contract or explains the main content of the transactions at the General Meeting of Shareholders or collect shareholders' opinions in writing. In this case, the related shareholders have no right for voting; the contracts or transactions are approved when the number of shareholders representing 65% of the total remaining votes approve.
11. Contracts and transactions shall become invalid and handled according to the law when they are signed or implemented without the approval as stipulated in points a and b of this clause, causing damage to the company; the person signing the contract, related shareholders, members of the Board of Directors or Director or General Director must jointly compensate for the arising damages, return the Company any benefits gained from the implementation of such contracts and transactions.
12. Members of the Board of Directors, of the Supervisory Committee, General Director, and Managers and related parties to the members mentioned above are not allowed to use the information that is not allowed to be published of the Company or disclose to others to carry out the related transactions.

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ARTICLE 58: RESPONSIBILITY FOR DAMAGES AND COMPENSATION

1. If the members of the Board of Directors, of the Supervisory Committee, General Director, and Managers, within their obligation of acting honestly, fail to fulfill their obligations with the care, diligence and professional competence, they shall be liable for the damages caused by their violations.
2. The Company shall make compensation to those who likely to become a related party in the complaints, lawsuits and prosecution, including the civil and administrative cases, and not the lawsuits that the Company is the petitioner, if such person is the member of the Board of Directors, the Manager, employee or authorized representative of the company or that person is implementing according to the request of the Company as a member of the Board of Directors, manager, employee or authorized representative of the Company provided that such person has acted honestly, carefully and diligently for the benefit or not against the best interests of the Company, on the basis of compliance with the law and there is no evidence confirming that such person has violated his responsibilities. When implementing the functions, tasks or implementing the tasks as authorized by the Company, the members of the Board of Directors, of the Supervisory Committee, manager, employee or authorized representative of the Company are compensated by the Company when becoming a related party in the complaints, lawsuits, prosecution (except the lawsuit that the company is the petitioner) in the following cases:
 - a. Act honestly and carefully, diligently for the benefits and not contrary to the benefits of the Company;
 - b. Comply with law and there is no evidence confirming that they fail to fulfill their responsibilities.

ARTICLE 59: RIGHT TO INSPECT BOOKS AND DOCUMENTS

1. A shareholder or a group of shareholders owning at least 5% of the common shares of the Company for at least six consecutive months may directly or through their lawyer or authorized person, send a written request for inspection during the working hours and at the main trading place of the Company the list of Shareholders, the minutes of the General Meeting of Shareholders and copy of such documents. If the inspection request is from the lawyer or authorized representative of the shareholder, there must be an authorization letter of the shareholder or a certified copy of the authorization letter.
2. Members of the Board of Directors, of the Supervisory Committee, General Director, and Managers have the right to check the Registry of Shareholders of the Company, List of shareholders and other books and documents of the Company for purposes relating to their positions provided that this information must be kept in confidentiality.

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3. The company shall have to keep this Charter and the amendment and supplement of the Charter, Business registration certificate, the regulations, documents proving the ownership of assets, resolutions of the General Meeting of Shareholders and Board of Directors, meeting minutes of the General Meeting of Shareholders, and the Board of Directors, the reports of the Board of Directors and the Supervisory Committee, the annual financial statements, accounting books and any other documents as stipulated by law at the head office or somewhere else provided that the shareholders and the Business registration agency are notified on the place for keeping these documents.
4. The Charter of the company must be published on the website of the Company.

ARTICLE 60: EMPLOYEES AND TRADE UNIONS

General Director must make plan for the Board of Directors to approve the issues related to the recruitment, employment, dismissal, salary, social insurance, welfare, reward and discipline to the managers and employees as well as the relationship of the Company with the union organizations accredited according to the standards, practices and best management policies, practices and policies stipulated in this Charter, the internal management regulations of the Company and the current regulations of the law.

CHAPTER IV

ACCOUNTING, AUDIT SYSTEM AND PROFIT DISTRIBUTION

ARTICLE 61: FISCAL YEAR

1. The Company's fiscal year begins from the first day of January of every year and ends on the 31st day of December of the same year.

ARTICLE 62: ACCOUNTING SYSTEM

1. The company operates on the principle of financial self-management, self-balancing of revenues and expenditures, with responsibility to preserve and make profit the Company's capital.
2. The Company complies with the accounting and statistics system as stipulated by law about accounting and statistics. The accounting system used by the Company is Vietnam Accounting System (VAS) or other accounting systems approved by the Ministry of Finance.
3. The Chief Accountant helps the General Director to organize the accounting work, financial accounting of the Company in accordance with law. General Director and Chief Accountant are the ones taking legal responsibility for the receipts and accounting documents of the Company.
4. The Company uses Vietnam dong as the currency used in the accounting.

ARTICLE 63: BANK'S ACCOUNT

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1. The company shall open a bank account in Vietnam or at foreign banks licensed to operate in Vietnam.
2. With the prior approval of the competent authorities, in necessary case, the Company can open a bank account in foreign countries under the regulations of law.
3. The Company shall conduct all the payment and accounting transactions through the Vietnam dong or foreign currency accounts at the banks that the Company opens.

ARTICLE 64: AUDIT

1. The Annual General Meeting of Shareholders appoints an independent audit company or through the list of independent audit companies and authorizes the Supervisory Committee to make decision on selecting one of these companies to carry out the audit activities of the Company for the next fiscal year based on the terms and conditions agreed with the Supervisory Committee. The company must prepare and submit the annual financial statements to the independent audit company after the fiscal year is ended.
2. The Company shall prepare and submit the annual financial statements to the independent audit company after the fiscal year is ended.
3. The independent audit company inspects, certifies and reports on the annual financial statements presenting the Company's revenues and expenses, makes the audit report and submits it to the Board of Directors within two months from the end of the fiscal year. The staff of the Independent audit company carrying out the audit for the Company must be approved by the State Securities Commission of Vietnam.
4. The copy of the auditor's report is sent together with the annual financial statements of the Company.
5. Auditors conducting the audit of the Company are allowed to attend all General Meeting of Shareholders and have the right to receive the notices and other information related to the General Meeting of Shareholders that the shareholders have the right to receive give opinions at the Meeting on the issues related to the audit.

ARTICLE 65: PROFIT DISTRIBUTION AND FUNDS EXTRACTION

1. According to the regulations on the financial system issued by the Government applied to Joint Stock Company, the profit of the Company is identified as follows:
 - Profit before tax = Total revenue – Total expenses
 - Profit after tax = Profit before tax – Corporate income tax
2. For the profit after tax at the end of the fiscal year, before the dividend is divided to the shareholders, it shall be used for funds extraction submitted by the Board of Directors to the General meeting of Shareholders for decision and approval annually.

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3. The remaining profit shall be distributed to shareholders depending on the situation of business characteristics. The Board of Directors is responsible for establishing the profit distribution plan and using the funds to submit to the General Meeting of Shareholders for decision annually.

ARTICLE 66: DIVIDEND

1. Dividend paid to common shares is identified based on the net profit and the dividend payment is deducted from the remaining profit of the Company. The Company can only pay dividend to shareholders when the Company has fulfilled its tax obligations and other financial obligations as stipulated by law; extracted the funds of the Company and fully offsets the previous losses as stipulated by law and the Charter of the Company; as soon as the payment of dividend has been made, the Company must guarantee to pay all due debts and other financial obligations. Depending on the business situation the Company, it may temporarily pay the dividend quarterly or every six months to the shareholders.
2. According to the decision of the General Meeting of Shareholders and according to the regulation of law, the dividend shall be announced and paid from the remaining profit of the Company but it must not exceed the rate proposed by the Board of Directors after the consultation with the shareholders at the General Meeting of Shareholders.
3. Dividend may be paid by cash, shares of the Company or other assets as stipulated in the Company's Charter and the resolution of the General Meeting of Shareholders. If the payment is made by cash, it must be paid in Vietnam dong.
4. If there is approval of the General Meeting of Shareholders, Board of Directors may decide and notify that the holders of common shares shall receive dividend by common shares instead of dividend by cash. The additional shares to pay this dividend are stated as fully paid shares on the basis that the value of the shares used for dividend payment must be equivalent to the amount of cash for dividend payment.
5. Except the case that shares with accompanied rights or the terms for shares issuance have other regulations, the dividend shall be paid according to the rate corresponding to the face value of such shares during the time of dividend payment.
6. The Company does not pay interest for the dividend amount or any amount related to a type of stock.
7. Before each payment of dividend, the Board of Directors must prepare a List of shareholders for receiving dividend, identify the dividend payable for each share, the term and method of payment. The Notice on dividend payment must be sent to all shareholders at least 15 days in advance. In the Notice, it is necessary to specify the number of shares of each type of shareholder, the dividend rate, the total dividend that such shareholder shall receive, time and method of dividend payment. The dividend amounts that have not been received by the shareholders shall not be charged interest.

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The dividend payment to the shares listed at the Stock Exchange Center, Stock Exchanges can be made through a securities company or Securities Depository Center.

8. If the shareholder transfers his shares in the period between the time of completing the preparation of List of Shareholders and the time for dividend payment, the transferor shall be the one receiving the dividend from the Company.
9. Pursuant to the Law on Enterprise, the Board of Directors can approve the resolution to stipulate a specific date as the closing date of the business operations of the Company. Based on that date, those registers as shareholders or holders of other securities have the right to receive dividend, interest, profit distribution, receive the stocks, and receive notice or other documents. This closing date can be the same date or same time before such rights are made. This does not affect the rights of both parties in the transaction of transferring related stocks or securities.
10. If the payment of the dividend is contrary to the regulations in clause 1 of this Article, the shareholder receive dividends must return to the Company the sum of money or assets received; if the shareholder cannot return the company, such shareholder and all members of the Board of Directors must be jointly liable for the debts and other assets obligations of the Company within the scope that the value of money, assets paid to shareholder but have not been returned.

CHAPTER V

DISCLOSURE TO THE PUBLIC AND ANNUAL REPORT

ARTICLE 67: ANNUAL, MID-YEAR, AND QUARTERLY REPORT

1. The company must prepare the annual financial statements as stipulated by law as well as the regulations of the State Securities Commission and the statements must be audited as stipulated in Article 64 of this Charter, and within 90 days from the end of each fiscal year, the Company must submit the annual financial statements approved by the General Meeting of Shareholders to the tax authority, the State Securities Commission, Stock Exchange / Stock Exchange Center and the business registration agency.
2. The annual financial statement must include the income statement reflecting honestly and objectively the situation of profit and loss of the Company for the fiscal year and the balance sheet must reflect honestly and objectively the situation of activities of the Company to the reporting period, cash flow statement and notes to the financial statements. If the company is a holding company, apart from the annual financial statements, there must be also general balance sheet of the operation situation of the Company and its subsidiaries at the end of each fiscal year.

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3. The Company must prepare mid-year and quarterly reports as stipulated by the State Securities Commission and submit to the State Securities Commission and the Stock Exchange / Stock Exchange Center.
4. The audited financial statements, including the auditor's opinions, mid-year and quarterly statements of the company must be published on the website of the Company. The Company fully publishes the content and information about the audited annual financial statements on the website of the Company and on the media of the State Securities Commission, Stock Exchange, at the same time, the Company must publish the auditor's opinions on the financial statements of the year on an (01) issue with the scope of national issuance enclosed together with the address of the electronic page for posting the annual financial statements, auditor's report and/or address providing annual financial statements and auditor's report.
5. Any concerned organizations and individuals have the right to inspect or copy the audited annual financial statements, the mid-year and quarterly statements during the working hours of the Company, at the head office of the Company and must pay a reasonable fee for copying.

ARTICLE 68: DISCLOSURE OF INFORMATION AND NOTICE TO THE PUBLIC

1. The annual financial statements and other supporting documents must be disclosed to the public according to the regulations of the State Securities Commission and submitted to the tax authorities and business registration agency as stipulated by the Law on Enterprise.
2. The Company must prepare and publish the annual report according to the regulations of the securities law and securities market law.

CHAPTER VI

DISPUTE SETTLEMENT AND PROCEDURE

ARTICLE 69: INTERNAL DISPUTE SETTLEMENT

1. Any shareholder of the Company has the right to appeal directly to the Board of Directors or the Supervisory Committee to protect their legitimate interests.
2. If there is any dispute or complaint related to the operation of the Company or to the rights of the shareholders arising from the Charter or from any right or obligation stipulated by the Law on Enterprise or other laws or administrative regulations, between:
 - a. Shareholders and the Company; or
 - b. Shareholders and the Board of Directors, Supervisory Committee, General Director or the Managers.

The related parties shall try to settle such dispute via negotiation and conciliation. Except for dispute related to the Board of Directors or the Chairman of the Board of Directors, Chairman of the Board of Directors shall chair the dispute settlement. If the dispute is related to the Board of Directors or the Chairman of the Board, any party can request to specify an independent expert to act as an arbitrator for the process of dispute settlement.

3. If no agreement is reached within 04 weeks or if the decision of the intermediary is not accepted by the parties, either party may bring the dispute for settlement by the Economic Arbitration or Economic Court.
4. The Parties shall bear its costs related to the procedure of negotiation and mediation. The costs of the Court shall be borne by any party judged by the Court.

ARTICLE 70: THE DISPUTE BETWEEN THE COMPANY AND THE OUTSIDE INDIVIDUALS AND ORGANIZATIONS

1. Any litigation, dispute on the economic and civil transactions between the Company and other organizations and individuals shall be settled via negotiation and mediation.
2. If no agreement is reached, the dispute shall be settled by the Economic Arbitration or Economic Court. General Director is the legal representative of the Company in the litigation stages.

CHAPTER VII

EXTENSION AND TERMINATION OF OPERATION AND LIQUIDATION

ARTICLE 71: EXTENSION OF OPERATION

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven months before the expiry date of operation for the Shareholders to vote on the extension of the operation of the Company for a period of time requested by the Board of Directors.
2. The term of operation shall be extended when more than 65% of the total votes of the shareholders with voting right present in person or via authorized representatives present at the General Meeting of Shareholders approve.

ARTICLE 72: TERMINATION OF OPERATION

1. The Company may be dissolved or terminated its operation in the following cases:
 - 1.1 When the term of operation of the Company is over, even after the extension;
 - 1.2 The Court declares the bankruptcy of the company in accordance with current law;
 - 1.3 It is dissolved before the due date as decided by the General Meeting of Shareholders;
 - 1.4 The competent authorities decide to revoke the business registration certificate;
 - 1.5 Other cases stipulated by law.

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2. The dissolution of the company before the due date, including extended term shall be decided by the General Meeting of Shareholders and the Board of Directors shall implement this decision. This dissolution decision must be notified or approved by the competent authorities as stipulated.

ARTICLE 73: LIQUIDATION

1. At least six months before the expiration of the Company's operation term or after there is a dissolution decision of the Company, the Board of Directors must establish a Liquidation Committee consisting of five members. Three members shall be appointed by the General Meeting of Shareholders and two members shall be appointed by the Board of Directors. The Liquidation Committee shall prepare its operation regulations. The members of such Liquidation Committee may be selected from the employees of the Company or independent experts. All costs related to the liquidation of the Company shall be paid prior to other debts of the Company.
2. The Liquidation Committee is responsible for notifying the business registration agency on the establishment date and date of starting operation. Since that time, the Liquidation Committee shall act on behalf of the Company in all works related to the liquidation of the Company at the Court and administrative agencies.
3. Proceeds from the liquidation shall be paid with the following order:
 - 3.1. The liquidation expenses;
 - 3.2. Salary and insurance costs for employees;
 - 3.3. Taxes and tax-related payments that the Company must pay to the State budget;
 - 3.4. The loans, if any;
 - 3.5. Other debts of the Company;
 - 3.6. After all debts from 3.1 to 3.5 have been paid, the balance shall be distributed to shareholders in proportion to their capital contribution. The preferred shares shall be given the priority for paying first.
4. During the time of liquidation, the Liquidation Committee and the Supervisory Committee have the right to request to convene a General Meeting of Shareholders to handle the issues that are considered to be necessary to be decided by the General Meeting of Shareholders.

CHAPTER VIII

FINAL PROVISION

ARTICLE 74: TERM OF IMPLEMENTATION

1. The amendment and supplement of this Charter must be considered and approved by the General Meeting of Shareholders. If the regulations of the law related to the operation of the Company that have not been mentioned in this Charter, then such

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regulations shall be obviously applied and they shall govern the operation of the Company.

2. This Charter consists of 08 chapters, 74 articles and it is valid from 01 April 2016. It shall replace the Charter dated 13 July 2015.
3. This is the only and official Charter of the company, it shall be made in 05 copies with the same legal value.
4. The copies of the Charter of the Company are valid when they are signed by the Chairman of the Board of Directors or at least a half of the total number of members of the Board of Directors.

CHAIRMAN OF THE BOARD OF DIRECTORS

CAO THI NGOC DUNG