

PHU NHUAN JEWELRY JOINT STOCK COMPANY  
**BOARD OF DIRECTORS**

**REGULATION ON CANDIDACY, NOMINATION, ADDITIONAL ELECTION OF THE  
SUPERVISORY COMMITTEE'S MEMBER, TERM 2016 – 2021 OF PHU NHUAN  
JEWELRY JOINT STOCK COMPANY**

**PURSUANT TO**

- Law on Enterprise no. 68/2014/QH13 dated 26 November 2014;
- Circular no. 121/2012/TT-BTC dated 26 July 2012 of the Ministry of Finance stipulating on the corporate governance applied to public companies;
- Charter of organization and operation of Phu Nhuan Jewelry Joint Stock Company.

**OBJECTIVES**

- Ensure the principle of openness, fairness and democracy;
- To facilitate the organization of the Annual Meeting of Shareholders 2016 of Phu Nhuan Jewelry Joint Stock Company (PNJ).

**CONTENT OF THE REGULATION**

- **The number of members of the Supervisory Committee needs to be additionally voted:**  
01 member
- **Term:** 5 years (2016 – 2021)
- **The number of candidates of the Supervisory Committee:** Not restricted
- **Conditions for nomination, candidacy to the Supervisory Committee**

Shareholders holding shares with voting right for a continuous period of at least six months have the right to add up the number of voting rights of each person to nominate the candidates to the Supervisory Committee. A shareholder or a group of shareholders holding from 5% to less than 10% of shares with voting right for a continuous period of at least six months have the right to nominate one candidate; from 10% to less than 30% have the right to nominate two candidates, from 30% to less than 50% have the right to nominate 3 candidates, from 50% to less than 65% have the right to nominate four candidates and if from 65% or more have the right to nominate all candidates.

- **Standards to candidates:**
  - Have capacity for civil acts, not belong to the subject prohibited from business establishment and management as stipulated in the Law on Enterprise;
  - Not to be a 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;

- Not hold the management positions in the Company; not necessarily to be shareholders or employees of the Company;
- Must be an accountant or auditor;
- **Mechanism of the incumbent Supervisory Committee nominating candidates to the Supervisory Committee:**

If the necessary quantity of candidates to the Supervisory Committee is insufficient, the incumbent Supervisory Committee has the right to nominate candidates to have enough quantity as stipulated.

## **DOCUMENTS FOR CANDIDACY, NOMINATION, ADDITIONAL ELECTION OF THE SUPERVISORY COMMITTEE'S MEMBERS, TERM 2016 – 2021**

- **Documents for Candidacy, Nomination to the Supervisory Committee consist of:**
  - Letter of candidacy (nomination) to the Supervisory Committee (as form);
  - CVs declared by the candidates (as form);
  - Documents proving to hold PNJ shares continuously for at least 06 months to 02 March 2016 (like Statement of Stock Exchange Account or Certificate of share ownership ...);
  - Notarized copies of: ID card, Family register, degrees proving the cultural level and qualifications.
- **Please send Documents for Candidacy, Nomination to the Management Board before 4:00 PM on 03 March 2016 to the following address:**
  - Phu Nhuan Jewelry Joint Stock Company
  - Address: 170E Phan Dang Luu street, ward 3, Phu Nhuan district, Ho Chi Minh City
  - Tel: (08) 3995 1703 - 3990 0838 Fax: (08) 3995 1702
- For case of Candidacy, Nomination at the Meeting, the shareholder or group of shareholders must immediately provide such documents to the Chairman for consideration.

## **SELECTION OF CANDIDATES**

Based on the Letter of candidacy and nomination of the shareholders, the Board of Directors shall select candidates to the Supervisory Committee meeting the standards stipulated in this Regulation on candidacy and nomination.

## **FOR BOARD OF DIRECTORS**

### **CHAIRMAN**

(Signed & sealed)

**CAO THI NGOC DUNG**