

PROPOSAL
TO THE 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS
Re: Approval of discharging a member of Board of Directors from liability and
appointing a substitute

Pursuant to:

- Enterprise Law No. 68/2014/QH13 passed by the National Assembly on November 26, 2014;
- Circular No. 121/2012/TT-BTC dated 26 July 2012 issued by the Ministry of Finance providing regulations on corporate governance at public companies and Charter sample applicable to public companies;
- Charter of organization and operation of Phu Nhuan Jewelry Joint Stock Company;
- Ms. Pham Vu Thanh Giang's letter of resignation from member of the Board of Directors;
- Resolution No. 1734/2016/NQ-HĐQT-CTY dated 23/11/2016, issued by Board of Directors.

Phu Nhuan Jewelry Joint Stock Company issued the resolution of the Board of Directors No. 1734/2016/NQ-HĐQT-CTY dated 23/11/2016 regarding the discharging of Ms. Pham Vu Thanh Giang from the Board of Directors (BOD) due to personal wish.

Pursuant to the provision of Clause 7, Article 38 of the Charter on organization and operation of Phu Nhuan Jewelry Joint Stock Company: *"The Board of Directors may appoint another person as a temporary member of the Board of Directors to fill an arising vacancy; in addition, the appointment must be approved in the nearest General Meeting of Shareholders. After being approved by the General Meeting of Shareholders, the appointment of the new member shall be effective from the date of appointed by the Board of Directors. The tenure of the new member of the Board of Directors shall be counted from the appointment's effective date until the end of term of this new member of the Board of Directors."*, the Board of Directors issued Resolution No. 1734/2016/NQ-HĐQT-CTY dated 23/11/2016 to appoint Ms. Pham Thi My Hanh as a member of the Board of Directors to replace Ms. Pham Vu Thanh Giang (curriculum vitae of the new member is attached).

Therefore, the Board of Directors would like to propose to the General Meeting of Shareholders:

- Vote for approval of the discharging of Ms. Pham Vu Thanh Giang from liability of a member of the Board of Directors;
- Vote for approval of the appointment of Ms. Pham Thi My Hanh to member of the Board of Directors for a term of 05 years. After approved by the General Meeting of Shareholders, the appointment of the new member shall be effective from the date the Board of Directors appointed that new member.

Respectfully proposed to the General Meeting of Shareholders for consideration and vote for approval.

Recipients:

- *BOD, Supervisory Board*
 - *BOM*
 - *Shareholders of PNJ*
 - *Archived: Office of BOD*
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ON BEHALF OF BOARD OF DIRECTORS

CHAIRWOMAN

(Singed and sealed)

CAO THI NGOC DUNG