

**MINUTES OF COUNTING SHAREHOLDERS' POLLS
CONDUCTING POLL IN WRITING
(GENERAL SHAREHOLDERS MEETING NO. 21 – YEAR 2016)**

Re: Approval of private placement plan to increase charter capital, additional shares listing and amendment of Company charter

- Pursuant to Enterprise Law No. 68/2014/QH13 dated 26/11/2014;
- Pursuant to Securities Law No. 70/2006/QH11 dated 29/06/2006; Law No. 62/2010/QH12 dated 24/11/2010 on amendment, supplement of a number of articles of Securities Law;
- Pursuant to Decree No. 58/2012/ND-CP dated 20/07/2012 on detailed regulation and guide of implementation of a number of articles of Securities Law; Decree No. 60/2015/ND-CP dated 26/06/2015 on amendment, supplement of a number of articles of Decree No. 58/2012/ND-CP;
- Based on the Company Charter of Phu Nhuan Jewelry Joint Stock Company;
- Based on Shareholders book closing as at 15/12/2016 for conducting poll in writing;
- Based on total number of Shareholder's Ballot received before 17:30 dated 18/02/2017.

Today, on 23rd February 2017 at the office of Phu Nhuan Jewelry Joint Stock Company, the Vote Counting Committee conducts counting of shareholders' ballots as follows:

A. VOTE COUNTING COMMITTEE

No.	Member	Position
1	Ms. Cao Thi Ngoc Dung, Chairwoman cum General Director	Head of Vote Counting Committee
2	Mr. Nguyen Vu Phan, Vice Chairman	Member of Vote Counting Committee
3	Ms. Nguyen Thi Cuc, Member of Board of Directors cum Vice General Director	Member of Vote Counting Committee
4	Mr. Le Huu Hanh, Member of Board of Directors cum Vice General Director	Member of Vote Counting Committee
5	Ms. Pham Thi My Hanh, Member of Board of Directors cum Vice General Director	Member of Vote Counting Committee
6	Ms. Nguyen Thi Bich Ha, Member of Board of Directors	Member of Vote Counting Committee
7	Mr. Nguyen Thanh Du, Head of Supervisory Committee	Head of Supervisory Committee
8	Mr. Tran Van Dan, Member of Supervisory Committee	Member of Supervisory Committee

No.	Member	Position
9	Ms. Nguyen Ngoc Hue, Member of Supervisory Committee	Member of Supervisory Committee
10	Ms. Trinh Thi Ngoc Hieu	Secretary of Vote Counting Committee

B. PURPOSE AND ISSUES FOR CONDUCTING SHAREHOLDER'S OPINION POLL

I. Purpose

To approve the plan of issuing 9.827.457 shares to increase charter capital from VND982,745,770,000 to VND1,081,020,340,000 via private placement.

II. Issues for conducting shareholder's opinion poll

- Issue 1: Approval of private placement of PNJ shares
- Issue 2: Approval of plan of using capital acquired from the offering
- Issue 3: Approval of increase in charter capital and amendment of Phu Nhuan Jewelry Joint Stock Company's charter corresponding to the total par value of the shares actually issued in line with the issuance plan
- Issue 4: Approval of additional share depositing registration at Vietnam Securities Depository (VSD) and additional listing on Ho Chi Minh City Stock Exchange (HSX) for the total number of additional shares actually issued
- Issue 5: Authorization for the Board of Directors to conduct the plan of private placement and other related issues

C. THE VOTE COUNTING COMMITTEE CONDUCTS COUNTING VOTES WITH THE FOLLOWING RULES

- Voting "Agree": In the ballots, any voting content which is marked a cross in its "Agree" box is deemed that such content is approved by Shareholder's opinions.
- Voting "Not agree": In the ballots, any voting content which is marked a cross in its "Not Agree", "No opinion" box and in invalid ballots is deemed that such content is not approved by Shareholder's opinions.
- Unvoted ballot: Any ballot for asking Shareholder's opinions which was sent to Shareholder was returned to the Company due to incorrect registered address of shareholder; or was sent to the Company after deadline 17:30 on 18th February 2017; or was not returned to the Company, is considered as unvoted ballot.

D. VOTE COUNTING RESULTS

1. The total number of voting shares

- Total number of voting shares sent out: 98,273,868 shares
- Total number of voting shares sent out/ Total number of voting shares rate: 100%
- Total number of shareholders of the Company: 3,333 shareholders
- Number of shareholders voted: 475 shareholders
- Total number of voting share received: 80,661,365 shares
 - o Total number of valid voting shares received: 80,656,076 shares

- Total number of invalid voting shares received: 5,289 shares
- Number of voting shares received / Total number of voting shares rate: 82.08%
- Total number of voting shares not received: 17,612,503 shares
- Number of voting shares not received / Total number of voting shares rate: 17.92%

2. Number of shares voting for each issue

- Number of shares voted:
 - Issue 1: 80,656,076 shares
 - Issue 2: 80,656,076 shares
 - Issue 3: 80,656,076 shares
 - Issue 4: 80,656,076 shares
 - Issue 5: 80,656,076 shares
- Number of shares not voted / invalid
 - Issue 1: 17,617,792 shares
 - Issue 2: 17,617,792 shares
 - Issue 3: 17,617,792 shares
 - Issue 4: 17,617,792 shares
 - Issue 5: 17,617,792 shares

E. APPROVED CONTENT

1. The approval of private placement plan of PNJ shares, details as follows:

- Name of share: Shares of Phu Nhuan Jewelry Joint Stock Company
- Type of share: Ordinary share
- Par value: VND10,000/ share
- Total number of issued shares: 98,274,577 shares
- Total number of outstanding shares: 98,273,868 shares
- Number of shares planned to be issued: 9,827,457 shares
- Total par value of issuance: VND98,274,570,000
- Method of offering: Private placement
- Charter capital after the issuance: VND1,081,020,340,000
- Subjects to be offered: Domestic and foreign investors who can be individuals or institutions and have financial capacity.
- The Shareholders authorize the Board of Directors to decide and approve list of selected investors (“Investor”) and the number of shares purchased accordingly in such a way that the issuance can be done successfully and can bring about benefits for both shareholders and the Company.
- Restriction of transfer: The newly-offered shares in the private placement are subject to restriction of transfer for one (01) year from the date of completing the offering.
- Price to be offered: In the range of 10% to 15% discounted price versus the closing price as of the date that SSC approves the private placement plan. The Shareholders authorize the

Board of Directors to decide the optimal offer price to maximize the added value for the Company.

- Treatment of unsold shares: Shareholders authorize the BOD to distribute the unsold shares to other subjects.
- Expected time of issuance: Within 2017, after the approval of the State Securities Commission.

Shareholders' opinions on above issue:

Opinion	Number of shares voted	As percentage of Total number of voting shares (%)
Agree	62,642,318	63.74%
Not agree	17,959,047	18.27%
No opinion	54,711	0.06%

Approval of issue 1: As a result, the number of "Agree" votes accounts for 63.74% of total number of voting shares.

2. The approval of plan of using capital acquired from the offering

- When the offering is completed, the capital acquired from the offering will be used to supplement business resources and develop the chain of retail stores.

Shareholders' opinions on above issue:

Opinion	Number of shares voted	As percentage of Total number of voting shares (%)
Agree	62,642,311	63.74%
Not agree	17,959,047	18.27%
No opinion	54,718	0.06%

Approval of issue 2: As a result, the number of "Agree" votes accounts for 63.74% of total number of voting shares.

3. The approval of increase in charter capital and amendment of Phu Nhuan Jewelry Joint Stock Company's charter corresponding to the total par value of the shares actually issued in line with the issuance plan as mentioned above.

Shareholders approve the amendment of the Company's charter based on the actual result of share issuance and authorize the Board of Directors to decide other issues related to amendment of charter in accordance with the Laws in force.

Shareholders' opinions on above issue:

Opinion	Number of shares voted	As percentage of Total number of voting shares (%)
Agree	62,642,318	63.74%
Not agree	17,959,047	18.27%

Opinion	Number of shares voted	As percentage of Total number of voting shares (%)
No opinion	54,711	0.06%

Approval of issue 3: As a result, the number of “Agree” votes accounts for 63.74% of total number of voting shares.

- 4. The approval of additional share depositing registration at Vietnam Securities Depository (VSD) and additional listing on Ho Chi Minh City Stock Exchange (HSX) for the total number of additional shares actually issued.**

Shareholders’ opinions on above issue:

Opinion	Number of shares voted	As percentage of Total number of voting shares (%)
Agree	62,642,311	63.74%
Not agree	17,959,047	18.27%
No opinion	54,718	0.06%

Approval of issue 4: As a result, the number of “Agree” votes accounts for 63.74% of total number of voting shares.

- 5. The authorization for the Board of Directors to conduct the plan of private placement and other related issues as follows:**

- Deciding the appropriate time of issuance, amending plan of issuance (if necessary) and implementing tasks in accordance with the Laws in force to complete the offering, to deposit and to list additional issued shares;
- Selecting and approving the list of qualified investors (“Investor”) and the number of shares purchased accordingly in such a way that the issuance can be done successfully and can bring about benefits for both shareholders and the Company;
- Deciding the detailed plan of using capital acquired from the offering;
- Determining the specific price of share offered to investor;
- Selecting advisory firm for the private placement;
- Deciding other issues related to the offering.

Shareholders’ opinions on above issue:

Opinion	Number of shares voted	As percentage of Total number of voting shares (%)
Agree	62,643,488	63.74%
Not agree	17,959,047	18.27%
No opinion	53,541	0.05%

As a result, the number of “Agree” votes accounts for 63.74% of total number of voting shares.

This Minutes is legal basis for the issuance of Resolution of General Shareholders' Meeting regarding approval of the plan of shares issuance via private placement, the plan of using capital acquired from the offering, the increase in charter capital and amendment of Phu Nhuan Jewelry Joint Stock Company's charter corresponding to the total par value of the shares actually issued in line with the issuance plan, the additional share depositing registration at Vietnam Securities Depository (VSD) and additional listing on Ho Chi Minh City Stock Exchange (HSX) for the total number of additional shares actually issued, and the authorization for the Board of Directors to conduct the plan of private placement and other related issues.

The Minutes is recorded at 19:00 on the same day and approved by the Vote Counting Committee.

SECRETARY

(Signed)

Trinh Thi Ngoc Hieu

HEAD OF VOTE COUNTING COMMITTEE

(Signed and sealed)

Cao Thi Ngoc Dung

MEMBER OF VOTE COUNTING COMMITTEE

(Signed)

Nguyen Vu Phan

(Signed)

Nguyen Thi Cuc

(Signed)

Le Huu Hanh

(Signed)

Pham Thi My Hanh

(Signed)

Nguyen Thi Bich Ha

SUPERVISORY COMMITTEE

(Signed)

Nguyen Thanh Du

(Signed)

Tran Van Dan

(Signed)

Nguyen Ngoc Hue