

**RESOLUTION**  
**OF THE GENERAL SHAREHOLDERS MEETING OF**  
**PHU NHUAN JEWELRY JOINT STOCK COMPANY**  
**(CONDUCTING POLL IN WRITING)**  
**(GENERAL SHAREHOLDERS MEETING NO.21 – YEAR 2016)**

**GENERAL SHAREHOLDERS MEETING OF PHU NHUAN JEWELRY JOINT STOCK COMPANY**

- 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 Minutes of Counting Shareholders' Polls No. 182/2017/BB-ĐHĐCĐ-CTY dated 23/02/2017 on conducting shareholders' poll in writing.

**RESOLUTION**

**Article 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.

**Article 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.

**Article3: 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.

**Article4: 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.**

**Article5: 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.

**Article 6: Implementation**

Shareholders of Phu Nhuan Jewelry Joint Stock Company, members of the Board of Directors, the Supervision Board, the Board of Management and all related staffs are responsible to execute this Resolution.

This Resolution comes into effect from the signing date.

Recipient:

- SSC
- HSX
- BOD, Supervision Committee
- PNJ Shareholders
- Archive: Secretary
- Archive: Administration

**FOR AND ON BEHALF OF THE SHAREHOLDERS  
CHAIRPERSON OF THE BOARD OF DIRECTORS**



**CAO THI NGOC DUNG**

