



## INSTRUCTION ON GIVING OPINION AND APPROVING RESOLUTION OF GENERAL SHAREHOLDERS' MEETING IN WRITING

### (GENERAL SHAREHOLDERS' MEETING NO. 21 – YEAR 2016)

#### I. PURPOSE

The Instruction are established for specifically defining principles for voting and procedure for approving Resolution of General Shareholders' Meeting of Phu Nuan Jewelry Joint Stock Company (the Company) in writing according to the Letter of Asking Shareholders' poll in writing as attached.

#### II. RULES AND GUIDELINES

##### 1. Subjects having rights for voting

Shareholders or Authorized Representatives who owns ordinary shares of the Company in accordance with the Shareholders book closing as at 15/12/2016 provided by Vietnam Securities Depository.

##### 2. Shareholders' poll in writing information package

The Information package for conducting shareholders' poll in writing is sent to each Shareholder including:

- One (01) *Letter of Asking Shareholders' poll in writing*: is the letter submitted by the Board of Directors presenting issues for conducting shareholders' opinion poll.
- One (01) *Shareholder's Ballot*: is the ballot that Shareholders fill up information and give opinion poll.
- One (01) *Draft of Minutes of Counting Shareholders' polls*: is the minutes that will be used after shareholders' voting.
- One (01) *Draft Resolution of the General Shareholders Meeting (Conducting poll in writing)*: is the resolution that will be used after shareholders' voting.

##### 3. Voting principles

- Shareholders after considering issues for conducting shareholders' opinion poll in the Letter of Asking Shareholders' poll in writing will give voting opinion in the Shareholders' Ballot.
- In order to vote, Shareholder will select one (01) out three (03) opinions:
  - o Agree
  - o Not agree
  - o No opinion
- Method of voting: Shareholder selects only one (01) out of three (03) opinions and votes by crossing "X" in the appropriate box.

##### 4. Conditions of approval of issues

Based on Article 36 of Phu Nuan Jewelry Joint Stock Company's Charter, 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 voting shares approve.

**5. Return the Shareholder's Ballot to the Company**

The Shareholder's Ballot with shareholder's opinions must be sealed and sent back to Phu Nhuan Jewelry Joint Stock Company **before 17:30 on February 18, 2017** at the address:

**The Board of Directors – Phu Nhuan Jewelry Joint Stock Company**

170E Phan Dang Luu, Ward 3, Phu Nhuan District, HCMC, Vietnam

Telephone: (84-8) 3995 1703 Fax: (84-8) 3995 1702

Email: [ttnhieu@pnj.com.vn](mailto:ttnhieu@pnj.com.vn)

If the Shareholder votes through Authorized Representative, the authorization letter must be attached and sent to the Company.

**6. Shareholder's Ballot classification**

Shareholder's Ballots that are returned to the Company will be validated and classified as follows:

- A Shareholder's Ballot is considered **valid** only when it can satisfy all the following conditions:
  - Shareholder's Ballot must be released and sealed by Phu Nhuan Jewelry Joint Stock Company with signature of the Chairperson;
  - The shareholder crosses one (01) appropriate box out of three (3) boxes of opinions;
  - Shareholder's Ballot must be signed by shareholder who is individual, by authorized representative or legal representative of shareholder who is organization;
  - Shareholder's Ballot must be sealed and sent back to the Company **before 17:30 on February 18, 2017** (based on PO stamp).
- An **invalid** Shareholder's Ballot is the ballot that does not qualify the conditions of a valid ballot.

**7. Vote Counting Committee**

Vote counting is conducted by the Board of Directors with the supervision of the Board of Inspection.

**8. Vote counting result**

- Shareholder's Ballot will be checked and then grouped up to determine vote counting results.
- Voting results will be determined for each issue and calculated as percentage (%) rounding down to two (02) decimals.
- Vote Counting Committee is responsible to finalize voting results and record in a vote counting minutes. The Minutes of vote counting will be signed by all members of the Vote Counting Committee to certify the accuracy, transparency, compliance and procedure of vote counting.
- Vote Counting Minutes will be recorded in compliance with Enterprise Law.
- The Company will announce vote counting results on its website and public media in accordance with regulations of SSC and HSX.

Recipient:

- Shareholders of PNJ
- Archive: Secretary
- Archive: Administration

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



**CAO THI NGOC DUNG**