

LETTER OF ASKING SHAREHOLDERS' POLL IN WRITING

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

To: SHAREHOLDERS HAVING VOTING RIGHTS OF PHU NHUAN 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.

In order to enhance the competitiveness and to improve financial potential to develop the chain of retail stores, the Board of Directors of Phu Nhuan Jewelry Joint Stock Company would like to submit the Shareholders to consider and approve **the plan of increasing charter capital from VND982,745,770,000 to VND1,081,020,340,000 via private placement**, as follows:

I. Purpose of the issuance

- Supplementing business resources and developing the chain of retail stores

The shares issuance plan via private placement is an optimal selection to ensure the purpose of the issuance:

- In accordance with the law in force;
- Simple procedure to complete the issuance in short time;
- Improvement of capital structure, increase in number of shares of external shareholders and hence enhancement of liquidity for the Company's shares.

II. The shares issuance plan

- Name of share: Shares of Phu Nhuan Jewelry Joint Stock Company
- Type of share: Ordinary share
- Par value: VND10,000/share
- Number of outstanding shares: 98,274,577 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 at least 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 maximise 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 Shareholders and the State Securities Commission's announcement of full receipt of the registration records of private placement of the Company.

III. 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.

IV. 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.

V. 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.

VI. Authorizing 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.

The BOD would like to submit the Shareholders to consider and give opinion on the issues mentioned above in the Shareholders' Ballot (form attached) and send it back to us before **17:30 on February 18, 2017** (based on PO stamp) at the following address:

The Board of Directors - Phu Nhuan Jewelry Joint Stock Company
 170E Phan Đăng Lưu, Ward 3, Phu Nhuan District, HCMC
 Tel: (84-8) 3995 1703 Fax: (84-8) 3995 1702
 Email: ttnhieu@pnj.com.vn

Best regards./.

Recipient:

- Shareholder of Phu Nhuan Jewelry Joint Stock Company
- Archive: Secretary
- Archive: Administration

FOR AND ON BEHALF OF
 THE BOARD OF DIRECTORS
 CHAIRPERSON
 CAO THI NGOC DUNG

