

**CTCP VÀNG BẠC ĐÁ QUÝ
PHÚ NHUẬN
PHU NHUAN JEWELRY
JOINT STOCK COMPANY**

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness**

Số: 609/2026/CV-CTY
No.: 609/2026/CV-CTY

Tp. HCM, ngày 25 tháng 09 năm 2026
Ho Chi Minh City, September 25, 2026

**CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE**

**Kính gửi: Sở Giao dịch Chứng khoán Thành phố Hồ Chí Minh
To: Ho Chi Minh Stock Exchange**

- Tên tổ chức: Công ty Cổ phần Vàng Bạc Đá Quý Phú Nhuận (“Công ty”/“PNJ”)
Name of organization: Phu Nuan Jewelry Joint Stock Company (“the Company”/“PNJ”)
 - Mã chứng khoán/Mã thành viên: PNJ
Stock code/ Broker code: PNJ
 - Địa chỉ: 170E Phan Đăng Lưu, Phường Đức Nhuận, Thành phố Hồ Chí Minh, Việt Nam
Address: 170E Phan Dang Luu, Duc Nuan Ward, Ho Chi Minh City, Vietnam
 - Điện thoại liên hệ: (028) 3995 1703 Fax: (028) 3995 1702
Tel.: (028) 3995 1703 Fax: (028) 3995 1702
 - E-mail: thanh.dtn@pnj.com.vn

- Nội dung thông tin công bố:
Contents of disclosure:

Ngày 24/09/2026, Hội đồng quản trị của Công ty đã ban hành Nghị quyết số 606/2026/NQ-HĐQT-CTY để thông qua tài liệu họp Đại hội đồng cổ đông bất thường năm 2026 (“ĐHĐCĐ bất thường 2026”).

On September 24, 2026, the Board of Directors of the Company issued Resolution No. 606/2026/NQ-HĐQT-CTY approving the meeting materials for the 2026 Extraordinary General Meeting of Shareholders (“the 2026 EGM”).

Tài liệu họp ĐHĐCĐ bất thường 2026 được ban hành theo Nghị quyết nêu trên được đăng tải trên trang thông tin điện tử của Công ty, mục Quan hệ cổ đông tại địa chỉ: <https://www.pnj.com.vn/quan-he-co-dong/dai-hoi-dong-co-dong/>.

The meeting materials for the 2026 EGM issued pursuant to the above Resolution are available on the Company’s website under the Investor Relations section at the following address: <https://www.pnj.com.vn/quan-he-co-dong/dai-hoi-dong-co-dong-en/>.

- Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 25/09/2026 tại đường dẫn <https://www.pnj.com.vn/quan-he-co-dong/thong-bao/>.



This information was published on the Company's website on September 25, 2026, as in the link <https://www.pnj.com.vn/quan-he-co-dong/thong-bao-en/>.

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.

We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

Nơi nhận/ Recipients:

- Như trên/ As above
- Lưu VP HĐQT/ BOD Office archives
- Lưu văn thư/ Document Control archives

Tài liệu đính kèm/ Attachments:

- NQ HĐQT số 606/2026/NQ-HĐQT-CTY ngày 24/09/2026

Resolution of the BOD No. 606/2026/NQ-HĐQT-CTY dated September 24, 2026

Đại diện tổ chức

Organization representative

Người đại diện theo pháp luật/Người UQ CBTT

Legal representative/ Party authorized to disclose information



TRẦN PHƯƠNG NGỌC THẢO



Ho Chi Minh City, September 24, 2026

**RESOLUTION OF THE BOARD OF DIRECTORS
PHU NHUAN JEWELRY JOINT STOCK COMPANY**

THE BOARD OF DIRECTORS OF PHU NHUAN JEWELRY JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and any related amendments, supplements (if any);
- Pursuant to the Charter on the organization and operation of Phu Nhuan Jewelry Joint Stock Company (“**Company**”/“**PNJ**”) dated May 20, 2026;
- Pursuant to the Minutes of meeting of the Board of Director No. 604/2026/BB-HDQT-CTY dated September 24, 2026.

RESOLVES:

Article 1. Approval of the meeting materials for the 2026 Extraordinary General Meeting of Shareholders (“**Meeting Materials**”), with the following specific contents:

- Proposal on the adjustment of the 2025 dividend payout ratio under the 2025 profit distribution and fund allocation plan;
- Proposal on the adjustment of matters relating to the 2026 business plan;
- Draft Resolution of the 2026 Extraordinary General Meeting of Shareholders;
- Voting ballot.

Details of the Meeting Materials are attached to this Resolution.

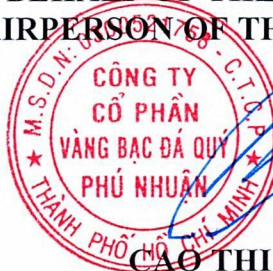
Article 2. Implementation provisions:

- 2.1. The BOD, the Chief Executive Officer, and relevant departments of the Company are responsible for implementing this Resolution.
- 2.2. This Resolution takes effect from the signing date.

Recipients:

- BOD, Audit Committee
- CEO
- BOD Office archives
- Document control archives

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



CAO THI NGOC DUNG

PROPOSAL

On the adjustment of the 2025 dividend payout ratio under the 2025 profit distribution and fund appropriation plan

- Pursuant to the Law on Enterprises No. 59/2020/QH14 ratified by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its amending and supplementing documents (if any) ("**Law on Enterprises**");
- Pursuant to the Law on Securities No. 54/2019/QH14 ratified by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and its amending and supplementing documents (if any);
- Pursuant to the Charter on organization and operation of Phu Nhuan Jewelry Joint Stock Company ("**Company**" / "**PNJ**") dated May 20, 2026;
- Pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders No. 245/2026/NQ-DHDCD-CTY dated April 22, 2026 ("**Resolution No. 245**");
- Pursuant to the Resolution of the Board of Directors No. 606/2026/NQ-HDQT-CTY dated September 24, 2026.

Based on the Company's business performance, actual financial situation, and the increasing cash flow pressure arising from the repurchase of products pursuant to commitments made to customers, the Board of Directors ("**BOD**") considers it necessary to review and adjust the 2025 dividend payout ratio previously approved by the General Meeting of Shareholders ("**GMS**") at the 2026 Annual GMS. Such adjustment is intended to ensure that the Company fully satisfies the conditions for dividend distribution pursuant to Clause 2, Article 135 of the Law on Enterprises, while aligned with the Company's cash flow balancing capacity, capital utilization needs, and development orientation.

The BOD respectfully submits to the 2026 Extraordinary GMS for consideration and approval the adjustment of the 2025 dividend payout ratio under the 2025 profit distribution and fund appropriation plan approved by the 2026 Annual GMS under Resolution No. 245, with the following particulars:

1. Approval of the adjustment to the dividend payout ratio under the 2025 profit distribution and fund appropriation plan, with details as follows:

Item	Previously Approved		Proposed Adjustment	
	Ratio	Amount (VND million)	Ratio	Amount (VND million)
Dividend distribution in 2025	20%/par value	852,873	10%/par value	341,149

For the avoidance of doubt, the Company has already implemented an advance payment of the 2025 cash dividend at a rate of 10% of par value (*calculated based on the total number of outstanding shares as at the payment date*) to shareholders on the record date of 12 January 2026. Accordingly, the Company has completed the payment of the 2025 cash dividend in line with the adjusted dividend payout ratio as stated above.

2. All matters relating to the 2025 dividend payout ratio approved under Resolution No. 245 shall be correspondingly adjusted in accordance with this Proposal.
3. The portion of the Company's profit after tax for 2025 that is no longer distributed due to the adjustment of the dividend payout ratio as set out in this Proposal shall be added to the Company's undistributed remaining profit and accounted for and treated in accordance with the applicable laws and regulations on accounting.
4. All other matters relating to the 2025 profit distribution and fund appropriation plan approved under Resolution No. 245 that are not specifically amended by this Proposal shall remain unchanged.

The BOD respectfully submits to the GMS for consideration and approval on the aforementioned matters.

Respectfully submitted.

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



GAO THI NGOC DUNG

PROPOSAL

On the adjustment of matters relating to the 2026 business plan

- Pursuant to the Law on Enterprises No. 59/2020/QH14 ratified by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its amending and supplementing documents (if any);
- Pursuant to the Law on Securities No. 54/2019/QH14 ratified by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and its amending and supplementing documents (if any);
- Pursuant to the Charter on organization and operation of Phu Nhuan Jewelry Joint Stock Company ("**Company**" / "**PNJ**") dated May 20, 2026;
- Pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders ("**GMS**") No. 245/2026/NQ-DHDCD-CTY dated April 22, 2026;
- Pursuant to the Resolution of the Board of Directors ("**BOD**") No. 606/2026/NQ-HDQT-CTY dated September 24, 2026.

Based on the 2026 business plan approved by the 2026 Annual GMS, the Company's actual business performance, and the assessment of business prospects for the remainder of 2026, the BOD has noted changes in certain market conditions, subsequent events and assumptions that served as the basis for the preparation of such business plan as compared with those prevailing at the time of its approval. In particular, the unforeseen diamond-related incident arising in 2026 has directly affected the progress of the implementation of the submitted business plan and has generated financial pressure associated with the Company's repurchase of previously sold goods.

Given the above, to ensure that the 2026 business plan appropriately reflects actual circumstances and updated forecasting assumptions, while providing a basis for the Company to implement its objectives and business targets during the remainder of 2026, the BOD respectfully submits to the GMS for consideration and approval the adjustments to matters relating to the Company's 2026 business plan approved under the Resolution No. 245, specifically as follows:

1. **Approval of the adjustment to the 2026 business targets (consolidated) under the Company's 2026 business plan**
 - 1.1. The business plan excluding the provision for losses arising from the product trade-in policy in respect of goods previously sold and expected to be repurchased in the future is as follows:

Item	Approved 2026 business plan (VND million)	2026 First- half Actual (VND million)	First-half 2026 achievement rate (%)	Proposed adjusted 2026 full- year target (VND million)	Adjustment ratio vs. Approved 2026 business plan (%)
Invoiced Revenue	50,076,872	26,570,144	53%	40,079,194	80%
Revenue from sales of goods and rendering of service	48,660,134	25,931,141	53%	39,057,314	80%
Gross profit from sales of goods and rendering of service	9,485,663	3,595,530	38%	4,731,043	-50%
Profit before tax	4,270,967	1,683,320	39%	1,011,991	-76%
Net profit after tax	3,408,995	1,549,450	45%	800,583	-77%

1.2. With respect to the provision for losses relating to the trade-in policy for goods previously sold and expected to be repurchased in the future, the Company plans to implement certain changes to the trade-in mechanism, resulting in:

- (i) A significant increase in the percentage of customers expected to resell products to the Company or use previously purchased products to exchange for other products, compared to the assumptions adopted in the reviewed interim financial statements for 2026;
- (ii) As the percentage of customers exercising their resale or exchange rights increases, the composition of recovered goods may shift toward a higher proportion of product categories associated with higher loss rates. Accordingly, the overall estimated loss rate is expected to exceed the level currently referenced in the reviewed interim financial statements for 2026.

On that basis, the Company proposes to recognize a provision based on the assumption that customers will resell or exchange products representing 80% of the goods previously sold by the Company (*equivalent to a provision amount of VND 7,071,137,000,000*). The above provision amount is an estimate determined in accordance with the principle of prudence. Such provisioning is intended to prudently manage the risk of extraordinary expenses that may arise in subsequent years, while reinforcing the transparency of the Company's financial information relating to obligations arising from the trade-in policy for goods previously sold and expected to be repurchased in the future.

Based on the above, the BOD respectfully submits to the GMS for approval the adjustments to the 2026 business targets (consolidated) under the Company's 2026 business plan, details of which are set out in the table below:

Item	Approved 2026 business targets (consolidated)			Adjusted 2026 business targets (consolidated)		
	2025 Actual (VND million)	2026 Plan (VND million)	Growth (%)	2025 Actual (VND million)	2026 Plan (VND million)	Growth (%)
Revenue	35,410,590	48,660,134	+37%	35,410,590	39,057,314	+10%
Gross profit from sales of goods and rendering of service	7,683,848	9,485,663	+23%	7,683,848	(2,340,094)	-130%
Profit before tax	3,547,839	4,270,967	+20%	3,547,839	(6,059,146)	-271%
Net profit after tax	2,828,497	3,408,995	+21%	2,828,497	(6,270,554)	-322%
Cash dividend payout ratio	20%	20%	-	10%	0%	-100%

2. Implementation provisions

- 2.1. Based on the policy approved by the GMS, the BOD shall supervise the Legal Representative's implementation of the specific provisioning and all related accounting procedures, ensuring compliance with Vietnamese Accounting Standards and other relevant accounting regulations.
- 2.2. All other matters relating to the 2026 bussiness plan approved by the 2026 Annual GMS that are not addressed in this Proposal shall remain unchanged.

The BOD respectfully submits to the GMS for consideration and approval of the aforementioned matters.

Respectfully submitted.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON OF THE BOARD OF DIRECTORS



CAO THI NGOC DUNG

RESOLUTION
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS - 2026
PHU NHUAN JEWELRY JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam, amended and supplemented in 2022, 2025 and its guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 ratified by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and its amending and supplementing documents (if any);
- Pursuant to the Charter on organization and operation of Phu Nhuan Jewelry Joint Stock Company ("**Company**" / "**PNJ**") dated May 20, 2026 ("**Charter**");
- Pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders No. 245/2026/NQ-DHDCD-CTY dated April 22, 2026 ("**Resolution No. 245**");
- Pursuant to the Meeting Minutes of the 2026 Extraordinary General Meeting of Shareholders No. ____/2026/BBH-DHDCD-CTY dated October 21, 2026.

RESOLVED

ARTICLE 1: APPROVAL OF THE ADJUSTMENT TO THE 2025 DIVIDEND PAYOUT RATIO

- 1.1. The General Meeting of Shareholders ("**GMS**") approves the adjustment of the 2025 dividend payout ratio under the 2025 profit distribution and fund appropriation plan approved by the 2026 Annual GMS under Resolution No. 245, with details as follows:

Item	Ratio	Amount (VND million)
Dividend distribution in 2025	10%/par value	341,149

For the avoidance of doubt, the Company has already implemented an advance payment of the 2025 cash dividend at a rate of 10% of par value (*calculated based on the total number of outstanding shares as at the payment date*) to shareholders on the record date of 12 January 2026. Accordingly, the Company has completed the payment of the 2025 cash dividend in line with the adjusted dividend payout ratio as stated above.

- 1.2. All matters relating to the 2025 dividend payout ratio approved under Resolution No. 245 shall be correspondingly adjusted in accordance with Clause 1.1, Article 1 of this Resolution.
- 1.3. The portion of the Company's profit after tax for 2025 that is no longer distributed due to the adjustment of the dividend payout ratio as approved in Clause 1.1, Article 1 of this Resolution shall be added to the Company's undistributed remaining profit and accounted for and treated in accordance with the applicable laws and regulations on accounting.
- 1.4. All other matters relating to the 2025 profit distribution and fund appropriation plan approved under Resolution No. 245 that are not addressed in Clause 1.1, Article 1 of this Resolution shall remain unchanged.

ARTICLE 2: APPROVAL OF THE ADJUSTMENT TO MATTERS RELATING TO THE 2026 BUSINESS PLAN

- 2.1. The GMS approves the adjustment to the 2026 business targets (consolidated), specifically as follows:

Based on the projected provisions arising from the product trade-in policy in respect of goods previously sold and expected to be repurchased in the future, with an aggregate provision amount of up to VND 7,071,137,000,000 (*in words: Seven trillion seventy-one billion one hundred thirty seven million Vietnamese Dong*), the GMS approves the adjustment to the 2026 business targets (consolidated) under the Company's 2026 business plan approved by the 2026 Annual GMS pursuant to Resolution No. 245, with details as follows:

Item	2025 Actual (VND million)	2026 Plan (VND million)	Growth (%)
Revenue	35,410,590	39,057,314	+10%
Gross profit from sales of goods and rendering of service	7,683,848	(2,340,094)	-130%
Profit before tax	3,547,839	(6,059,146)	-271%
Net profit after tax	2,828,497	(6,270,554)	-322%
Cash dividend payout ratio	10%	0%	-100%

- 2.2. Based on the policy approved by the GMS, the Board of Directors ("**BOD**") shall supervise the Legal Representative's implementation of the specific provisioning and all related accounting procedures, ensuring compliance with Vietnamese Accounting Standards and other relevant accounting regulations.
- 2.3. All other matters relating to the 2026 business plan approved under Resolution No. 245 that are not addressed in Clause 2.1, Article 2 of this Resolution shall remain unchanged.

ARTICLE 3: IMPLEMENTATION PROVISIONS

3.1. Effectiveness

This Resolution takes effect from the date of signing.

3.2. Implementation

- Assignment to the BOD to implement this Resolution.
- For the matters where the GMS authorizes and/or assigns to the BOD expressed in this Resolution, the BOD is responsible for implementing them effectively, ensuring compliance with the applicable laws, the Charter on organization and operation, the Internal regulations on corporate governance, the Regulation on the operation of the BOD of the Company and carrying out full information disclosure in accordance with the applicable laws. The authorization and/or assignment of the GMS is valid until the BOD completes the work or the GMS issues an amending Resolution.

**ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
PHU NHUAN JEWELRY JOINT STOCK COMPANY
CHAIRPERSON OF THE BOARD OF DIRECTORS**

CAO THI NGOC DUNG



**2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
PHU NHUAN JEWELRY JOINT STOCK COMPANY**

October 21, 2026

<Barcode>

VOTING BALLOT

Shareholder name:

Participation code:

Number of voting shares:

After perusing the matters presented at the 2026 Extraordinary General Meeting of Shareholders of Phu Nhuan Jewelry Joint Stock Company, I have the following vote on each matter:

No.	Voting matter (Mark "✕" or "✓" in the corresponding box)	Agree	Disagree	No opinion
1	Approval of the adjustment to the 2025 dividend payout ratio under the 2025 profit distribution and fund appropriation plan.	☐	☐	☐
2	Approval of the adjustment to matters relating to the 2026 business plan	☐	☐	☐

Shareholder/Authorized representative

Signature and full name