



**NAM LONG**

**NAM LONG INVESTMENT CORPORATION**

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**RULES OF VOTING AND ELECTION AT THE ANNUAL GENERAL MEETING  
2015 OF NAM LONG INVESTMENT CORPORATION**

Pursuant to

- *Enterprises Law no. 60/2005/QH11 dated 29/11/2005;*
- *Securities Law no. 70/2006/QH11 dated 29/6/2006;*
- *Decree No. 102/2010/ND-CP dated 01/10/2010 guiding the implementation of some articles of Enterprises Law*
- *Company Charter of Nam Long Investment Corporation adopted by General Shareholders Assembly dated 31 May 2013;*

**A. Purpose:**

- *To ensure the Company is in compliance with Corporate Law and Company Charter;*
- *To ensure the Company meet principles of transparency, democracy and legitimate interests of all shareholders;*
- *To ensure the Annual General Meeting organization is in order.*

**B. Target audience:**

Shareholders or his/ her proxy are entitled to vote (according to Nam Long Investment Corporation shareholders' list dated 01 April 2015), present at the AGM 2015.

**Voting and Election method:**

**1. Voting:**

**a. Voting card:**

Shareholders raise voting card to execute voting as requested by Meeting Chairman on following matters of:

- Meeting Board Members
- AGM regulation
- Secretariat and Election Committee
- AGM agenda
- AGM minute of meeting

**b. Vote ballots:**

To the vote ballot, Shareholders mark (√ or X) in the respective checkbox for Agree, Disagree or abstention, then sign off.

For example: Business Plan 2015

No	Content	Vote		
		Agree	Disagree	abstention
1.	Business Plan 2015	√		



**\* Notes to the shareholders who are not entitled right to vote:**

when shareholder are "related person" as defined in Article 4, Clause 17 of the Enterprise Law; Points a, b, Article 118.1 of the Enterprise Law; Clause 3 of Article 120 of the Enterprise Law; Clause 34 Article 6 of the Securities Law and paragraph 3, Article 14 of the Company Charter (05.31.2013) on the matters submitted at the Annual General Meeting.

**2. Election:**

**Method:**

- The election of new members to the Board of Directors and to the Inspection Committee shall be implemented in the manner of cumulatively calculated ballots as stipulated in the Point c, Clause 3, Article 104 of Enterprise Law No.60/2005/QH11 and Article 29 of Decree No. 102/2010/ND-CP.
- The list of candidates for the elections of member of Board of Directors and Inspection Committee are compliant with principles of nomination from shareholders, self-applied by shareholders, which satisfy the requirements as stated in the Charter of NLG.
- One member-one card provided for the vote of member of Board of Directors and for Inspection Committee for all of their shares or authorized shares. Shareholders vote by marking the number of vote into "vote" checkbox of the respective candidate they select and leave it blank for unselected candidate. Sign off on the ballot.
- Shareholders select 2 (two) of among the candidates nominated for Boards of Directors member.
- Each shareholder has a total number of votes corresponding to the total number of their owned shares (ownership and authorization) multiplied by the number of members to be elected to the Board.
- Total number of votes = Total number of shares owned x number of members to be elected to the Board. In details.

\* Election of BOD: Total number of votes = Total number of shares owned x 2.

For example: Cumulatively calculated ballots

Shareholder or his/her proxy present 1000 shares at the AGM, hence the total number of votes during election of BOD is 1000 shares x 3 candidates = 3000 votes

\* Voting for 1 candidate => the number of vote:  $(1.000 \times 2) / 1 = 2.000$ .

\* Voting for 2 candidates => the number of vote for each:  $(1.000 \times 2) / 2 = 1000$ .

**Principles of Voting and Vote Counting:**

- Election Committee inspects the ballot box before proceeding to vote in the view of presence.
- Shareholders present at the poll station and put their votes into the ballot box;
- The voting time close when no shareholders desire putting vote in the ballot box;
- Vote checking must be proceeded after the closing time;
- The voting result will be recorded in the AGM minute of Meeting and be announced in the AGM by the Head of the Voting committee.

**Election of Board member:**

- The elected members of the Board of Directors or Inspection Committee are determined by number of votes from the highest to the lowest, starting from candidate who has

highest number of votes until reaching a sufficient number of members but the vote result must not be less than the rate 65% of the total votes of the shareholders or proxy who entitled to vote at the meeting). In details: For the Board of Directors, the number of candidate is 2.

- In case of equality of between candidates for the last position, the owner or representative of much more shares will be elected. If the number of share (ownership and his/ her proxy) is also equal, there will be re-voting for these candidates.

#### **Announce the Voting Results:**

- After the Vote Counting, Voting committee must issue the Voting report. The content of this report include: Number of valid votes, invalid votes, total number of votes and the percentage % of valid votes of each candidates applied to the Board of Directors and Inspection Committee;
- Voting report must be announced public to AGM.

#### **Queries on the election and the counting of vote:**

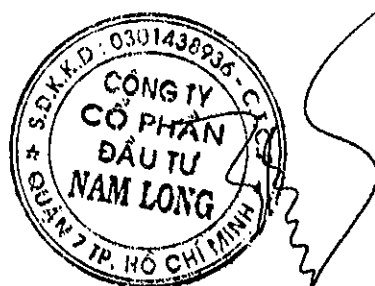
Any queries will be resolved by Meeting board and be recorded into the Minute of Meeting of NLG AGM 2014.

#### **Note:**

- Valid voting card: is the card in form issued and sealed by NLG, which must not be erased, edited; card present vote from 1 to required number of members.
- Invalid voting cards:
  - Voting cards are not in NLG format, not published by NLG and/ or no NLG seal
  - Voting cards that do not select any candidate or select candidate exceed the requirements
  - Voting cards include extra candidate name or other information or other signals;
  - Voting cards that have been edited or erased;
  - Voting cards that are damaged.
  - Without shareholders' signature.
  - Shareholders who are not entitled the right to vote,



**FOR AND ON BEHALF OF BOD  
CHAIRMAN**



**NGUYEN XUAN QUANG**