



HCMC, 25 April 2015

**SUBMISSION OF THE BOARD  
REQUEST FOR THE APPROVAL OF  
2015 ANNUAL SHAREHOLDERS MEETING**

Pursuant to:

- 2005 Enterprise Law and the 2013 Charter of Nam Long Investment Corporation;
- Documents presented at the 2015 Annual Shareholders' Meeting

The Board of Nam Long Investment Corporation kindly requests the Shareholders' Meeting to approve the following items:

**1. Matter 1: Audited Consolidated Financial Report for 2014**

The 2014 Consolidated Report of Nam Long Investment Company has been audited by Ernst & Young Vietnam, and has been uploaded in Nam Long website on 24/03/2015 and now the Board submit to Shareholders for approval.

**2. Matter 2: 2014 Profit Distribution Plan**

Based on 2014 financial results, the company profit and profit distribution plan was as follows:

No	Description	2014	Notes
1	Net profit to company's shareholders	95.57	
2	Appropriation		
	- Appropriation to Bonus fund	3.92	5% of net profit (*)
	- Appropriation to Welfare fund	1.91	2% of net profit
3	Profit after appropriation	89.74	
4	- Dividend 2014	72.61	6% par value
5	Retained earnings 2014	17.13	

Therefore, The Board submit to Shareholders for approval of dividend settlement for 2014:

- 1<sup>st</sup> dividend advance of 3% was VND 36.3 bil, was executed on 15/12/2014.
- Settlement of the remaining 3% shall be VND 36.3 bil, and shall execute by 31/05/2015.

**3. Matter 3: Board's Report 2014**

In the year of 2014, the Board has implemented its functions and duties up to the legal regulations, Company Charter, Corporate Governance Regulations and Operating Rules of the Board. The Board's report was presented by the Chairman and now the Board submit to Shareholders for approval.

**4. Matter 4: 2015 Business Plan and Profit Distribution Plan**

The Board submit to Shareholders for approval the below targets:

**4.1. Business Plan 2015:**

<i>Bil VND</i>			
No	Objectives	BP 2015	% vs 2014
1	Net revenue	1,459	168%
2	Profit before tax	234	168%
3	Profit after tax	181	175%
4	Net profit after minority interests	179	187%

**4.2. Profit Distribution Plan 2015:**

<i>Bil VND</i>		
No	Items	Year 2015
1	Net profit to company's shareholders	179.20
2	Appropriation	
	- Appropriation to Bonus fund (5%)	8.96
	- Appropriation to Welfare fund (2%)	3.58
3	Profit after appropriation	166.66
4	- Dividend 2015 (7%)	93.78
5	Retained earnings 2015	72.88

**4.3. Dividend Proposal for 2015:**

- 2015 dividend ratio is suggested 7% on par value, equivalent to 700VND per share, and equivalent to 52% profit after tax for parent's shareholders
- Dividend 2015 shall be paid in 2 times:
  - 1st payment: 2% advance, 134 mil shares X VND200 = VND26.8 Bil; plan to pay in Q3.2015.
  - 2nd payment: 5%, 134 mil shares X VND500 = VND67 Bil; plan to pay in Q2.2016, after ASM 2016's approval.

Total dividend plan: **VND 93.8 bil**

- Form of the two payments: by cash or by shares. BOM recommend the Shareholders Meeting to authorize the Board to decide.

**5. Matter 5: Operation Budget for the Board and Inspection Committee for 2015**

Pursuant to Articles 19 and 24 of the Corporate Governance Regulations, the budget for the Board and Inspection Committee will be approved by Annual Shareholders' Meeting.

Now the Board submit to Shareholders for approval the operation budget for the Board and Inspection Committee in 2015 at VND 6,6 billion and to authorize Chairman to allocate the budget to each member.

**6. Matter 6: New shares issuance for NLG employees (ESG and ESOP):**

- Approval the issuance of 773,654 shares for selling to Company staffs who meet the requirements of Company ESOP Policy 2014 with preferred price of 13.333 VND per share.

- ESG issuance plan with the total shares for 3 years 2015-2017 is 6,237,335 shares and maximum shares issued for 3 years 2015-2017 is 7,796,668 shares for reward purpose to Company Senior Executives per ESG Policy of Company. Number of shares issuance shall be adjusted subject to the accumulative business performance to its previous year and in accordance with ESG policy.
- Approval on Authorization to the Board to:
  - (i) Make decision on standards, conditions, and candidates for ESOP and time of shares issuance.
  - (ii) Make decision on standards, conditions, and candidates for ESG.
  - (iii) To complete all the necessary legal documents for shares issuance, listing and supplemental depository to the new shares issued per ESOP and ESG policies as stated above.
  - (iv) To complete all the necessary legal documents to renew the Corporate Business License related to change of Charter Capital of the Company according to actual shares issuance per ESOP and ESG policies as stated above.
  - (v) Direct, monitor and resolve all the issues related to the content above during implementation.

## **7. Matter 7: Revise Company Charter:**

Approve the adjustment of Company Charter as follows:

### **- *Adjust and supplement to Article 24.1 of Charter:***

"1. The Board of Directors shall have at least five (5) members and not more than eleven (11) members."

### **- *Adjust and supplement to Article 42.2 of Charter:***

"2. Reward fund: Shall be extracted at 5% of after tax profit if the Company performance reached at least 75% of annual business plan passed by the Board of Directors/General Shareholders Meeting. The payments of reward fund can be done by cash or by stock which complies with the policy of Board of Directors and/or General Shareholders Meeting in each period."

## **8. Matter 8: Private Placement for Strategic Investors:**

### **8.1. Approve the offering structure**

- |                                  |                                                                                                                             |
|----------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
| ▪ Name of issuing share:         | Share of Nam Long Investment Corporation.                                                                                   |
| ▪ Type of issuing share:         | Ordinary share.                                                                                                             |
| ▪ Par value:                     | 10,000 VND/share.                                                                                                           |
| ▪ Total number of issued shares: | maximum 15.000,000 shares.                                                                                                  |
| ▪ Offering method:               | Private placement.                                                                                                          |
| ▪ Targeted investors:            | Strategic investors including local and foreign investors who have strong financial capacity and can be able to support for |

Nam Long's main businesses.

- Expected issuing price: 19,000 – 21,000 VND/share.

**8.2. Approve the increase of charter capital corresponding to total par value of successful newly issued shares**

**8.3. Approve to deposit and list successful newly issued shares**

**8.4. Authorize the Board of Directors**

Within the limits stated in the above contents and the enclosed detail proposal, the Shareholders Meeting authorized the Board to make specific decisions as follow:

**8.4.1 For private placement:**

- Choose appropriate investors; decide volume of issued shares; issuing price for each investor; time of issuance; built up the detailed plan for using proceeds from the private placement;
- Perform the private placement with the Offering Structure approved by the shareholders, as well as supplement and amend this Offering Structure basing on requests of state authorities and result of negotiation with investors. The amended term sheet must ensure the benefit of shareholders and compliant with the provisions of law.

**8.4.2 For other related work:**

- Perform all necessary procedures to issue new shares, list, deposit these shares issuing for strategic investors; and
- Perform all necessary procedures to amend the charter capital in Business Registration Certification corresponding to total par value of newly issued shares in each issuance.

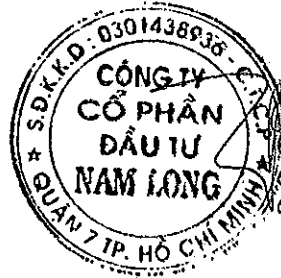
**9. Matter 9: Election of 02 Additional Board Members:**

Elect 02 additional members for the Board of Directors for the continuous term of 2011-2016. Information of 02 nominated candidates is as follows:

#	Name	Gender	YOB	Nationality	Professional qualification	Recent position	Interest conflict with NLG
1	Mr Ngian Siew Siong	Male	1952	Malaysia	Construction Engineer	Malton/Pavilion Group Advisor for Chairman	None
2	Mr Cao Tan Thach	Male	1979	Vietnam	Construction Engineer	Nam Long Investment Corporation Director of Construction and Project Management	Related parties enclosed in resume

Kindly request the Shareholders to approve the above-mentioned items.

On behalf of the Board  
Chairman



NGUYEN XUAN QUANG