



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: Dividend Settlement for 2014

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:

- 1st 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.

- Approve the total issuance of 6,237,335 shares for reward purpose to Company Senior Executives per basic scenario of ESG Policy of Company 2015 – 2017 (Basic scenario is in case Company performance reach 100% accumulative profit target plan and 100% accumulative sales target for 3 years of 2015 – 2017).
- 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:*

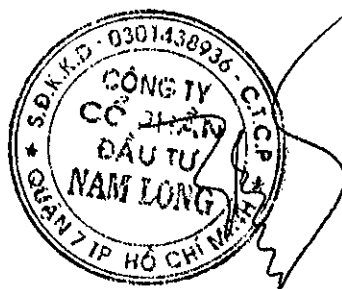
“1. The Board of Directors shall have at least five (5) members and not more than eleven (11) members.”

- *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.”

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

**On behalf of the Board
Chairman**



NGUYEN XUAN QUANG