



NAM LONG

NAM LONG INVESTMENT CORPORATION

6 Nguyen Khac Vien, Tan Phu Ward, District 7, Ho Chi Minh City, Viet Nam
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No: 02/2013/BBKP/DHĐCĐ/NLG

Ho Chi Minh City, October 29, 2013

VOTING SUMMARY REPORT

(Collecting written opinions of shareholders)

- Pursuant to Law on Enterprises;
- Pursuant to the charter of Nam Long Investment Corporation;
- Pursuant to General Shareholders Meeting's voting letter dated 07 October 2013.

A. COMPANY'S INFORMATION:

- Company's name : **Nam Long Investment Corporation**
- Head office : 6 Nguyen Khac Vien, Tan Phu Ward, District 7, Ho Chi Minh City
- Business Registration Certificate: No. 4103004194 issued by Department of Planning and Investment of Ho Chi Minh City for the first time on December 27th 2005 and No. 0301438936 issued by Department of Planning and Investment of Ho Chi Minh City, 10th registered on October 24th 2012.

B. THE PURPOSE OF OBTAINING VOTES AND THE MATTERS TO BE APPROVED

- **Purpose:** Seek the approval of the shareholders for the private placement to strategic investors and changing payment time for dividend 2012 and advance payment time for dividend 2013.
- **Matters to be approved:**
 - I. **Change timeline for 2012 dividend payout;**
 - II. **Change timeline for 2013 advance dividend;**
 - III. **The offering structure for strategic investors;**
 - IV. **Increase of the charter capital corresponding to total par value of newly issued shares;**
 - V. **Listing newly issued shares;**
 - VI. **Authorization for BOD.**

Today, at 09.00 am on 29 October 2013, at Nam Long Investment Corporation Head office, Voting Collection Committee process the voting summary result.

C. VOTING COLLECTION COMMITTEE:

- **Voting collection people:**

No	Full name	Position
1.	Mr Tran Thanh Phong	Permanent Vice Chairman – Head of Committee
2.	Mr Nguyen Minh Tuan	Chief of Inspection Committee – Collecting Supervisor

- **Secretary:** Ms Nguyen Thi Thu Uyen

D. BASIC PRINCIPLES FOR VOTING COLLECTION PROCESS:

- **Approve:** votes contain "approve" cell means shareholder passed the matter.
- **Not approve:** means votes contain "disapprove" or "no opinion" cells.
- **Not participating voting process:** means votes sent to shareholders are returned to Company because these shareholders provided the wrong addresses; or fulfilled votes are sent to Company after the deadline of 25/10/2013; or the shareholder does not submit the written ballot.
- **Invalid vote:** those votes described below:
 - ✓ Returned votes do not observe regulation of Nam Long Investment Corporation;
 - ✓ Returned votes do not contain Nam Long Investment Corporation's seal;
 - ✓ Returned votes do not include signature of individual shareholders or legal representative as stated in power of attorney or legal representative of corporate shareholders.

E. VOTING SUMMARY RESULTS:

1. Total votes sent out:

The Company sent out 402 letter containing voting ballots to 402 shareholders as per shareholder list recorded on 03/10/2013.

2. Votes received from shareholders:

- By the close of business on 25/10/2013, the Board has received 60 votes, represented for 87,852,291 shares, occupy 91.98% total shares.
- Hence, after the Company sent out 402 votes, there are: 58 valid votes; 02 invalid votes; 342 returned votes due to (i) these shareholders provided the wrong addresses, (ii) fulfilled votes are sent to Company after the deadline of 25/10/2013, (iii) the shareholder does not submit the written ballot.

3. Voting summary results:

❖ Matter I: Change timeline for 2012 dividend payout

Votes	# of votes	Total shares	(%)
"Approve"	47	72,588,437	76.00
"Disapprove"	5	5,432,672	5.69
"No opinion"	6	9,831,154	10.29
Invalid votes	2	28	0.00
Returned votes; not sent or sent to the Company after 25/10/2013	342	7,661,232	8.02
TOTAL	402	95,513,523	100.00%

Approve Matter I: according to voting collection principles and calculation on approval percentage, total votes approved the Matter I are 47 votes, equivalent to 72,588,437 shares, occupy 76.00%.

❖ Matter II: Change timeline for 2013 advance dividend

Votes	# of votes	Total shares	(%)
"Approve"	49	73,148,317	76.58
"Disapprove"	1	5,450	0.01

"No opinion"	7	9,984,154	10.45
Invalid votes	3	4,714,370	4.94
Returned votes; not sent or sent to the Company after 25/10/2013	342	7,661,232	8.02
TOTAL	402	95,513,523	100.00%

Approve Matter II: according to voting collection principles and calculation on approval percentage, total votes approved the Matter II are 49 votes, equivalent to 73,148,317 shares, occupy 76.58%.

❖ **Matter III: The offering structure for strategic investors**

Votes	# of votes	Total shares	(%)
"Approve"	53	87,699,214	91.82
"Disapprove"	0	0	0.00
"No opinion"	5	153,049	0.16
Invalid votes	2	28	0.00
Returned votes; not sent or sent to the Company after 25/10/2013	342	7,661,232	8.02
TOTAL	402	95,513,523	100.00%

Approve Matter III: according to voting collection principles and calculation on approval percentage, total votes approved the Matter III are 53 votes, equivalent to 87,699,214 shares, occupy 91.82%.

❖ **Matter IV: Increase of the charter capital corresponding to total par value of newly issued shares**

Votes	# of votes	Total shares	(%)
"Approve"	52	82,984,872	86.88
"Disapprove"	1	4,714,342	4.94
"No opinion"	5	153,049	0.16
Invalid votes	2	28	0.00
Returned votes; not sent or sent to the Company after 25/10/2013	342	7,661,232	8.02
TOTAL	402	95,513,523	100.00%

Approve Matter IV: according to voting collection principles and calculation on approval percentage, total votes approved the Matter IV are 52 votes, equivalent to 82,984,872 shares, occupy 86.88%.

❖ **Matter V: Listing newly issued shares**

Votes	# of votes	Total shares	(%)
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"Approve"	53	87,699,214	91.82
"Disapprove"	0	0	0.00
"No opinion"	5	153,049	0.16
Invalid votes	2	28	0.00
Returned votes; not sent or sent to the Company after 25/10/2013	342	7,661,232	8.02
TOTAL	402	95,513,523	100.00%

Approve Matter V: according to voting collection principles and calculation on approval percentage, total votes approved the Matter V are 53 votes, equivalent to 87,699,214 shares, occupy 91.82%.

❖ **Matter VI: Authorization for BOD**

Votes	# of votes	Total shares	(%)
"Approve"	52	82,979,436	86.88
"Disapprove"	2	4,719,792	4.94
"No opinion"	4	153,035	0.16
Invalid votes	2	28	0.00
Returned votes; not sent or sent to the Company after 25/10/2013	342	7,661,232	8.02
TOTAL	402	95,513,523	100.00%

Approve Matter VI: according to voting collection principles and calculation on approval percentage, total votes approved the Matter VI are 52 votes, equivalent to 82,979,436 shares, occupy 86.88%.

F. MATTERS HAS BEEN APPROVED:

I. APPROVED TIMELINE FOR 2012 DIVIDEND PAYOUT

Approve to change timeline for 2012 dividend payout to after 30/09/2013.

II. APPROVED TIMELINE FOR 2013 DIVIDEND ADVANCE

Approve not yet to advance dividend 2013 due to accumulated loss for first 6 months of 2013.

III. THE OFFERING STRUCTURE FOR STRATEGIC INVESTORS

- 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 25,500,000 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

- Expected issuing price: 18,000 – 22,000 VND/share
- Expected time of issuance: Authorized to the Board of Directors ("BOD") to decide appropriate time in Quarter IV of 2013
- Restriction on transferring: Newly issued shares for strategic investors shall be lock up within 1 (one) year since the date of issuance.
- Restriction on 2012 dividend: Strategic investors shall not receive 2012 dividend.
- Use of Proceeds: Proceeds from this private placement would be used as additional working capital for Company's main business.
- The increase of the Company chartered capital: Approval of the increase of the Company chartered capital corresponding to total value of newly issued shares, basing on the data in Result Report sent to The State Securities Commission ("SSC").

IV. INCREASE OF THE CHARTER CAPITAL CORRESPONDING TO TOTAL PAR VALUE OF NEWLY ISSUED SHARES

Approval of increase of the charter capital and amending the charter capital in Business Registration Certification corresponding to total par value of newly issued shares in each issuance.

V. LISTING NEWLY ISSUED SHARES

Approval for all newly issued shares for private placement as stipulated on Article III and for dividend 2012 and 2013 (if any) to be listed on Ho Chi Minh Securities Exchange ("HOSE") and deposited on Vietnam Securities Depository ("VSD") right after the Company reports the results of issuances to SSC corresponding to each issuance.

VI. AUTHORIZATION FOR BOD

- **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 termsheet must ensure the benefit of shareholders and compliant with the provisions of law.
- **For dividend 2012 and 2013:**
 - ✓ Choose appropriate payment time.
- **For others:**
 - ✓ Perform all necessary procedures to issue new shares, list, deposit these shares issuing for strategic investors and dividend 2012 and 2013 (in case of payout dividend by shares), 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.

This voting summary report completed at 10.30am on 29/10/2013 and has been approved by Voting Collection Committee, and was simultaneously read to the BOD of Nam Long Investment Corporation.

HEAD OF VOTING COLLECTION COMMITTEE



TRAN THANH PHONG

**LEGAL REPRESENTATIVE
CHAIRMAN CUM CEO**



NGUYỄN XUÂN QUANG

COLLECTING SUPERVISOR



NGUYEN MINH TUAN

SECRETARY



NGUYEN THI THU UYEN

