



NAM LONG INVESTMENT CORPORATION

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NAM LONG

No: 02/2013/NQ/DHCD/NLG

Ho Chi Minh City, October 29, 2013

RESOLUTIONS OF GENERAL SHAREHOLDERS' MEETING

UNDER THE WRITTEN BALLOT FORM FOR OBTAINING VOTES

NAM LONG INVESTMENT CORPORATION

Pursuant to:

- Law on Enterprises No. 60/2005/QH11 issued by National Assembly of the Socialist Republic of Vietnam;
- The charter of Nam Long Investment Corporation (the "Company"); and
- Minute of counting shareholders' votes dated October 28, 2013.

RESOLVES

Article 1: Approval of timeline for 2012 dividend payout:

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

Article 2: Approval of timeline for 2013 dividend advance:

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

Article 3: Approval of the Offering structure for strategic investors as below:

Approve private placement to strategic investors:

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| <ul style="list-style-type: none"> ▪ Name of issuing share: ▪ Type of issuing share: ▪ Par value: ▪ Total number of issued shares: ▪ Offering method: ▪ Targeted investors: ▪ Expected issuing price: ▪ Expected time of issuance: ▪ Restriction on transferring: ▪ Restriction on 2012 dividend: ▪ Use of Proceeds: ▪ The increase of the Company chartered capital: | <p>Share of Nam Long Investment Corporation</p> <p>Ordinary share</p> <p>10,000 VND/share</p> <p>Maximum 25,500,000 shares</p> <p>Private placement</p> <p>Strategic investors including local and foreign investors who have strong financial capacity and can be able to support for Nam Long's main businesses.</p> <p>18,000 – 22,000 VND/share</p> <p>Authorized to the Board of Directors ("BOD") to decide appropriate time in Quarter IV of 2013</p> <p>Newly issued shares for strategic investors shall be lock up within 1 (one) year since the date of issuance.</p> <p>Strategic investors shall not receive 2012 dividend.</p> <p>Proceeds from this private placement would be used as additional working capital for Company's main business.</p> <p>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").</p> |
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Article 4: Approval of 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.

Article 5: Approval of listing newly issued shares

All newly issued shares for private placement as stipulated on Article 3 and for dividend 2012 and 2013 (if any) would 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.

Article 6: Approval of authorization for BOD

- **For private placement:**
 - ✓ Choose appropriate investors; decide volume of issued shares; issuing price for each investor; time of issuance; build 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.
- **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.

Article 7: This resolution shall be effective since the date of issuance. Shareholders, BOD, members of the Inspection Committee and all Company's employees are responsible to implement this resolution.

**NAM LONG INVESTMENT CORPORATION
ON BEHALF OF THE BOARD OF DIRECTORS**

CHAIRMAN



NGUYỄN XUÂN QUANG