



Ho Chi Minh City, April 23<sup>rd</sup> 2016

**SUBMISSION OF BOD REGARDING TO CHARTER AMENDMENTS  
TO GENERAL SHAREHOLDERS' MEETING 2016 OF  
NAM LONG INVESTMENT CORPORATION**

Pursuant to:

- 2014 Law on Enterprises effective from July 1<sup>st</sup> 2015 substituting for 2005 Law on Enterprises;
- Official Dispatch No. 1183/UBCK-QLCB of State Securities Commission to notify public companies to propose Charter's amendments in the 2016 AGM;
- Current Charter of Nam Long Investment Corporation.

Nam Long Investment Corporation's Board of Director ("BOD") would like to seek approval of the General Shareholders' Meeting's ("AGM") on the amendments of the current Charter for:

- Compliance with the prevailing laws
- Convenience in operating business
- Higher information transparency
- Ease of performing rights for shareholders

**Brief on key amendments are as follows:**

**1. Conditions for conducting the GSM & the percentage of voting rights to pass resolutions at the GSM.**

No	Nam Long's current Charter	Amended Charter
1	<p><b>Article 18.</b> The GSM shall be conducted when the number of attending shareholders represents:</p> <p>1<sup>st</sup> : at least 65% of the voting shares;</p> <p>2<sup>nd</sup> : 51%;</p> <p>3<sup>rd</sup> : no specified percent</p>	<p><b>Article 18.</b> The GSM shall be conducted when the number of attending shareholders represents:</p> <p>1<sup>st</sup> : at least 51% of the voting shares;</p> <p>2<sup>nd</sup> : 33%;</p> <p>3<sup>rd</sup> : no specified percent</p> <p><i>(Revise as per 2014 Law on Enterprises)</i></p>
2	<p><b>Article 20.2.</b> Ratio to pass resolutions at the GSM.</p> <ul style="list-style-type: none"> <li>▪ At least pass 75% for important items;</li> <li>▪ At least pass 65% for remaining items.</li> </ul>	<p><b>Article 20.2:</b> Ratio to pass resolutions at the GSM.</p> <ul style="list-style-type: none"> <li>▪ At least 65% (for all items)</li> </ul>
3	<p><b>Article 21.</b> Ratio to pass resolution of GSM when collecting written opinions: At least pass 75% of total voting rights.</p>	<p><b>Article 21:</b></p> <ul style="list-style-type: none"> <li>▪ At least 55% (for all items)</li> </ul>

**2. All of the contents regarding to GSM, BOD, Inspection Committee ("IC") and all the references to 2005 Law on Enterprises in the current Charter shall be changed respectively to 2014 Law on Enterprises.**

a. Issues related to GSM

No.	Nam Long's current Charter	Amended Charter
1	<p><b>Article 21.2 - Procedures for sending and collecting written opinions in order to pass resolutions of GSM:</b> All proposed documents must be sent at least <b>fifteen (15) days</b> before the expiry date of returning voting memo.</p>	<p><b>Article 21.2 - Procedures for sending and collecting written opinions in order to pass resolutions of GSM:</b> All proposed documents must be sent at least <b>ten (10) days</b> before the expiry date of returning voting memo.</p> <p><i>(Revise as per 2014 Law on Enterprises)</i></p>
2	<p><b>Article 21.4 - Procedures for sending and collecting written opinions:</b> Written opinion forms which are returned to the Company must be placed in a sealed envelope.</p>	<p><b>Article 21.4 - Procedures for sending and collecting written opinions:</b></p> <p>a) Mail: Written opinion forms which are returned to the Company must be placed in a sealed envelope.</p> <p>b) Fax or email: Written opinion forms sent to the Company via fax or email must be kept secret until the counting of votes.</p> <p><i>(Revise as per 2014 Law on Enterprises)</i></p>
3	<p><b>Article 21.5.f:</b> The minutes of counting of votes shall contain the following basic particulars: Full name and signature of the chairman, the legal representative of the Company and of the person who supervised the counting of votes.</p>	<p><b>Article 21.5.f:</b> The minutes of counting of votes shall contain the following basic particulars: Full name and signature of the chairman, the legal representative of the Company, <b>voting checker</b> and of the person who supervised the counting of votes.</p> <p><i>(Revise as per 2014 Law on Enterprises)</i></p>
4	<p><b>Article 21.6.</b> The Minutes of counting of votes must be announced on the Company website <b>and sent to the shareholders....</b></p>	<p><b>Article 21.6.</b> The Minutes of counting of votes must be posted on the Company website within 15 days since the counting date of votes.</p> <p><i>(Revise as per 2014 Law on Enterprises)</i></p>
5	<p><b>Clause 13.4 – to call Extraordinary Shareholder Meeting:</b> Where the BOD will <b>not</b> be able to convene ESM as stipulated, <b>Chairman</b> shall be responsible before the law ...</p> <p>When the Inspection Committee shall <b>not</b> be able to convene GSM as stipulated, <b>Head of the Inspection Committee</b> shall be responsible before the law...</p>	<p><b>Clause 13.4</b></p> <ul style="list-style-type: none"> <li>▪ Entire Board of Directors shall be responsible ...</li> <li>▪ Entire Inspection Committee shall be responsible...</li> </ul> <p><i>(Revise as per 2014 Law on Enterprises)</i></p>
6	<p><b>Clause 17.2 – a list of shareholders qualified to attend the GSM</b> must be prepared within at least <b>thirty (30) days</b> before the AGM date.</p>	<p><b>Clause 17.2 – a list of shareholders qualified to attend the AGM</b> must be prepared within <b>20 days</b> before the date of sending invitation.</p>
7	<p><b>Clause 14.1</b></p> <p>Documents to be discussed and approved by GSM do <b>not</b> include annual Business Plan and reports of each BOD's member and of each Inspection Committee's member;</p>	<p><b>Clause 14.1</b></p> <p>GSM must approve:</p> <ul style="list-style-type: none"> <li>▪ Annual Business Plan;</li> <li>▪ Reports on corporate governance and performance of BOD and of each</li> </ul>

	<p><b>(Clause 96 2005 Law on Enterprises:</b></p> <p><i>Reports of BOD on the business and operations performance;</i></p> <p><i>Reports of the Inspection Committee on BOD's performance, General Director or CEO's performance)</i></p>	<p>BOD's member;</p> <ul style="list-style-type: none"> <li>▪ Reports of the Inspection Committee on business results, performance of BOD, performance of General Director or CEO;</li> <li>▪ <b>Self-assessment report on the performance of the Inspection Committee and of each Inspection Committee's member.</b></li> </ul> <p><b>(Revise as per 2014 Law on Enterprises)</b></p>
8	<p>Voting at the GSM: <u>Not</u> regulate item c) and d) as the new Charter</p>	<p><b>Clause 19.1:</b> The shareholders are considered as attending and voting at GSM if:</p> <ul style="list-style-type: none"> <li>a) Attend and vote directly at AGM;</li> <li>b) Authorize another person to attend and vote at AGM;</li> <li>c) The shareholder can vote through online meeting, electronic voting, or using another electronic facilities;</li> <li>d) The shareholder can send voting memo by post, fax, or email.</li> </ul> <p><b>(Revise as per 2014 Law on Enterprises)</b></p>
9	<p><b>Clause 19.4 –</b> Chairperson of the AGM is Chairman....Where none of these people is able to chair the AGM, the highest BOD member being in the AGM shall organize and nominate the Chairperson...</p>	<p><b>Clause 19.4 -</b>CM will chair all meetings..... In case of not being able to nominate the Chairperson, the Head of the Inspection Committee shall run the GSM to elect chairperson;</p> <p><b>(Revise as per 2014 Law on Enterprises)</b></p>

**b. Issues related to BOD**

No	Nam Long's current Charter	Amended Charter
1	<p><b>Clause 28.3 – Extraordinary BOD Meetings:</b> Chairman must call BOD meeting without delay (and without acceptable reason) where any of the following person send a written request from:</p> <ul style="list-style-type: none"> <li>a. CEO or at least 5 senior managers</li> <li>b. 2 BOD members</li> <li>c. CM</li> <li>d. Inspection Committee</li> </ul>	<p><b>Clause 28.3 – Extraordinary BOD Meetings:</b> Chairman must call BOD meeting without delay (and without acceptable reason) where any of the following person send a written request from:</p> <ul style="list-style-type: none"> <li>a. CEO or at least 5 senior managers</li> <li>b. <b>At least 2 executive</b> BOD members</li> <li>c. CM</li> <li>d. Inspection Committee</li> </ul> <p><b>(Revise as per 2014 Law on Enterprises)</b></p>
2	<p><b>Clause 28.19 – BOD meeting minutes:</b> The minutes of the Board of Directors must be prepared in both Vietnamese and English...</p>	<p><b>Clause 28.19–</b> adding "Meetings of the BOD shall be recorded in writing, audio recordings, or other electronic means. In case of writing, the minutes of the Board of Directors must be prepared in both Vietnamese and English..."</p> <p><b>(Revise as per 2014 Law on Enterprises)</b></p>

**c. Issues related to Inspection Committee**

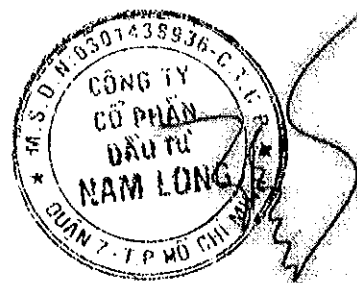
No.	Nam Long's current Charter	Amended Charter
1	<b>Clause 33.1:</b> Head of Inspection Committee must be an <b>accounting expertise</b> .	<b>Clause 33.1:</b> Over half the members of Inspection Committee must have permanent residence in Vietnam. Head of Inspection Committee must be accredited accountant or auditor and must work full-time at the Company.  <i>(Revise as per 2014 Law on Enterprises)</i>

**d. All the references to 2005 Law on Enterprises in the current Charter shall be changed respectively to 2014 Law on Enterprises.**

Full text of the provisional amended Charter is posted on the Company's website at the link [www.namlongvn.com](http://www.namlongvn.com) for Shareholders' consideration and approval.

Respectfully submitted,

**ON BEHALF OF BOD  
CHAIRMAN**



**NGUYEN XUAN QUANG**

