

HCMC, 22 April 2017

**SUBMISSION OF THE BOARD
REQUEST FOR THE APPROVAL OF
2017 ANNUAL GENERAL SHAREHOLDERS MEETING**

Pursuant to:

- 2014 Law on Enterprise effective date from 1st July 2015 substituting for 2005 Law on Enterprise.
- The prevailing Charter of the Nam Long Investment Corporation.
- Submissions/Documents presented at the 2017 Annual General 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 2016

The 2016 Consolidated Report of Nam Long Investment Company has been audited by Ernst & Young Vietnam, and has been uploaded in Nam Long website on 09/03/2017 and now the Board submit to Shareholders for approval.

2. Matter 2: 2016 Profit Distribution Plan

Based on 2016 financial results, the company profit and profit distribution proposal are as follows:

Bil VND

No	Description	2016	Notes
1	Net profit to company's shareholders	345.22	
2	Appropriation		
	- Appropriation to Bonus fund (*)	15.89	4,6% of net profit
	- Appropriation to Welfare fund	6.90	2% of net profit
3	Profit after appropriation	322.43	
4	- Cash dividend 2016	70.80	5% par value
	- Stock dividend 2016	141.60	10% par value
5	Retained earnings 2016	110.03	

(*) Request for approval of payout of the bonus fund by ESG share issuance. The number of shares issued will be officially issued based on ESG policy with total amount of VND 15.89bil.

AGM dated 23 April 2016 approved total dividend for 2016 at VND 70.80bil by cash (5% on charter capital as of 23 April 2016: VND1.415.721.570.000) and VND 141.60bil by stock (10% on charter capital as of 23 April 2016: VND1.415.721.570.000). Therefore, the Board submits to Shareholders for approval of dividend settlement for 2016 as follows:

- 1st dividend advance of 2.49% at par value was VND 35.39bil, was executed in December 2016 (charter capital as of December 2016: VND 1,415,721,570,000).
- Settlement of the remaining 2.49% at par value by cash shall be VND 35.41bil and 9.96% at par value by share shall be VND 141.60bil, and shall execute by 30th August 2017.

3. Matter 3: Approve the issuance of new shares to pay Dividend 2016

3.1. Approve the issuance of new shares to pay Dividend 2016

Board of Directors kindly submits to General Shareholders to approve shares issuance plan to pay dividend 2016 as follows:

1	Name of issuing share	Share of Nam Long Investment Corporation
2	Type of issuing share	Common share
3	Par value	10.000 VND/share
4	Total number of issued shares	142,114,510 shares
5	Number of outstanding shares	142,114,510 shares (basing on Audited Un-consolidated Financial Report 2016)
6	Treasury shares	6,502,165 shares (owned by a subsidiary)
7	Total number of issued shares (estimated)	14,157,215 shares
8	Total par value (estimated)	VND 141,572,157,000
9	Issuing rate (Total number of issued shares /total outstanding shares)	9.96%
10	Source of fund	Retained earnings basing on audited Financial Report 2016
11	Issuing date	By 30 th August 2017
12	Dealing with number of odd shares	<p>Issued shares to pay dividend to shareholders are rounded to unit column. Number of decimal shares (if any) will be cancelled.</p> <p><i>Example: At record date for stock dividend, shareholder Mr. Nguyen Van A owns 311 shares. Mr. A receives $311 \times 9.96\% = 30.9756$ newly issued shares. Basing on above principle, Mr. A will receive 30 shares. The odd share of 0.9756 will be cancelled.</i></p>
13	The positive difference between total estimated value of issued shares to pay dividends (at par value of VND10,000/share) and total par value of shares distributed to existing shareholders will be retained at the Company's retained earnings.	

3.2. Approving to authorize Chairman of BOD to:

- (i) Actively prepare and submit issuance dossiers to State Securities Commission ("SSC"). And actively revise issuance plan (including adding, revising and completing issuance dossiers and related documents as requested by SSC as well as other state authorities);
- (ii) Choose appropriate time for record date and issuance date;
- (iii) Implement all necessary procedures for the issuance, depository of these additional shares at Vietnam Securities Depositories, subsequent listing at Ho Chi Minh Stock Exchange for the issued shares;
- (iv) Amend the articles relating to charter capital, shares in Company's Charter after the issuance (if any);
- (v) Implement all necessary procedures to amend Company's Enterprise Registration Certificate related to the Charter Capital increase after the issuance;
- (vi) Instruct, control, and handle with matters arising during the implementation of above contents.

4. Matter 4: Board's Report 2016

In the year of 2016, 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.

5. Matter 5: 2017 Business Plan and Profit Distribution Plan

The Board submits to Shareholders for approval the below targets:

5.1. Business Plan 2017:

Bil VND

No	Objectives	BP 2017	% increase vs 2016
1	Net revenue	3.562	41%
2	Profit after tax	655	69%
3	Net profit after minority interests	503	46%

5.2. Profit Distribution Plan 2017:

Bil VND

No	Items	Year 2016	Notes
1	Net profit to company's shareholders	503	
2	Appropriation		
	- Appropriation to Bonus fund (5%)	25	<i>This will be executed by ESG issuance</i>
	- Appropriation to Welfare fund (2%)	10	
3	Profit after appropriation	468	
4	- Cash dividend 5% (Based on share capital amount of VND 1,421,145,100,000)	71	
5	- Stock dividend 15% (Based on share capital amount of VND 1,421,145,100,000)	213	<i>New shares issuance about 21.3 million shares</i>
6	Retained earnings 2017	183	

5.3. Dividend proposal for 2017:

- 2017 dividend is planned 5% on charter capital by cash and 15% on charter capital by stocks. Total dividend plan: **VND 284 bil**. Details are as follows:
 - 5% by cash on charter capital, in which 2.5% by cash with total amount of VND 35.5bil shall be paid in Q4/2017 and 2.5% by cash with total amount of VND 35.5bil shall be paid in Quarter 2/2018, after AGM 2018.
 - 15% by shares on charter capital with total amount of VND 213bil shall be executed in Quarter 2/2018 after AGM 2018.
- Authorize the Board of Directors to execute 2017 dividend payment plan as mentioned above.
- Authorize Chairman of the Board of Directors to:
 - (i) Implement all necessary procedures to issue, depository of these additional shares, register the subsequent listing of shares issued from above dividend payment plan;
 - (ii) Implement all necessary procedures to amend Company's Enterprise Registration Certificate related to the Charter Capital increase in accordance with share issuance results from above dividend payment plan;
 - (iii) Instruct, control, and handle with issues arising during the implementation of above contents.

6. Matter 6: Operation Budget for the Board and Inspection Committee for 2017

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 2017 as follows:

1. Fixed operation budget: **VND 8.905bil** (in words: *eight billion nine hundred and five million dong*) (equivalent to 0.25% of Revenue 2017)
2. Variable bonus: **VND 5.030bil** (in words: *five billion and thirty million dong*) (equivalent to 1% of Net Profit)

And to authorize Chairman to allocate the budget to each member.

7. Matter 7: Shares issuance for NLG executives (ESG shares)

7.1. Approving of the issuance of new shares to implement Company's ESG policy as per business performance of 2016.

Pursuant to the Employee Shares Grant Program for senior managers ("ESG") 2015 – 2017 approved by General Shareholders' Meeting in Resolution No. 01/2015/ NQ/HĐQT/NLG dated 25/04/2015, in which total number of shares is 6,237,335 and maximum amount does not exceed 7,796,668 shares, Board of Directors kindly submits to General Shareholders to approve:

- (i) Expected maximum number of ESG shares issued in 2017 is 975,197 shares;
- (ii) Actual number of issued ESG shares will be based on ESG policy promulgated but not exceed 975,197 shares.

7.2. The employee stock ownership plan as follows:

1	Name of share	Share of Nam Long Investment Corporation
2	Type of share	Common share
3	Par value	10,000 VND/share
4	Total number of issued shares	142,114,510 shares
5	Number of Outstanding shares	142,114,510 shares (based on Audited Unconsolidated Financial Report 2016)
6	Number of Treasury shares	6,502,165 shares (owned by a subsidiary)
7	Issuance purpose	Implement ESG plan approved in 2015 based on business performance 2016
8	Total number of issued shares (estimated)	Expected maximum number of ESG shares issued in 2017 is 975,196 shares
9	Total par value (estimated)	Expected maximum 9,751,960,000 VND
10	Issuing rate (<i>issued shares / outstanding shares</i>)	0.69%
11	Issuing price	0 VND/share
12	Source of Fund	Bonus and welfare fund on Company's audited Equity Report issued on May 2017, after AGM 2017 approving to extract welfare fund. The extracted capital from welfare funds is VND 9,751,960,000.
13	Transfer restriction	No restriction to transfer
14	Issuing date	By 30 th August 2017 and after AGM 2017 approving the extraction for welfare fund
15	Latest ESG	Issuance of 542,353 shares to senior managers at Quarter 3/2016

7.3. Approving to authorize Chairman of BOD to:

- (i) Decide on the total ESG share to be issued in 2017 within the above mentioned total number approved ESG shares and approve the specific number of ESG shares for each beneficiary of ESG policy based on the ESG policy of relevant year;
- (ii) Actively extracting welfare funds based on the approval of Shareholders for ESG 2017;
- (iii) Actively prepare and submit issuance dossiers to State Securities Commission ("SSC"). And actively revise issuance plan (including supplementing, revising and completing issuance dossiers and related documents as requested by SSC as well as other state authorities);
- (iv) Choose appropriate time for issuance date;
- (v) Implement all necessary procedures for the issuance, depository of these additional shares at Vietnam Securities Depositories, subsequent listing at Ho Chi Minh Stock Exchange for total issued shares according to above ESG policy;
- (vi) Amend the articles relating to charter capital, shares in Company's Charter after the issuance (if any);
- (vii) Implement all necessary procedures to amend Company's Enterprise Registration Certificate related to the Charter Capital increase after each successful issuance based on this ESG policy;
- (viii) Instruct, control, and handle with matters arising during the implementation of above contents.

8. Matter 8: Election of additional IC members to continue the term 2016 - 2021

Elect 02 members for Inspection Committee to continue the term 2016 - 2021. Information of 02 nominated candidates is as follows:

#	Name	Gender	YOB	Nationality	Professional qualification	Recent position	Interest conflict with NLG
1	Mr. DANG HONG TAN	Male	1957	Vietnam	MBA Institute of Internal Auditors (IIA) Vietnam Association of Certified Public Accountants (VACPA)	Refrigeration Electrical Engineering Corporation (REE) Non-executive Board Member in charge of Internal Audit Committee	None
2	Ms. NGUYEN LUU TUYEN	Female	1983	Vietnam	Master of Economics ACCA, UK	Nam Long Investment Corporation Internal Audit Manager	None

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

ON BEHALF OF THE BOARD
CHAIRMAN

