



NAM LONG

NAM LONG INVESTMENT CORPORATION

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HCMC, 23 April 2016

**REGULATIONS OF
ANNUAL GENERAL SHAREHOLDERS MEETING 2016
OF NAM LONG INVESTMENT CORPORATION**

Pursuant to

- *Enterprises Law no. 68/2014/QH13 dated 26/11/2014;*
- *Securities Law no. 70/2006/QH11 dated 29/06/2006;*
- *Decree No. 96/2015/ NĐ-CP dated 19/10/2015 guiding the implementation of some articles of Enterprises Law*
- *Company Charter of Nam Long Investment Corporation adopted by General Shareholders Meeting dated 14 Sep 2015;*

For the purpose of a successful organization of Nam long Investment Corporation's Annual General Shareholders Meeting, meeting chairman kindly submit the Regulation of meeting for adoption as follows:

Article 1: Scope of application

- This regulation is applied during the Annual General Shareholders' Meeting 2016 ("AGM") of Nam Long Investment Corporation ("NLG")
- This regulation specifies the rights and obligations of shareholders / shareholder representatives, of guests, requirements and procedures for conducting this AGM.

Article 2: Targets

- To ensure the Company is in compliance with Corporate Law and Company Charter;
- To ensure the Company meet principles of transparency, democracy and legitimate interests of all shareholders;
- To ensure the Annual General Shareholders' Meeting organization is in order.

Article 3: General requirement

- All shareholders/ Proxy ("Shareholders"), guests and other parties at the AGM shall be in the proper place as instructed by the Organizing Committee; restore law and order, no cell phones used (all cell phones must be turned off or keep in silent), no smoking; behave civilized, polite, no obstruction, disorder for the conduction of the AGM in earnest, fair and lawful; in compliance with the direction of the Meeting Board and Organizing Committee.
- Shareholders shall attend the AGM until the end. In the case, Shareholders have to leave the meeting before meeting closing for reasons of force majeure; shareholders may authorize their rights and obligations to another person on speaking, voting and electing at the AGM. In case, Shareholders left before closing without notifying Organizing

Committee, this Shareholder shall be deemed to give up his/ her shareholders rights at this AGM and have no right to query on the rights related.

- Shareholders are to use and save AGM documents.

Article 4: Rights and obligations of shareholders during the Annual General Shareholders' Meeting

- Participation conditions: shareholder is a legal person, entity or representative shareholder or group of shareholders own voting shares of NLG according to the closed list of shareholders are entitled to attend the AGM.
- The rights and obligations of shareholders during the AGM: Each Shareholders/Shareholders representatives attended the AGM must present identification documents (identity card or passport) and the invitation letter submitted to the Voting Board for their participation status. Shareholders or his/ her proxy must comply with the regulation of AGM. In case of indiscipline, the Meeting Chair Panel will consider and handle according to the Clause 7, statement 142 of the Enterprise Law: Requires competent authorities call to order at meeting; expel those who do not comply with the authority to regulate of the Chair of Panel, intentional disorder, prevent the progress of the meeting or does not comply with the requirements of security checks in the Annual General Shareholders' Meeting. The Shareholders come late to the meeting are entitled to right of registration instantly, and rights of participation and vote at the meeting, however the Meeting Chairman does not have the responsibility to adjourn the meeting for his/her registration, and the voting process will not be affected.

Article 5: Appoint proxy to attend Annual General Shareholders' Meeting

- Shareholders may appoint its representative as proxy to attend the AGM. The proxy is not necessarily the shareholders of Company. The proxy exercises his/her rights in compliance with the power of attorney, the provisions of law and the Charter of Company. Authorized persons do not have the right to authorize a third party.
- The appointment of representative and proxy, change of representative and proxy must be in writing in accordance with the following regulations:
 - + In case shareholder is an individual, power of attorney must be signed by the Shareholder.
 - + In case the shareholder is a legal entity / organization, power of attorney must be stamped and signed by the legal representative of that legal person / organization.

Article 6: Voting at the AGM

- All matters in the AGM will be submitted for approval in the manner of public voting of all shareholders on the shares they own.
- Each shareholder will be provided voting card and voting ballots in which shareholders' names are written, on voting slips and several voting cards stating the name Shareholders / representative of shareholders, number of shares with voting rights (ownership and authorization) and a seal stamp of the Company.
- In case of false record, shareholders suggest the organizing Committee to correct.
- The matters in the AGM are adopted when:
 - + Obtained from at least Seventy five (75) per cent of the total votes of all shareholders with voting rights who are present directly or via their authorized representatives at the General Meeting of Shareholders regarding amendments to the

Charter, decision of shares kind and the total number of shares to be offered under paragraph 2 of Article 20 of the Charter of Company (14 Sep 2015)

+ Obtain from at least 65% of the total votes of all shareholders with voting rights who are present directly or via their authorized representatives regarding other submission under paragraph 1, Article 20 of the Charter of Company (14 Sep 2015)

*Notes to the shareholders who are not entitled right to vote; When shareholder are "related person" as defined in Article 4, Clause 17 of the Enterprise Law; Points a, b, Clause 2 Article 159 of the Enterprise Law; Clause 1 of Article 162 of the Enterprise Law; Clause 34 Article 6 of the Securities Law and paragraph 3 Article 14 of the Company Charter (14 Sep 2015) on the matters submitted at the Annual General Shareholders' Meeting.

Article 7: Speaking at the Annual General Shareholders' Meeting

1. Principles

- During the AGM, Shareholders who want to express an opinion must register the content with the Meeting Chairman (through The Secretariat), or subscribe directly stated in the order and agreement of the Meeting Chairman.

2. Speaking method

- Shareholders speak briefly, avoiding duplication and focusing on the right content, in accordance with the contents of the approved agenda of the AGM.
- The Meeting Chairman will arrange Shareholders to speak based on their registration order and will reply all questions from shareholders. In the interest of time, the outstanding questions from shareholders will be replied in written by Shareholders Relationship committee after the AGM.

Article 8: Authorization and responsibility of Meeting Chair Panel

- The Members: The Meeting Chair Panel consists of 3 members are also member of Board of directors. The chairman of the Board of Directors is the Meeting Chairman.
- Meeting Chair Panel will chair the meeting on the principle of democratic centralism; in legal, in order and reflect the wishes of the majority of shareholders and shareholder representatives.
- Duties of the Meeting Chair Panel:
 - + To chair the AGM to approved agenda
 - + Guide the discussion of shareholders.
 - + Submission for proposals; give necessary recommendation on the matters for shareholders to vote.
 - + Address the questions raised by Shareholders
 - + Queries on the process of election and the Vote counting (if any) will be resolved by the Meeting Chairman and be recorded in the Minutes of Meeting.

Article 9: Role of the Voting Board

Voting Board is nominated by Meeting Board and be adopted by Shareholders via voting card manner. The Voting Board is responsible for:

- Checking the shareholders attendance status and report to all shareholders on the status results.

- Providing cards and resolving shareholders' queries on the voting card if any.
- Counting the exact numbers of voting card to the category of agreement / disagreement / others comments during voting.
- Notify the Secretariat about the results of shareholder's votes on the matters at the AGM on time.
- Review and report to shareholders assembly on the violation if any during voting.

Article 10: Role of the Meeting Secretariat

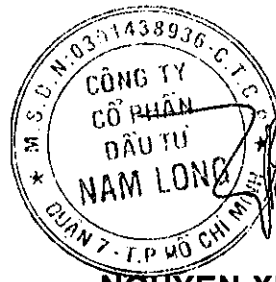
The Secretariat, nominated by the Meeting Chairman, is responsible for:

- Recording the properly and accurately proceeding of the meeting, notes the approval and outstanding issues stated in the meeting.
- Supporting Meeting Board in announcing draft documents, conclusions and resolutions of the AGM.
- Receiving speaking registration of the shareholders.
- Writing out the content of the AGM in the Minutes of Meeting and submit for approval before closing time of AGM.

Article 11: Validation

- The Regulation of the 2016 Annual General Shareholders' Meeting of Nam Long Investment Corporation comes into effect right after being adopted by Shareholders.
- This Regulation may be amended from time to time on the basis of recommendation of the Board of Directors and must be adopted by the Shareholders via voting.

**FOR AND BEHALF OF THE BOARD
CHAIRMAN**



NGUYEN XUAN QUANG

