



**RULES OF VOTING AND ELECTION AT  
THE 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 29/6/2006;*
- *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 31 May 2013;*

**A. Purpose:**

- 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.

**B. Target audience:**

Shareholders or his/ her proxy are entitled to vote (according to Nam Long Investment Corporation shareholders' list dated 24 March 2016), present at the AGM 2016.

**C. Voting and Election method:**

**1. Voting:**

**a. Voting card:**

Shareholders raise voting card to execute voting as requested by Meeting Chairman on following matters of:

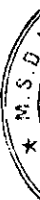
- Meeting Board Members
- AGM regulation
- Secretariat and Voting Board
- AGM agenda
- AGM meeting minutes

**b. Vote ballots:**

To the vote ballot, Shareholders mark (√ or X) in the respective checkbox for Agree, Disagree or abstention, then sign off.

For example: Business Plan 2016

No	Content	Vote		
		Agree	Disagree	abstention
1.	Business Plan 2016	√		



## **Notes to the shareholders who are not entitled right to vote:**

When shareholders 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 (05.31.2013) on the matters submitted at the Annual General Shareholders' Meeting.

### **2. Election:**

#### **Method:**

- The election of members to the Board of Directors (BOD) and Inspection Committee (IC) shall be implemented in the manner of cumulatively calculated ballots as stipulated in the Clause 3, Article 144 of Enterprise Law No.68/2014/QH13.
- The list of candidates for the elections of member of Board of Directors and Inspection Committee are compliant with principles of nomination from shareholders, self-applied by shareholders, which satisfy the requirements as stated in the Charter of NLG.
- One member-one card provided for the vote of member of Board of Directors and Inspection Committee for all of their shares or authorized shares. Shareholders vote by marking the number of vote into "vote" checkbox of the respective candidate they select and leave it blank for unselected candidate. Sign off on the ballot.
- Shareholders select 10 (ten) of among the candidates nominated for Board of Directors member and 3 (three) of among the candidates nominated for the Inspection Committee.
- Each shareholder has a total number of votes corresponding to the total number of their owned shares (ownership and authorization) multiplied by the number of members to be elected to the Board of Directors and the Inspection Committee.
- Total number of votes = Total number of shares owned x number of members to be elected to the Board of Directors and the Inspection Committee. In details.
  - ✓ Election of BOD: Total number of votes = Total number of shares owned x 10.
  - ✓ Election of IC: Total number of votes = Total number of shares owned x 3.
- For example: Cumulatively calculated ballots. Shareholder or his/her proxy present 1000 shares at the AGM, hence
  - ✓ The total number of votes during election of BOD is 1000 shares x 10 candidates = 10,000 votes
    - Voting for 1 candidate => the number of vote:  $(1,000 \times 10) / 1 = 10,000$ .
    - Voting for 2 candidates => the number of vote for each:  $(1,000 \times 10) / 2 = 5,000$ .
  - ✓ The total number of votes during election of IC is 1,000 shares x 3 candidates = 3,000 votes
    - Voting for 1 candidate => the number of vote:  $(1,000 \times 3) / 1 = 3,000$ .
    - Voting for 2 candidates => the number of vote for each:  $(1,000 \times 3) / 2 = 1,500$ .

### **Principles of Voting and Vote Counting:**

- Election Committee inspects the ballot box before proceeding to vote in the view of presence.
- Shareholders present at the poll station and put their votes into the ballot box;
- The voting time close when no shareholders desire putting vote in the ballot box;

- Vote checking must be proceeded after the closing time;
- The voting result will be recorded in the AGM minute of Meeting and be announced in the AGM by the Head of the Voting committee.

### **Election of Board of Directors/Inspection Committee:**

- The elected members of the Board of Directors/Inspection Committee are determined by number of votes from the highest to the lowest, starting from candidate who has highest number of votes until reaching a sufficient number of members but the vote result must not be less than the rate 65% of the total votes of the shareholders or proxy who entitled to vote at the meeting). In details: For the Board of Directors, the number of candidate is 10 and for the Inspection Committee, the number of candidate is 3.
- In case of equality of between candidates for the last position, the owner or representative of much more shares will be elected. If the number of share (ownership and his/ her proxy) is also equal, there will be re-voting for these candidates.

### **Announce the Voting Results:**

- After the Vote Counting, Voting committee must issue the Voting report. The content of this report include: Number of valid votes, invalid votes, total number of votes and the percentage % of valid votes of each candidates applied to the Board of Directors and Inspection Committee;
- Voting report must be announced public to AGM.

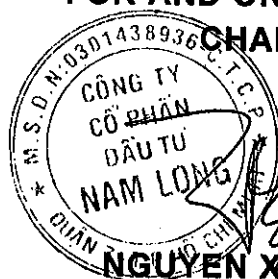
### **Queries on the election and the counting of vote:**

Any queries will be resolved by Meeting board and be recorded into the Minute of Meeting of NLG AGM 2016.

### **Note:**

- Valid voting card: is the card in form issued and sealed by NLG, which must not be erased, edited; card present vote from 1 to required number of members.
- Invalid voting cards:
  - o Voting cards are not in NLG format, not published by NLG and/ or no NLG seal
  - o Voting cards that do not select any candidate or select candidate exceed the requirements
  - o Voting cards include extra candidate name or other information or other signals;
  - o Voting cards that have been edited or erased;
  - o Voting cards that are damaged.
  - o Without shareholders' signature.
  - o Shareholders who are not entitled the right to vote.

**FOR AND ON BEHALF OF BOD  
CHAIRMAN**



**NGUYEN XUAN QUANG**