



NAM LONG

CÔNG TY CỔ PHẦN ĐẦU TƯ NAM LONG

6 Nguyễn Khắc Viện, Phường Tân Phú, Quận 7, TP.Hồ Chí Minh, Việt Nam

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Tp. HCM, ngày 18 tháng 3 năm 2016

Số: 03/2016/TB-HĐQT/NLG

(V/v: CBTT NQ ĐHĐCĐ v/v xin ý kiến bằng văn bản)

CÔNG BỐ THÔNG TIN TRÊN CÔNG THÔNG TIN ĐIỆN TỬ CỦA ỦY BAN CHỨNG KHOÁN NHÀ NƯỚC VÀ SỞ GIAO DỊCH CHỨNG KHOÁN TP.HCM

Kính gửi: ỦY BAN CHỨNG KHOÁN NHÀ NƯỚC (SSC)

Đồng kính gửi: SỞ GIAO DỊCH CHỨNG KHOÁN TP.HCM (HOSE)

Tên công ty đại chúng : CÔNG TY CỔ PHẦN ĐẦU TƯ NAM LONG
 Mã chứng khoán : NLG
 Địa chỉ trụ sở chính : Số 6 Nguyễn Khắc Viện, Phường Tân Phú, Quận 7, Thành phố Hồ Chí Minh
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 Vốn điều lệ : 1.415.721.570.000 Việt Nam đồng

Loại thông tin công bố : 24h 72h Yêu cầu Bất thường Định kỳ

- Căn cứ thông tư số 121/2012/TT-BTC ngày 26/07/2012 của Bộ Tài chính quy định về quản trị công ty đại chúng.
- Căn cứ Thông tư số 155/2015/TT-BTC ngày 06/10/2015 của Bộ Tài chính hướng dẫn việc công bố thông tin trên thị trường chứng khoán.
- Căn cứ Quy chế Công bố Thông tin tại Sở giao dịch Chứng khoán TP.HCM Ban hành kèm theo Quyết định số 07/2013/QĐ-SGDHCM ngày 24 tháng 7 năm 2013 của Tổng Giám đốc SGDCX TP.HCM.
- Căn cứ Nghị quyết ĐHĐCĐ số 01/2016/NQ/ĐHĐCĐ/NLG ngày 18/3/2016 v/v Thông qua việc phát hành trái phiếu chuyển đổi.

Công ty Cổ phần Đầu tư Nam Long công bố thông tin như sau:

1. Công bố thông tin về việc phát hành trái phiếu chuyển đổi. Các thông tin chi tiết như nêu tại Nghị quyết ĐHĐCĐ đính kèm.
2. Thông tin này đã được đăng tải trên trang thông tin điện tử của Công ty Cổ phần Đầu tư Nam Long tại đường dẫn: <http://namlongvn.com/thong-cao-bao-chi/>

Công ty Cổ phần Đầu tư Nam Long cam kết thông tin trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm về các nội dung trên.

Nơi nhận:

- Như trên
- Lưu VP.HĐQT, CBTT

CÔNG TY CỔ PHẦN ĐẦU TƯ NAM LONG
 NGƯỜI ĐƯỢC ỦY QUYỀN CÔNG BỐ THÔNG TIN



PHÓ CHỦ TỊCH THƯỜNG TRỰC HĐQT
TRẦN THANH PHONG

Đính kèm:

- NQ ĐHĐCĐ số 01/2016/NQ/ĐHĐCĐ/NLG
- BB Kiểm phiếu số 01/2016/BBKP/ĐHĐCĐ/NLG



NAM LONG

No: QL/2016/NQ/DHDCB/NLG

NAM LONG INVESTMENT CORPORATION

6 Nguyen Khac Vien, Tan Phu Ward, Dist 7, Ho Chi Minh City

Tel: (08) 54 16 17 18 Fax: (08) 54 17 18 19 Website : www.namlongvn.com

HCMC, March 18th 2016

**RESOLUTION OF GENERAL SHAREHOLDERS' MEETING
UNDER WRITTEN BALLOT FORM FOR OBTAINING VOTES**

Pursuant to:

- Enterprise law No 68/2014/QH13 of Vietnam Socialist Republic of Vietnam.
- Prevailing Charter of Nam Long Investment Corporation ("Company").
- Submission of the Board of Directors dated February 29th 2016, regarding the plan to issue convertible bonds to strategic investors.
- Minutes of counting the ballots of the votes of the shareholders of Nam Long Investment Corporation dated March 18th 2016

**THE SHAREHOLDERS OF
NAM LONG INVESTMENT CORPORATION HEREBY RESOLVES THAT:**

Article 1: The plan to offer convertible bonds ("Bond") to a strategic investor via private placement, as per the submission made on February 29th , 2016

1.	Issuer:	Nam Long Investment Corporation
2.	Key business line:	Trading in real estate, land use rights of the owners or users or tenants - Details: Housing business (building and repairing houses for sale or lease). Investment in construction and urban business. Investment in construction and infrastructure of industrial zones, high-tech zone. Investment in construction, business, management, exploitation and rental buildings: office buildings, supermarkets, schools, swimming pools, hotels, restaurants, golf courses, sports areas, resorts vacation (not operating at the head office).
3.	Financial situation and business performance:	Reference to (i) the audited consolidated financial statements of 2014; (ii) the reviewed consolidated financial statements of second quarter 2015; (iii) the consolidated financial statements of third quarter 2015 and (iv) the audited consolidated financial statements of 2015.
4.	Use of proceeds:	Additional working capital and capital restructuring of the Company.
5.	Bond type:	Convertible Bond with the conversion right into common shares of Company ("Shares")
6.	Name of Bond:	NLG2016_001
7.	Form of issuance:	Private placement through issuing agent

8.	Issuing and Settlement Agent:	Ho Chi Minh Securities Corporation
9.	Targeted investors:	<p>Less than 100 investors not including professional investors</p> <p>Criteria of selection of investors eligible for this Bond offering:</p> <ul style="list-style-type: none"> - Individual or institutional domestic or foreign investors who have financial capabilities, with preference given to those involved in similar nature of business operations as the Company; - Investors whose shareholding ratio after conversion into shares, remains within the limits allowed by the laws.
10.	Amount:	VND 500,000,000,000
11.	Currency:	Vietnam dong (VND)
12.	Form of Bond:	Book-entry
13.	Par value:	VND 1,000,000,000
14.	Number of offered bonds:	500 bonds
15.	Offering price:	100% par value
16.	Tenor and Maturity:	4 years from the issuance date:
17.	Conversion Right:	At the option of the bondholders.
18.	Conversion period:	Authorize BOD to sign with investors on the Conversion period (as stipulated in the terms and conditions of the Bond ("T&Cs") appropriate with the situation of Company's business and market, so as to preserve the interest of shareholders.
19.	Expected issuing date:	Quarter 1 or Quarter 2 of 2016
20.	Coupon:	7% per year
21.	Conversion price:	VND 23,500/share; this conversion price could be adjusted under the T&Cs
22.	Adjustment to conversion price:	<p>The GSM authorize the BOD of the Company to adjust the conversion price according to general practices.</p> <p>The adjusted conversion price must comply with the provisions of law.</p>
23.	Conversion ratio:	Equal to the nominal value of the Bonds divided by the conversion price at the time of conversion. The resulting number of shares issued to convert the Bond ("Converted Shares"), will be rounded down to the nearest whole number of shares.

24.	Principle of rounding number of converted shares:	When calculating the number of shares converting from bonds, if results are fractional numbers, these figures shall be rounded down to the nearest whole number of shares. <i>For example: if the number of converted shares is 8,689.7, the number of shares shall be rounded to 8,689 shares.</i>
25.	Capital resources to redeem the Bonds and pay coupon:	- Amount from selling apartments, townhouses: VND 500,000,000,000; and - Amount from transferring projects: VND 150,000,000,000.
26.	Bond's principal and interest payment methods	- Principal of the Bond shall be paid in full at (i) the maturity date; (ii) the due date of payment caused by the withdrawal before maturity or other reasons; or (iii) redemption date under the T&Cs. - Interest of the Bond shall be paid periodically under T&Cs.
27.	Other conditions:	Provisions are specified in T&Cs.

Approval rate: 83.47%.

Article 2: The plan to offer convertible bonds to Bondholders, as per the submission made on February 29th, 2016

1.	Type of shares to be issued:	Common shares
2.	Par value:	VND 10,000/share
3.	Time of offering:	In the conversion period stipulated in the Plan of issuing Convertible Bonds described in Section I
4.	Maximum aggregated value converted of the Bond:	VND 500,000,000,000
5.	Number of expected new shares offered:	Expecting 21,276,000 shares. Actual number of shares will depend on the conversion price after adjustments up to the conversion date.
6.	Aggregated amount of par value of converted shares offered:	Expecting 212.76 billion VND, subject to actual number of shares to be issued
7.	Form of issuance	Private placement to less than 100 investors being bondholders
8.	Targeted investors:	Convertible Bondholders
9.	Number of tranches of issues:	In one or many tranches.
10.	Objective of the issuance	To convert the Bond into common shares of the Company
11.	Offering price:	Conversion price based on Plan of issuing Convertible Bonds described in Section I

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12.	Use of proceeds:	No change compared to Plan of issuing Convertible Bonds described in Section I
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Approving issues in relation to offering shares, including:

- Increase of Charter Capital on the conversion date, in an amount corresponding to the total nominal value of the shares that are converted from the Convertible Bonds: The GSM resolve to the total number of expected new shares offered to convert the Bonds. The charter capital of the Company will be increased by the corresponding total nominal value of the shares resulting from the conversion.
- Amend the charter capital of the Company to register the new charter capital: The GSM resolve to amend the Charter of the Company and the total number of converted shares corresponding to the total number of outstanding shares after the conversion (if any).
- Register depository and additional listing for Converted Shares: The GSM resolve to approve the register depository of Converted Shares on Vietnam Securities Depository and additional listing of these shares on Hochiminh Stock Exchange, corresponding to each conversion of Convertible Bonds.
- Waiver of preferential rights to purchase shares: The GSM resolve to unanimously agree to waive their preferential rights to purchase the Converted Shares corresponding to their ownership rate.

Approval rate: 83,47%.

Article 3: Approving to authorize Board of Directors flowing issues:

- Negotiate, sign and implement the agreements and other documents related to the issue of Convertible Bonds and Converted Shares (hereinafter collectively referred to as "Issuance Docs");
- Approve the T&Cs and decide the actual size of the Bond to be issued. Approve the entire document package related to the issuance of the Convertible Bonds, pro-actively promulgate resolutions to facilitate the issuance of the Convertible Bonds in compliance with prevailing regulations;
- Implement all procedures to record the ratio of ownership of NLG stocks by foreign investors in order to assure the conversion of the Convertible Bonds into NLG shares, in compliance with the Laws of Vietnam;
- Decide the selection of strategic investors and the appropriate timing of the issuance so as to preserve the rights of shareholders;
- Approve the detailed plan to use the proceeds of the Convertible Bond issuance which shall not be limited to the Use of proceeds as stipulated at the Item 4 of Section I of this Resolution, but must be in accordance with T&Cs, and the plan to reimburse the redemption amount of the bond in case that there is no conversion of the Convertible Bonds;
- Execute the Converted Shares issuance, decide the conversion price, actual number of issued shares, conversion rate, conversion time and method;
- Decide and execute (i) the Charter amendment (if necessary) to record the

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- increased charter capital, issuing price principle relating to the conversion under the Article 125 of Enterprise Law and total number of issued shares, and (ii) the enterprise registration certificate amendment at Department of Planning and Investment (“DPI”) after each conversion of the Convertible Bonds;
- Register depository of Converted Shares on Vietnam Securities Depository and additional listing of these shares on Hochiminh Stock Exchange; and
- The Board of Directors be authorized to approve all other matters (if required) related to the issuance of Convertible Bonds within the principle of preservation of the rights of shareholders.

.Approval rate: 83,50%.

Article 4: All shareholders, Board members, Inspection Committee members, Management Team and all employees of Nam Long Investment Corporation are responsible for the implementation of this Resolution.

Article 5: This resolution, made in Vietnamese and English languages, is effective from date of signing.

Recipients:

- Shareholders.
- Board of Directors.
- Supervisory Board
- Management team.
- Board of Directors Office.

ON BEHALF OF THE SHAREHOLDERS

CHAIRMAN



NGUYEN XUAN QUANG



to 17



NAM LONG

NAM LONG INVESTMENT CORPORATION

6 Nguyen Khac Vien, Tan Phu Ward, District 7, Ho Chi Minh City, Viet Nam
Tel: (08) 54 16 17 18 Fax: (08) 54 17 18 19 Web: www.namlongvn.com

No: 01/2016/BBKP/DHDCD/NLG

Ho Chi Minh City, 18 March, 2016

VOTING SUMMARY REPORT

(Collecting written opinions of shareholders)

- Pursuant to Law on Enterprises;
- Pursuant to the charter of Nam Long Investment Corporation;
- Pursuant to General Shareholders Meeting's voting letter dated 29 February 2016.

A. COMPANY'S INFORMATION:

- Company's name : **Nam Long Investment Corporation**
- Head office : 6 Nguyen Khac Vien, Tan Phu Ward, District 7, Ho Chi Minh City
- Business Registration Certificate: No. 4103004194 issued by Department of Planning and Investment of Ho Chi Minh City for the first time on December 27th 2005 and No. 0301438936 issued by Department of Planning and Investment of Ho Chi Minh City, 14th registered on August 17th 2015.

B. THE PURPOSE OF OBTAINING VOTES AND THE MATTERS TO BE APPROVED

- **Purpose:** Seek the approval of the shareholders for Issuance Plan of Convertible bonds for strategic investors and the related issues.
- **Matters to be approved:**
 - I. Issue Convertible Bonds to strategic investors;
 - II. Issue Converted Shares on Conversion Date;
 - III. Authorization to the Board of Directors.

Today, at 09.00 am on 18 March 2016, at Nam Long Investment Corporation Head office, Voting Collection Committee process the voting summary result.

C. VOTING COLLECTION COMMITTEE:

- **Voting collection people:**

No.	Full name	Position
1.	Mr. Tran Thanh Phong	Standing Vice Chairman – Head of Committee
2.	Mr. Vuong Thuan	Member of Inspection Comimitte – Collecting Supervisor
3.	Ms. Nguyen Thi Thu Uyen	Chief of BOD Office

- **Secretary:** Ms. Nguyen Thi Huong

D. BASIC PRINCIPLES FOR VOTING COLLECTION PROCESS:

- **Approve:** votes contain "approve" cell means shareholder passed the matter.
- **Not approve:** means votes contain "disapprove" or "no opinion" cells.

- **Not participating voting process:** means votes sent to shareholders are returned to Company because these shareholders provided the wrong addresses; or fulfilled votes are sent to Company after the deadline of 17th March 2016; or the shareholder does not submit the written ballot.
- **Invalid vote:** those votes described below:
 - ✓ Returned votes do not observe regulation of Nam Long Investment Corporation;
 - ✓ Returned votes do not contain Nam Long Investment Corporation's seal;
 - ✓ Returned votes do not include signature of individual shareholders or legal representative as stated in power of attorney or legal representative of corporate shareholders.

E. VOTING SUMMARY RESULTS:

1. Total votes sent out:

The Company sent out 779 letter containing voting ballots to 779 shareholders as per shareholder list recorded on 19th January 2016.

2. Votes received from shareholders:

- By the close of business on 17th March 2016, the Board has received 82 votes, represented for 126,582,882 shares, occupy 89.41% total shares.
- Hence, after the Company sent out 779 votes, there are: 81 valid votes; 1 invalid votes; 717 returned votes due to (i) these shareholders provided the wrong addresses, (ii) fulfilled votes are sent to Company after the deadline of 17th March 2016, (iii) the shareholder does not submit the written ballot.

3. Voting summary results:

❖ **Matter I: Issue Convertible Bonds to strategic investors**

Votes	# of votes	Total shares	(%)
"Approve"	72	118,163,520	83.47
"Disapprove"	4	989,436	0.70
"No opinion"	5	7,152,132	5.05
Invalid votes	1	10	0.00
Returned votes; not sent or sent to the Company after 17/03/2016	717	15,267,059	10.78
TOTAL	799	141,572,157	100.00

Approve Matter I: according to voting collection principles and calculation on approval percentage, total votes approved the Matter I are 72 votes, equivalent to 118,163,520 shares, occupy 83.47%.

❖ **Matter II: Issue Converted Shares on Conversion Date to bondholders**

❖ Votes	# of votes	Total shares	(%)
"Approve"	71	118,163,320	83.47
"Disapprove"	4	989,436	0.70
"No opinion"	6	7,152,332	5.05
Invalid votes	1	10	0.00

Returned votes; not sent or sent to the Company after 17/03/2016	717	15,267,059	10.78
TOTAL	799	141,572,157	100.00

Approve Matter II: according to voting collection principles and calculation on approval percentage, total votes approved the Matter II are 71 votes, equivalent to 118,163,320 shares, occupy 83.47%.

❖ **Matter III: Authorization to the Board of Directors**

❖ Votes	# of votes	Total shares	(%)
"Approve"	74	118,212,238	83.50
"Disapprove"	4	989,436	0.70
"No opinion"	3	7,103,414	5.02
Invalid votes	1	10	0.00
Returned votes; not sent or sent to the Company after 17/03/2016	717	15,267,059	10.78
TOTAL	799	141,572,157	100.00

Approve Matter III: according to voting collection principles and calculation on approval percentage, total votes approved the Matter II are 74 votes, equivalent to 118,212,238 shares, occupy 83.50%.

F. MATTERS HAS BEEN APPROVED:

I. Issue Convertible Bonds to strategic investors

Approve to issue Convertible Bonds to strategic investors based on the content of Submission of the Board with approve voting ratio 83.47%.

II. Issue Converted Shares on Conversion Date to bondholders

Approve to the issue Converted Shares on Conversion Date to bondholders based on the content of Submission of the Board with approve voting ratio 83.47%.

III. Authorization to the Board of Directors

Approve to the Authorization to the Board of Directors based on the content of Submission of the Board with approve voting ratio 83.50%.

This voting summary report completed at 10.30am on 18th March 2016 and has been approved by Voting Collection Committee, and was simultaneously read to the BOD of Nam Long Investment Corporation.

HEAD OF VOTING COLLECTION COMMITTEE



TRAN THANH PHONG

**LEGAL REPRESENTATIVE
CHAIRMAN**



NGUYEN XUAN QUANG

COLLECTING SUPERVISOR



VUONG THUAN

CHIEF OF BOD OFFICE



NGUYEN THI THU UYEN

SECRETARY



NGUYEN THI HUONG

