

Ho Chi Minh City, August 28, 2015

**SUBMISSION OF THE BOARD  
COLLECTING WRITTEN OPINIONS OF SHAREHOLDERS**

*On the election of 01 additional Board Member and the amendment of Company Charter*

**To: SHAREHOLDERS OF NAM LONG INVESTMENT CORPORATION**

Pursuant to:

- Enterprise law No 68/2014/QH13;
- The prevailing Charter of Nam Long Investment Corporation;
- Board of Directors Resolution No. 28/2015/NQ/HĐQT/NLG dated August 10, 2015;
- Valid director nomination from shareholders sent to Nam Long Investment Corporation on August 10, 2015

**A. COMPANY'S INFORMATION**

- Company name : Nam Long Investment Corporation
- Ticker : NLG
- Address : 6 Nguyen Khac Vien, Tan Phu Ward, District 7, Ho Chi Minh City
- Tel : (84.8) 54161718 Fax: (84.8) 54171819
- Business Registration Certificate: No. 4103004194 issued by Department of Planning and Investment of Ho Chi Minh City for the first time on December 27<sup>th</sup> 2005 and No. 0301438936 issued by Department of Planning and Investment of Ho Chi Minh City, 14<sup>th</sup> registered on August 17<sup>th</sup> 2015.

**B. THE PURPOSE OF OBTAINING VOTES**

- Nam Long Investment Corporation (the "Company") has recently received many suggestions from investors, especially the foreign investors, who want to contribute capital to and co-operate with the Company. From the approval of ASM in Resolution No. 01/2015/NQ/ĐHĐCĐ/NLG dated April 25<sup>th</sup> 2015, the Company successfully issued 7,100,000 shares for a strategic investor. The strategic investor would like to participate in Board of Directors to contribute their expertise for the sustainable development of the Company.
- The existing Board of Directors' tenure will end at the AGM in 2016. The election of the new Board of Directors for the term from 2016 to 2021 will be taken in this meeting. Therefore, the amendment of current charter prior to the 2016 AGM is necessary to create a legal framework for our future desired Board of Directors structure.
- For the above reasons, the Board of Directors would like to seek the approval of the shareholders for the election of 01 additional Board Member to continue the term from 2011 to 2016 and the amendment of the Company Charter.

**C. THE MATTERS TO BE APPROVED**

**I. APPROVE THE ELECTION OF 01 ADDITIONAL BOARD MEMBER**

Elect 01 additional member for the Board of Directors for the continuous term of 2011-2016. Information of 01 nominated candidate is as follows:



#	Name	Gender	YOB	Nationality	Professional qualification	Recent position	Interest conflict with NLG
1	Mr Linson Lim Soon Kooi	Male	1961	Malaysia	Construction Engineer	- General Director of Keppel Land Vietnam Limited - President of Keppel Land Philippines Property Inc. - Director of Ibeworth Pte. Ltd	None

The following related documents were posted on the website through the link: <http://namlongvn.com/vn/governance.html> for Shareholders' information:

- ✓ Director Recommendation Form
- ✓ BOD candidate's resume

## II. APPROVE THE AMENDMENT OF THE CHARTER

### II.1 Article 24.2 of the Charter

*The prevailing version:*

"Shareholders who hold the shares with voting rights for a consecutive period of at least six (6) months shall have the right to aggregate the number of voting rights of each such shareholder to nominate candidates to the Board of Directors. A shareholder or a group of shareholders which holds from nine (9) per cent to less than twenty (20) per cent of shares with voting rights for a consecutive period of at least six (6) months shall be entitled to nominate one candidate; which holds from twenty (20) per cent to less than thirty (30) per cent shall be entitled to nominate two candidates; which holds from thirty (30) per cent to less than forty (40) per cent shall be entitled to nominate three candidates; which holds from forty (40) per cent to less than fifty (50) per cent shall be entitled to nominate four candidates; which holds from fifty (50) per cent to less than sixty (60) per cent shall be entitled to nominate five candidates; which holds from sixty (60) per cent to less than seventy (70) per cent shall be entitled to nominate six candidates; which holds from seventy (70) per cent to less than eighty (80) per cent shall be entitled to nominate seven candidates, and which holds from eighty (80) per cent to less than ninety (90) per cent shall be entitled to nominate eight candidates."

*Adjust to:*

Shareholders who hold the shares with voting rights for a consecutive period of at least six (6) months shall have the right to aggregate the number of voting rights of each such shareholder to nominate candidates to the Board of Directors. A shareholder or a group of shareholders which holds from six (06) per cent to twelve (12) per cent of shares with voting rights for a consecutive period of at least six (06) months shall be entitled to nominate one (01) candidate; which holds from above twelve (12) per cent to eighteen (18) per cent shall be entitled to nominate two (02) candidates; which holds from above eighteen (18) per cent to twenty four (24) per cent shall be entitled to nominate three (03) candidates; which holds from above twenty four (24) per cent to thirty (30) per cent shall be entitled to nominate four (04) candidates; which holds from above thirty (30) per cent to thirty six (36) per cent shall be entitled to nominate five (05) candidates; which holds from above thirty six (36) per cent to forty two (42) per cent shall be entitled to nominate six (06) candidates; which holds from above forty two (42) per cent to forty eight (48) per cent shall be entitled to nominate seven (07) candidates; which holds from above forty eight (48) per cent to fifty four (54) per cent shall be entitled to nominate eight (08) candidates; which holds from above fifty four (54) per cent to sixty (60) per cent shall be entitled to nominate nine (09) candidates; which





holds from above fifty six (60) per cent to sixty six (66) per cent shall be entitled to nominate ten (10) candidates; which holds above sixty six (66) per cent or more shall be entitled to nominate eleven (11) candidates.

## II.2 Article 33.2 of the Charter

*The prevailing version:*

Shareholders who hold shares with voting rights for a consecutive period of at least six (6) months may collect votes in order to nominate candidates to the Inspection Committee. A shareholder or a group of shareholders which holds from nine (09) per cent to less than twenty (20) per cent of voting shares for a consecutive period of at least six (6) months shall be entitled to nominate one (1) candidate; which holds from twenty(20) per cent to less than thirty (30) per cent shall be entitled to nominate two (2) candidates; which holds from thirty (30) per cent to less than forty (40) per cent shall be entitled to nominate three (3) candidates; which holds from forty (40) per cent to less than fifty (50) per cent shall be entitled to nominate four candidates and which holds from fifty (50) per cent to less than sixty (60) per cent or more shall be entitled to nominate five candidates.

*Adjust to:*

Shareholders who hold shares with voting rights for a consecutive period of at least six (06) months may collect votes in order to nominate candidates to the Inspection Committee. A shareholder or a group of shareholders which holds from six (06) per cent to twelve (12) per cent of shares with voting rights for a consecutive period of at least six (06) months shall be entitled to nominate one (01) candidate; which holds from above twelve (12) per cent to eighteen (18) per cent shall be entitled to nominate two (02) candidates; which holds from above eighteen (18) per cent to twenty four (24) per cent shall be entitled to nominate three (03) candidates; which holds from above twenty four (24) per cent to thirty (30) per cent shall be entitled to nominate four (04) candidates; which holds from above thirty (30) per cent shall be entitled to nominate five (05) candidates.

BOD hereby would like to submit this Proposal for shareholders' consideration and voting for the above matters in the "Voting memo" (enclosed) and send to the Company **before 17:00 on September 11<sup>th</sup> 2015**, attention to below address:

Attn: **Ms Nguyen Thi Thu Uyen** – Chief of BOD Office

**NAM LONG INVESTMENT CORPORATION**

No. 6 Nguyen Khac Vien, Tan Phu Ward, District 7, Ho Chi Minh City

Tel: (84.8) 54161718

Fax: (84.8) 54171819

Email: [qhcd@namlongvn.com](mailto:qhcd@namlongvn.com)

**NAM LONG INVESTMENT CORPORATION  
ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**



**NGUYEN XUAN QUANG**