



NAM LONG

NAM LONG INVESTMENT CORPORATION

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Ho Chi Minh City, April 16, 2015

**BOARD OF DIRECTORS' SUBMISSIONS
IN NAM LONG INVESTMENT CORPORATION'S ANNUAL GENERAL
MEETING 2015.**

(On private placement)

Pursuant to

- Enterprises Law 2005,
- Prevailing Company Charter of Nam Long Investment Corporation,
- Board of Directors' Resolution No. 18/2015//NQ/HĐQT/NLG date 15 April 2015.

Nam Long Investment Corporation (the "Company") has recently received interests from investors who want to contribute capital and to co-develop with the Company. Therefore, in order to increase working capital for main business, Company intends to issue new shares for strategic investors.

The Board of Directors would like to seek the approval of the shareholders for the private placement to strategic shareholders with details as follows:

I. THE OFFERING STRUCTURE FOR STRATEGIC INVESTORS

Approve private placement to strategic investors:

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|----------------------------------|---|
| ▪ Name of issuing share: | Share of Nam Long Investment Corporation. |
| ▪ Type of issuing share: | Ordinary share. |
| ▪ Par value: | 10,000 VND/share. |
| ▪ Total number of issued shares: | maximum 15.000,000 shares. |
| ▪ Offering method: | Private placement. |
| ▪ Targeted investors: | Strategic investors including local and foreign investors who have strong financial capacity and can be able to support for Nam Long's main businesses. |
| ▪ Expected issuing price: | 19,000 – 21,000 VND/share. |
| ▪ Expected time of issuance: | Authorized to the Board of Directors ("BOD") to decide appropriate time in Quarter 2 or in Quarter 3 of 2015. |
| ▪ Restriction on transferring: | Newly issued shares for strategic investors shall be lock up within 1 (one) year since the date of issuance. |
| ▪ Use of Proceeds: | Proceeds from this private placement would be used as additional working capital for Company's |



main business.

- The increase of the Company chartered capital: Approval of the increase of the Company chartered capital in Business Registration Certification corresponding to total value of newly issued shares, basing on the data in Result Report sent to The State Securities Commission ("SSC").

II. INCREASE OF THE CHARTER CAPITAL CORRESPONDING TO TOTAL PAR VALUE OF NEWLY ISSUED SHARES

Approval of increase of the charter capital and amending the charter capital in Business Registration Certification corresponding to total par value of newly issued shares in each issuance.

III. LISTING NEWLY ISSUED SHARES

Approval for all newly issued shares for private placement as stipulated on Article I to be listed on Ho Chi Minh Securities Exchange ("HOSE") and deposited on Vietnam Securities Depository ("VSD") right after the Company reports the results of issuances to SSC corresponding to each issuance.

IV. AUTHORIZATION FOR BOD

▪ **For private placement:**

- ✓ Choose appropriate investors; decide volume of issued shares; issuing price for each investor; time of issuance; built up the detailed plan for using proceeds from the private placement;
- ✓ Perform the private placement with the Offering Structure approved by the shareholders, as well as supplement and amend this Offering Structure basing on requests of state authorities and result of negotiation with investors. The amended termsheet must ensure the benefit of shareholders and compliant with the provisions of law.

▪ **For others:**

- ✓ Perform all necessary procedures to issue new shares, list, deposit these shares issuing for strategic investors; and
- ✓ Perform all necessary procedures to amend the charter capital in Business Registration Certification corresponding to total par value of newly issued shares in each issuance.

BOD hereby would like to submit this Proposal to the Annual General Shareholders' Meeting 2015.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**



NGUYEN XUAN QUANG