

**REPORT OF THE BOARD OF DIRECTORS
NAM LONG INVESTMENT CORPORATION****A. THE OPERATION OF THE BOARD IN 2015****1. Business performance in 2015:**

In 2015, the macroeconomic position in general and real estate industry in particular have been in positive changes. GDP growth reached over 6.5%, new Housing and Real Estate Business laws 2014 were approved and have been effective commencing from 7 January 2015; the confidence of corporate investors, enterprises, and home buyers has been regained, etc... are the important "active ingredients" for real estate market to recover and develop.

With Nam Long, last year the Company achieved tremendous growth with 2000 of units were sold, revenue and profit increased by 45% and by 115 %, respectively as compared to 2014. Nam Long has strategy to differentiate its product lines with EHome, Flora, Nam Long Home... addressing wide range interest of homebuyers and create new demand for apartments, town houses, small villas for every Vietnamese families to buy. 2015 was also the year that Nam Long continually "extend its arm" with strategic cooperation from lbeworth of Keppel Land - a leading real estate corporation in Singapore and two major investors from Japan, i.e. Hankyu Realty and Nishi Nippon Railroad at project level. Those successes have been the Pride and the most solid Foundation for Nam Long to speed up.

For year-end 2015, the net revenue of Nam Long reached VND 1,259bil, equivalent to 86% of BP. The Board believes that this performance satisfies the expectation of shareholders.

Followings are key audited numbers of audited 2015 performance:

Unit: VND bil

No	Items	Actual 2015	Planning 2015	Percentage completion
1	Net revenue	1,259	1,459	86%
2	Profit before tax	276	234	118%
3	Profit after tax	209	181	115%
4	Net profit after minority interest	206	179	115%
5	Earnings per share (VND)	1,462		

2. Board's operation in 2015:

The Board always conformed to the legal regulations, Company Charter and Corporate Governance Regulations; closely supervised company operations to issue appropriate decisions, as well as controlled the execution of the Board of Management in order to protect company common interests.

During 2015, the Board had organized 4 meetings on 5 Feb 2015, 3 April 2015, 8 Aug 2015, and 18 Dec 2015, and issued 47 resolutions/decisions (enclosed in the attached Annex).

Followings are key tasks implemented by the Board in 2015 to enhance corporate governance and management abilities as well as increase values for the whole group.

- a. Operating the Board's organization and operations in a professional manner, to meet international standards and practices.
- b. Directed BOD sub-committees to exercise their roles in verifying investment plans, find solutions for key personnels, and compliance mangement to ensure governance and management capabilities of the BOM. Key execution tasks are as follows:

i) Invesment Committee

- Direction on BP 2015, the profit distribution plan in 2015 and the plan for three-year BP 2015-2017.
- Directing the investment partnership with Japanese Investor for projects Flora Anh Dao (Ehome 6) and Greenhill (Ehome 7).
- Directed, supervised and supported the management in private placement for strategic investors - Ibeworth Pte Ltd, belongs to Keppel Land Group.

ii) Audit Committee

- Evaluation and support on the selection of Ernst & Young Vietnam as the auditor for 2015 financial reports based on the authorization of AGM 2015.
- Verified financial statements for year-end 2015.
- Supervised and ensured the operations of CEO and the management to comply with legal regulations, company charter, Corporate Governance Regulations and commitments to strategic partners. The supervisory range included:
 - o The management's compliance with 2015 GSM's resolutions.
 - o The daily mangement operation comply with Enterprise Law, company charter and Corporate Governance regulations, and prevailing Charter of Authorizations (COAs).
 - o The assessment and appraisal of quarterly, semi-annual and annual performance.
 - o Requests on the management to follow the Board's timely guidance.
- Conduct interal audit for key subsidiaries in Nam Long Group.
- Establisning risk management plan across the Group and facilitate the process of risk management from 2016.

iii) Human Resources and External Relations (HRER)

- Directing the recruitment of key personel for Board of Management.
- Completing and implementating the ESG policy for executives.
- Controlling, reviewing, evaluating on BP 2015 execution of CEO.

iv) Shareholder Relation and Invesment Relation

- Directed the additional listing of 7,100,000 shares issued to Ibeworth Pte Ltd and 502,878 shares issued for employees under ESOP policy, effective trading date on 31 July 2015.
- Implementating the investor relation activitives.
- Implementating of the public information disclosure on stock exchange market to ensure time compliance and transparency prescribed by law.
- Building Nam Long brand and increasing the value of NLG shares thru Investment Relations activities (IR).

v) Independent Board Member's activities

- Mr. Ngian Siew Siong, in his role of an independent Board member, had conducted various consulting sessions for Board of Management about real estate management and development, project management and development, construction management, sales management, information system management, Human Resources processes, etc...

3. Operation Expenses of the Board and Inspection Committee in 2015:

AGM on 25/04/2015 approve operation budget for the Board, Inspection Committee and Sub-committees at VND 6,600bil.

For year-end 2015, total actual operation expense and remuneration for the Board and Inspection Committee were VND 5.714bil (Five billion seven hundred fourteen million Vietnam dong).

B. ACTION PLAN OF THE BOARD IN 2016

Following the direction of 2015, this year Nam Long continues focusing on strengthening the organization, assigning tasks to subsidiaries in the real estate added-value chain. Human resources system, group finance and tax advantages will be strengthening, balancing and focusing on for most benefits and operation efficiency. In 2016, target sales units increases by 62%, target consolidated revenue increasing by 153% compared to 2015 target revenue, consolidated profit targets at least increases by 75% compared to that of 2015. These targets contribute solid foundation for Nam Long to gradually implement 3-year business plan reported to General Shareholders Meeting.

The Board of Nam Long proposes the action plan in 2016 with following critical contents:

i) Finance, Investment, Project

- Directing strategies and plans BP 2016 and 3-year BP 2016-2018 to achieve the 2020 vision and mission.
- Promoting project investment co-operation, in which focusing on calling investors for Casa, Phu Huu, Nguyen Son, Waterpoint projects.
- Developing new core business "Managing and Developing Commercial Properties and services" to be shall improve the living quality for residents, providing more utilities and services to Nam Long's homebuyers as well as bringing recurring revenue and profit for sustainable development of Nam Long.
- Focusing on strong development of Nam Long's three product lines: Flora, Ehome, and Nam Long Home to meet the large market demand.
- Increasing land bank for Nam Long's key product lines via project transfer and co-operation with land owners.
- Speeding project development procurement in essential projects to ensure the cash inflows for following years.

ii) Group Finance and Human Resources

- Implementing the Group's internal audit under the internal audit plan has been approved.
- Strengthening the organization, assigning tasks to subsidiaries in the real estate added-value chain. Structuring the human resources system, balancing the group finance and tax advantages for most benefits and operation efficiency. Structuring the human resources system to create the highest motivation for the staffs,

achieving the general goals of the Group and strengthening consolidated revenue and profit figures.

- Strengthening the organization basing on three core values: Professionalism, Integrity, and Ownership. Training on leadership management for executive managers. Structuring and developing successors. Recruiting and developing employees with strong technical and management skills.

iii) Corporate Governance

- Intensifying the operations of 3 sub-committees: Investment, HRER, Audit Committee and Shareholder Relation in order to improve the Board's governance efficiency.
- Intensifying the supervision, control and the mechanism of periodical reporting between the Board and the Management.
- Implementating the risk management process in the whole Group.

iv) Investment Relation

- Continue building Nam Long brand and increasing the value of NLG shares thru Investment Relations activities (IR).

v) Independent Board Member

- Continually implimentating consulting plans, consulting for the Management to strengthen management and operation capability.

The Board has considered and proposed the Business Plan of 2016 as follows:

Unit: VND bil

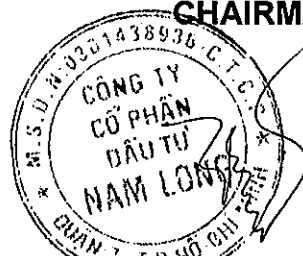
No	Target	Plan 2016	% vs 2015
1	Net Revenue	3,187	253%
2	Profit before tax	495	179%
3	Profit after tax	399	191%
4	Net profit after minority interest	360	175%

The Shareholder General Meeting dated 23 Apr 2016 will elect Board of Directors for new term 2016-2021. Accordingly, Board of Director new term shall continue to closely follow up all changes in Government's policies as well as the economic and market fluctuations in order to keep the company growth and to ensure the benefits committed with shareholders.

To overcome challenges and achieve common targets, the Board of Nam Long requests the support and long-term commitment from Shareholders, partners and all of Nam Long staffs.

Yours sincerely,

**ON BEHALF OF THE BOARD
CHAIRMAN**



NGUYEN XUAN QUANG

ANNEX: LIST OF BOARD'S RESOLUTIONS/DECISIONS IN 2015

No	Number of Resolution/Decision	Date	Content
1	01/2015/ NQ/HĐQT/NLG	02/01/2015	Approve new CEO recruitment process Approve the temporary Organization Chart Approve the AGM & BOD Meeting Plan 2015
2	02/2015/ NQ/HĐQT/NLG	05/01/2015	Approve the increasing charter capital from 1,210,135,230.000 VND to 1,339,692,790,000 VND
3	03/2015/NQ/HĐQT/NLG	13/01/2015	Approve the selection of Nam Khang to be the Contractor for the items of piling, foundation and ground floor works for The Golfview – Ehome 6
4	04/2015/NQ/HĐQT/NLG	13/01/2015	Approve the selection of Nam Long ADC to be the Project Management Consultant, Sales and Marketing Management and Finance and Accounting Management for the items: Phase 3 - Block B2, A7, A8 - Ehome 3 West Saigon
5	05/2015/QĐ/NLG	13/01/2015	Approve the recruitment of Mr. Pham Brian Quan for Managing Director position – Finance, Investment and Investment Relation
6	03/2015/QĐ/HĐQT/NLG	13/01/2015	Approve the selection of Nam Khang to be the Contractor for the items of piling, foundation and ground floor works for Ehome 6
7	04/2015/QĐ/HĐQT/NLG	13/01/2015	Approve the selection of Nam Long ADC to be the Project Management Consultant, Sales and Marketing Management and Finance and Accounting Management for the items: Phase 3 - Block B2, A7, A8 - Ehome 3
8	06/2015/QĐ/NLG	14/01/2015	Approve the appointment of Mr. Pham Brian Quan to be the Acting General Director
9	05/2015/NQ/HĐQT/NLG	28/01/2015	Approve the conversion Nam Khang from a Joint Stock Company to a One member Limited Liability Company
10	05a/2015/ NQ/HĐQT/NLG	28/01/2015	Approve the appointment of Nam Long's representatives at Nam Khang One member Limited Liability Company
11	06/2015/NQ/HĐQT/NLG	26/01/2015	Approve NLIC to sign contract with Nam Khang Investment Corporation for the construction of internal infrastructure of Block C3, C4 of Ehome 4 Binh Duong project
12	07/2015/NQ/HĐQT/NLG	05/02/2015	Approve the investment plan in Thao Nguyen Real Estate Investment & Business Ltd., Co. (Ehome 7 project)
13	08/2015/NQ/HĐQT/NLG	05/02/2015	Approve the borrowing from Nam Phan Investment Corporation
14	09/2015/NQ/HĐQT/NLG	13/02/2015	Approve to authorize Human Resources and External Relations Committee (HRER) to appoint personel to participate in management at companies or BCC projects that Nam Long invested in
15	10/2015/NQ/HĐQT/NLG	13/02/2015	Approve performance bonus for staff Approve profit sharing policy for the Board of Management and shall submit to AGM April 2015 for approval Approve the submission to ASM to issue the ESOP Approve NLIC operation budget for 2015 Approve to use shares pool for ESG for 3 years and shall submit to AGM April 2015 for approval Approve the recruitment plan for CEO position Approved operation budget for BOD, BOD sub-committees and IC for 2015 and shall submit to ASM April 2015 for approval
16	11/2015/NQ/HĐQT/NLG	10/03/2015	Approve the liquidation of BCC contract for 63 townhouses at provincial road 830 – Long An between NLIC and Nam Khang Investment Corporation
17	12/2015/NQ/HĐQT/NLG	10/03/2015	Approve the transfer of all of Nam Long's contributed capital in Nam Long – Mipha Ltd. Co.
18	13/2015/NQ/HĐQT/NLG	10/03/2015	Approve for Nam Long to own 100% capital of Nam Long Real Estate Transaction Floor
19	14/2015/NQ/HĐQT/NLG	12/03/2015	Approve the loan from Orient Commercial Bank
20	25/2015/QĐ/NLG	27/03/2015	Approve the appointment of Mr. Steven Chu for CEO position

21	30/2015/QĐ/NLG	30/03/2015	Assign the representative of capital at Nam Long Service
22	15/2015/ NQ/HĐQT/NLG	02/04/2015	Approve the selection of Nam Khang to be the Contractor for the items of back filling works for Flora Anh Dao and Ehome 4 Townhouse
23	16/2015/ NQ/HĐQT/NLG	06/04/2015	Approve the divestment in ASPL PLB – Nam Long Ltd. Co.
24	17/2015/ NQ/HĐQT/NLG	06/04/2015	Approve the 2014 audited performance and agree to submit the AGM for approval Approve AGM draft agenda and decide to convene the AGM 2015 at 09.00am on date 25 April 2015 Agree with the auditor appointment proposal for 2015 from Inspection Committee and agree with Inspection Committee to let Inspection Committee propose the AGM for approval Approve profit after tax distribution proposal for 2014 and agree to propose the AGM for approval Approve ESOP issuance plan and agree to propose the AGM for approval Approved BOD & Inspection Committee operation budget for 2015 and agree to propose the AGM for approval Approve the resignation of Mr. Do Ngoc Minh and agree to inform the AGM about the resignations of Mr. Cao Tan Bui and Mr. Do Ngoc Minh Approve the election of 2 additional BOD members and agree to propose the AGM for approval Approve the proposal to revise company charter and agree to propose the AGM for approval
25	18/2015/ NQ/HĐQT/NLG	15/04/2015	Approve the private placement for strategic investors
26	19/2015/ NQ/HĐQT/NLG	27/04/2015	Approve the registration of foreign ownership for private placement for foreign investors
27	20/2015/ NQ/HĐQT/NLG	20/05/2015	Approve the private placement for strategic investors
28	21/2015/ NQ/HĐQT/NLG	12/05/2015	Approve the 2nd dividend payment 2014
29	22/2015/ NQ/HĐQT/NLG	14/05/2015	Approve the ESOP issuance
30	23/2015/ NQ/HĐQT/NLG	26/05/2015	Approve the transaction with related party – Ms. Luong Thi Kim Thoa – Chief Accountant to buy an apartment of Ehome
31	24/2015/ NQ/HĐQT/NLG	19/06/2015	Approve the private placement for strategic investors - Ibeworth
32	25/2015/ NQ/HĐQT/NLG	23/06/2015	Approve the selection of NLADC as the EPC Contractor for Block B3B4C1C2 Ehome4 Binh Duong
33	26/2015/ NQ/HĐQT/NLG	23/06/2015	Approve the selection of NLADC & Nam Khang as construction management consultant/contractor for certain items works of Nam Long
34	27/2015/ NQ/HĐQT/NLG	01/07/2015	Approve the Auditor appointment for 2015
35	67/2015/QĐ/NLG	22/07/2015	Approve the resignation of Managing Director of NLIC
36	28/2015/ NQ/HĐQT/NLG	10/08/2015	Acknowledge 6-month 2015 business performance report and forecast business performance for last 6 months 2015 Acknowledge fund raising, investment, project construction, and sales & marketing reports Acknowledge on the Decree 60 updates regarding the room for foreign investors Acknowledge external auditor selection process Approve 1st dividend advance for 2015 by cash with dividend ratio at 1.89% on par value. Total amount of dividend is 26.8 bil VND for 141,572,157 shares, equivalent to 189 VND per share, and payout in September 2015 Agree on the election a Board member of Nam Long Investment Corporation to continue the term of 2011-2016 and agreed to submit the General Shareholders Meeting for approval by voting Agree to modify the Company Charter as proposed and agreed to submit the General Shareholders Meeting for approval by voting
37	28a/2015/ NQ/HĐQT/NLG	10/08/2015	Approve 1st dividend advance for 2015 by cash with dividend ratio at 1.89% (extract from Resolution of the Board No.28)

38	28b/2015/ NQ/HĐQT/NLG	10/08/2015	Approve to to submit the General Shareholders Meeting for approval by voting (extract from Resolution of the Board No.28)
39	29/2015/NQ/HĐQT/NLG	02/10/2015	Approve the acquisition of Hoang Nam project
40	30/2015/NQ/HĐQT/NLG	02/10/2015	Approve the acquisition of Phuc Luu Quang project
41	31/2015/ NQ/HĐQT/NLG	23/11/2015	Approve the Executive Stock Grant (ESG) Policy
42	32/2015/ NQ/HĐQT/NLG	23/11/2015	Approve the capital representative at ASPL PLB - Nam Long Ltd.
43	33/2015/ NQ/HĐQT/NLG	23/11/2015	Approve the related parties transaction (Nam Khang and NLADC)
44	34/2015/ NQ/HĐQT/NLG	01/12/2015	Approve the purchasing stakes of Nam Phan's minority shareholders
45	35/2015/ NQ/HĐQT/NLG	28/12/2015	Acknowledge 9-month business performance 2015 and business performance forecast for full year 2015 Acknowledge BP2016 and update 3 years BP2016-2018 presentation Acknowledge fund raising updates Acknowledge presentations on Nam Long Group and Nam Long IC organization charts. The Board assign Board of Management to complete Nam Long Group and Nam Long IC organization charts, authorize HRER to review the charts and submit for Board's approval by voting Acknowledge draft 2016 working plan of 3 sub-committees, Board office, and Shareholder Relations Board Agree on AGM & BOD meeting schedule 2016 Agree on operation budget 2016 of BOD & IC and agree to submit for AGM's approval Approve investing VND 32bil into ASPL PLB – Nam Long Ltd. Co. (increase charter capital) Agree on the convertible bond issuance plan
46	35a/2015/ NQ/HĐQT/NLG	28/12/2015	Approve the convertible bond issuance plan (Extraction from Board Resolution No. 35)
47	35b/2015/ NQ/HĐQT/NLG	28/12/2015	Approve the increasing charter capital for ASPL PLB - Nam Long Ltd. (Extraction from Board Resolution No. 35)

