



**NAM LONG**

**NAM LONG INVESTMENT CORPORATION**

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HCMC, 22<sup>nd</sup> April 2017

**BOD'S SUBMISSION ON ESG SHARE ISSUANCE 2017  
ANNUAL GENNERAL SHAREHOLDERS' MEETING  
NAM LONG INVESTMENT CORPORATION**

Pursuant to:

- Enterprises Law 2014;
- The prevailing Company Charter of Nam Long Investment Corporation;
- General Shareholders' Meeting Resolution No. 01/2015/NQ/HĐQT/NLG dated 25 April 2015;
- Board of Directors Resolution No. 31/2015/NQ/HĐQT/NLG dated 23/11/2015 approving ESG policy.

Board of Directors of Nam Long Investment Corporation kindly submits to Shareholders for approval on the followings:

**1. Article 1: Approve the issuance of new shares to implement Company's ESG policy as per business performance of 2016.**

Pursuant to the Employee Shares Grant Program for senior managers ("ESG") 2015 – 2017 approved by General Shareholders' Meeting in Resolution No. 01/2015/ NQ/HĐQT/NLG dated 25/04/2015, in which total number of shares is 6,237,335 and maximum amount does not exceed 7,796,668 shares;

Pursuant to business performance 2015, Nam Long successfully issued 542,353 ESG shares in first round of 2016 (equivalent to 60% of total 903,921 shares approved by AGM 2016);

Pursuant to audited business performance 2016;

Board of Directors respectfully submits to Board of Shareholders to approve:

**a. Total estimated ESG shares:**

No.	Content	No. of shares
1.	Number of ESG shares issued for second round of 2016 (equivalent to 20% of total 903.921 shares approved by AGM 2016)	180,784
2.	Estimated maximum number of ESG shares issued for first round of 2017 based on business performance 2016 (equivalent to 50% of total 1,588,825 shares for ESG 2017)	794,412
	<b>Total maximum number of ESG shares will be issued in 2017 (including second round of 2016 and first round of 2017)</b>	<b>975,196</b>



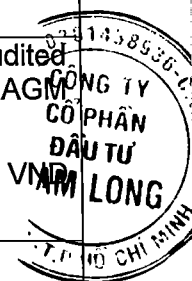
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**b. The employee stock ownership plan as follow:**

3.	Name of share	Share of Nam Long Investment Corporation
4.	Type of share	Common share
5.	Par value	10,000 VND/share
6.	Total number of issued shares	142,114,510 shares
7.	Number of Outstanding shares	142,114,510 shares (based on Audited Un-consolidated Financial Report 2016)
8.	Number of Treasury shares	6,502,165 shares (owned by a subsidiary)
9.	Issuance purpose	Implement ESG plan approved in 2015 based on business performance 2016
10.	Total number of issued shares (estimated)	Expected maximum number of ESG shares issued in 2017 is <b>975,196</b> shares
11.	Total par value (estimated)	Expected maximum 9,751,960,000 VND
12.	Issuing rate ( <i>issued shares / outstanding shares</i> )	0.69%
13.	Issuing price	0 VND/share
14.	Source of Fund	Bonus and welfare fund on Company's audited Equity Report issued on May 2017, after AGM 2017 approving to extract welfare fund. The extracted capital from welfare funds is VND 9,751,960,000.
15.	Transfer restriction	No restriction to transfer
16.	Issuing date	By 30 <sup>th</sup> August 2017 and after AGM 2017 approving the extraction for welfare fund
17.	Latest ESG	Issuance of 542,353 shares to senior managers at Quarter 3/2016



**2. Article 2: Approve to authorize Chairman of BOD to:**

- Decide on the total ESG share to be issued in 2017 within the above mentioned total number approved ESG shares and approve the specific number of ESG shares for each beneficiary of ESG policy based on the ESG policy of relevant year;
- Actively extracting welfare funds based on the approval of Shareholders for ESG 2017;
- Actively prepare and submit issuance dossiers to State Securities Commission ("SSC"). And actively revise issuance plan (including supplementing, revising and completing issuance dossiers and related documents as requested by SSC as well as other state authorities).
- Choose appropriate time for issuance date.
- Implement all necessary procedures for the issuance, depository of these additional shares at Vietnam Securities Depositories, subsequent listing at Ho Chi Minh Stock Exchange for total issued shares according to above ESG policy;

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- Amend the articles relating to charter capital, shares in Company's Charter after the issuance (if any);
- Implement all necessary procedures to amend Company's Enterprise Registration Certificate related to the Charter Capital increase after each successful issuance based on this ESG policy;
- Instruct, control, and handle with matters arising during the implementation of above contents
- Other related works.

Respectfully propose to Board of Shareholders for consideration and approval.

FOR AND ON BEHALF OF BOD  
CHAIRMAN

