

**NAM LONG INVESTMENT  
CORPORATION**

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

No.: 40 /2017/TB/HĐQT/NLG

Hochiminh City, 24<sup>th</sup> April 2017

**DISCLOSURE OF INFORMATION ON THE STATE SECURITIES  
COMMISSION'S PORTAL AND HOCHIMINH STOCK EXCHANGE'S PORTAL**

To: - The State Securities Commission  
- Hochiminh Stock Exchange

- Organization name : NAM LONG INVESTMENT CORPORATION  
- Securities Symbol : NLG  
- Address : Floor 11<sup>th</sup>, Capital Tower  
06 Nguyen Khac Vien, Tan Phu Ward  
District 7, Hochiminh City, Vietnam  
- Telephone : (84-8) 54 16 17 18  
- Fax : (84-8) 54 17 18 19  
- Submitted by : Mr. Tran Thanh Phong  
Position: Permanent Vice Chairman/Party authorized to disclose information  
Information disclosure type:  Periodic  Irregular  24 hours  On demand

**Content of Information disclosure:**

1. Meeting minutes of NLIC's Annual General Shareholders Meeting 2017 no. 01/2017/BBH/ĐHĐCĐ/NLG and Resolution of NLIC's Annual General Shareholders Meeting 2017 no. 01/2017/NQ/ĐHĐCĐ/NLG dated 22<sup>th</sup> April 2017.
2. Resumes of elected Inspection Committee members to continue the term 2016 – 2021 at Annual General Shareholders Meeting on 22<sup>th</sup> April 2017.
3. Meeting minutes of Inspection Committee about election of Chief of Inspection Committee to continue the term 2016 - 2021

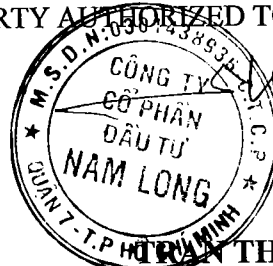
This information was disclosed on Company's website on 24<sup>th</sup> April 2017. Available at the following link: <http://www.namlongvn.com/thong-cao-bao-chi/>

I declare that all information provided in this paper is true and accurate; I shall be legally responsible for any misrepresentation.

*Attachment:*

- MOM and Resolution of AGM 2017
- Resumes of IC members to continue the term 2016 – 2021
- MOM of Inspection Committee

**ORGANIZATION REPRESENTATIVE  
PARTY AUTHORIZED TO DISCLOSE INFORMATION**



**TRAN THANH PHONG**  
PERMANENT VICE CHAIRMAN



**NAM LONG**

**NAM LONG INVESTMENT CORPORATION**

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

Tel: (84.8) 54 16 17 18 Fax: (84.8) 54 17 18 19 Website : [www.namlongvn.com](http://www.namlongvn.com)

No: 01/2017/BBH/ĐHĐCĐ/NLG

Ho Chi Minh City, 22 April 2017

**MEETING MINUTES OF  
NLIC'S ANNUAL GENERAL SHAREHOLDERS MEETING 2017**

**A. COMPANY INFORMATION**

Company name: **NAM LONG INVESTMENT CORPORATION**

Abbreviated name: **NLG**

Head office: Floor 11-12, Capital Tower, No 6 Nguyen Khac Vien, Tan Phu Ward, District 7, Ho Chi Minh City, Vietnam.

Tel: (84.8) 54 16 17 18 Fax: (84.8) 54 17 18 19 Website: [www.namlongvn.com](http://www.namlongvn.com)

Business License No 0301438936 issued by HCM Planning & Investment Department dated 01 Sep 2016 (15<sup>th</sup> Amendment).

**B. TIME & VENUE**

Time : 08:50 AM, on Saturday 22 April 2017

Venue : Lotte Legend Hotel Saigon.

2A-4A Ton Duc Thang str, District 1, HCMC.

**C. PARTICIPANTS AND STATUTORY CONDITIONS TO PROCEED THE MEETING**

All shareholders of Nam Long Investment Corporation per invitation letter (sent on 07 April 2017).

1. Total shareholders according to NLIC shareholder list recorded as of 20 Mar 2017 is 1,223 shareholders, holding 142,114,510 shares.
2. All shareholders show up at the AGM meet statutory conditions to attend the AGM: they are stake holders or proxy.
3. Total shareholders present at the AGM: 128 shareholders; own and represent for 80,339,402 shares, occupy 56.53% of total voting shares.
4. Total shareholders with proxy at the AGM: 72 shareholders; represent for 46,085,778 shares, occupy 32.43% of total voting shares.
5. **Total shareholders present or per proxy are: 200 shareholders, represent for 126,425,180 shares, occupy 88.96% of total voting shares.**
6. Total shareholders without proxy: 1,023 shareholders; represent for 15,689,330 shares, occupy 11.04% of total voting shares.

According to Article 141 of Enterprise Law and Article 18 of Company Charter, and the

number of shareholders present at the AGM today, the 2016 NLIC AGM meet satisfied quorum to convene.

#### D. MEETING CONTENTS

- Ms. Tran Thi Hai Duong, the MC, on behalf of the Organization Committee announced the opening, greetings, and introduction of delegators.
- Ms. Tran Thi Hai Duong, the MC, on behalf of the Organization Committee reported the number of shareholders attended the Meeting and announced the Meeting meets satisfied quorum to convene.
- Mr. Nguyen Xuan Quang, Meeting Chairman nominated the Meeting Chair of Panel, Secretariat, and Voting Board as follows:

##### **Chair of Panel**

- |                          |                         |
|--------------------------|-------------------------|
| 1. Mr. Nguyen Xuan Quang | Chairman                |
| 2. Mr. Tran Thanh Phong  | Permanent Vice Chairman |
| 3. Mr. Chu Chee Kwang    | CEO                     |

##### **Secretariat:**

- |                             |  |
|-----------------------------|--|
| 1. Mr. Truong Cong Nghia    | Deputy Chief of AGM Organization Committee |
| 2. Mr. Duong Van Thanh      | Corporate Lawyer                           |
| 3. Ms. Chau Ngoc Anh Nguyet | Secretary to BOD                           |
| 4. Ms. Vu Thi My Hanh       | BOD Office Executive                       |

##### **Voting Board:**

- |                               |                                   |
|-------------------------------|-----------------------------------|
| 1. Ms. Nguyen Thi Thanh Thao  | Chief of IC, Head of Voting Board |
| 2. Ms. Nguyen Thuy Hoai Huong | Investment Vice Director          |
| 3. Ms. Vo Thu Thuy            | Investment Analyst                |

##### **Information Support Panel**

- |                           |                            |
|---------------------------|----------------------------|
| 1. Mr. Chau Quang Phuc    | CFO                        |
| 2. Mr. Nguyen Minh Quang  | Sales & Marketing Director |
| 3. Ms. Nguyen Thanh Huong | CIO                        |

- 
- The above nomination and the working regulations of AGM 2017 (enclosed regulations) were 100% adopted by Shareholders.
  - Mr Nguyen Xuan Quang, Meeting Chair, introduced meeting agenda. The full agenda had been 100% adopted by shareholders.

The AGM Chair of Panel and Secretariat started the Meeting.

#### I. REPORTS

##### 1. **Nam Long highlights in 2016 – audited consolidated financial reports 2016**

Mr. Chu Chee Kwang, CEO, presented Nam Long highlights 2016 and audited consolidated financial reports 2016 (*enclosed report*).

## **2. Market overview, Strategies and Business plan 2017**

Mr. Chu Chee Kwang, CEO, presented Market overview, Strategies and Business plan 2017 (*enclosed report*).

- Ms Tran Thi Hai Duong, MC, updated on shareholders participation at 9.00 am. Total shareholders present: 183 people; represent for 125,326,150 shares, occupy 88,19% total voting shares.

## **3. Board 2016 Report and Board direction for 2017**

Mr. Nguyen Xuan Quang, BOD Chairman, presented BOD 2016 report and Board direction for 2017 (*enclosed report*).

## **4. Report of the Inspection Committee for 2016**

Ms. Nguyen Thi Thanh Thao, Chief of Inspection Committee, presented Report of the Inspection Committee 2016 (*enclosed report*).

## **5. Report on ESG Policy execution**

Mr. Ngian Siew Siong, Board member and Chair of HRER, presented on the execution of Executive Stock Grant (ESG) policy (*enclosed report*).

## **6. Proposal of operation budget and remuneration of BOD and IC for 2017**

Mr. Ngian Siew Siong, Board member and Chair of HRER, presented on the proposal of operation budget and remuneration of BOD and IC for 2017 (*enclosed report*).

## **7. Summary profile of IC nominees**

Mr. Ngian Siew Siong, Board member and Chair of HRER, presented resignation memo of 02 Inspection Committee and summary of profile of nominees for Inspection Committee to continue the term 2016 - 2021 (*enclosed report*).

## **II. SUBMISSIONS FOR AGM APPROVAL**

**A. Mr. Tran Thanh Phong, Permanent Vice Chairman, on behalf of the Board submitted the following 08 matters to be voted at the AGM**

1. Audited consolidated financial report 2016
2. 2016 profit distribution proposal
3. The issuance of new shares to pay Dividend 2016
4. Report of BOD in 2016
5. Business plan 2017 + profit distribution and dividend payment plans for 2017 and authorize BOD to organize the execution
6. Operation budget and remuneration of BOD and IC for 2017
7. Shares issuance for NLG executives (ESG shares)
8. Election of additional Inspection Committee Members to continue the term 2016 - 2021

*(Enclosed detailed submissions of above 08 voting matters)*

**B. Ms. Nguyen Thi Thanh Thao, Chief of Inspection Committee, on behalf of Inspection Committee submitted the following matters for AGM's approval**

1. Report of the Inspection Committee 2016
2. Proposal on selection of auditor for 2017

*(Enclosed detailed submissions of above 02 voting matters)*

## **III. DISCUSSION, QUESTIONS & ANSWERS**

Ms Tran Thi Hai Duong, MC, invites Information Support Panel for Q&A session as follows:

**Information Support Panel**

- |                           |                            |
|---------------------------|----------------------------|
| 1. Mr. Chau Quang Phuc    | CFO                        |
| 2. Mr. Nguyen Minh Quang  | Sales & Marketing Director |
| 3. Ms. Nguyen Thanh Huong | CIO                        |

Followings are our brief of motions, comments from the shareholders and responses from AGM Chair during the Discussion, Questions & Answer session:

**A. Questions raised by shareholders**

1. Shareholder represented for HSC raised following questions:
  - For Mizuki Park project, what is form of capital contribution between Nam Long and Japanese Investors (JIs)? By money or by land bank? How much is value of the capital contribution? Would we establish a new legal entity for this project?
  - Regarding Waterpoint project, what is current progress and sales plan of the project? With a huge investment value for this project, making up for 23% of total asset value of Nam Long, it might cause a big obstacle for the company by a possibility of no return on profit. Moreover, project location is far although its infrastructures is good. Therefore, what are Nam Long's marketing and sales strategies to overcome these disadvantages?
2. Shareholder 133 asked as follows:
  - How much is estimated profit of asset re-evaluation that Nam Long would use in joint-venture cooperation with JIs?
  - Have divestments of foreign shareholders like ASPL, Mekong Capital and IFC completed?
3. Shareholder Tran Van Cuong - Shareholder No. 82 asked following questions:
  - 2016 revenue only achieved 80% vs. plan. In 2017 business plan, has Nam Long worked out on action plan to get rid of root causes that made Nam Long be unable to achieve 2016 target?
  - In 2017 target revenue, how many products have been sold and left?
  - 2017 revenue mostly comes up in Quarter 4, will there be any risk foreseen regarding construction progress and sales plan in this case?
  - What are Nam Long steps to achieve the plan of becoming 1 Billion USD Company in 2020?
4. Shareholder Mr. Cao Van Hanh, shareholder code 161, asked about the business and sales performance of Nam Long in quarter 1 2017?
5. Shareholder Mr. Huu Thai, shareholder code 712, asked these following questions:
  - How is the legal status of projects under Nam Long portfolio? Is there any effect on compensation progress and cost to Nam Long when the land prices currently rises very quickly?
  - Nguyen Son project has an area of 37ha, therein, Nam Long cooperates with Japanese investors to develop the project in the area of 26ha, what is Nam Long's plan for the remaining area of 11ha?
6. Shareholder 266 asked that Mizuki Park project is located at Binh Chanh district, a new area with few projects, so how is the sales price and target customers plan of Nam Long?

7. Shareholder represented for PYN Elite Fund (NON-UCITS) asked that total number of issue shares in 2016 and 2017 is equivalent to how many percentage of number of outstanding shares?

## **B. Responses from AGM Chair**

1. Regarding questions of HSC Shareholder:

- Mrs. Nguyen Thanh Huong answered about Mizuki Park project as follows: total invested capital of the project is 8,000 billion VND. Nam Long and JIs have together established a new legal entity for the project with 1,600 billion VND of authorized capital, in which Nam Long contributes 50% by money and land, and JIs contribute for the rest by money.

- Mr. Chu Chee Kwang answered for Waterpoint project as follows:

This is a big-scale and potential project that was obtained with good purchase price in the past. 1/2000 planning design of the project had been approved, land use fee had been paid and Certificate of land use rights had been also issued. These factor would be very convenient for us to call for foreign investors having long-term development plan in Vietnam.

Besides, cost to maintain the project is negligible.

This project makes up for 23% of net book value of the company, however its price in the market is increasing much comparing to this the netbook value.

Development plan for the project: HCMC is a large urban area with total population of 10 million people. Getting experience from developed countries in the world, it is not worth considering with driving 30 to 40 minutes to the city center. Saigon-Trung Luong highway is also an advance for the project. Moreover, we also take another advantage of the west gateway that connects to Mekong Delta area. By these good factors, Nam Long believes we can make the project successful.

Nam Long has worked with many foreign partner recently for the best development plan for the project. At this moment, Nam Long would focus on seeking foreign investment to create attractive factors to the market like high-technology area, we will try best to call for investment and capital mobilization in 2017.

Furthermore, Nam Long has also received great support from Long An government and been invited for the project spreading trip in Janpan in May-June 2017.

Mr. Nguyen Xuan Quang added some more information: there are currently many local and foreign investors suggesting to repurchase this project from Nam Long and we are considering these requests.

2. Ms. Nguyen Thanh Huong answered questions of the Shareholder having Shareholder No. 133 as follows:

- Asset re-evaluation value of Mizuki Park project is 1,500 to 1,600 billion VND in which Nam Long recognizes 500 billion VND as profit in 2017.
- Foreign shareholders like ASPL and Mekong Capital completed their divestment with Nam Long. Based on shareholder list as of 05Apr2017, IFC has transferred most of their shares.

3. Mr. Chu Chee Kwang responded to questions of Shareholder Tran Van Cuong – Shareholder No.82 as follows:

- Company's revenue in 2016 only achieved 80% vs. plan due to Phu Huu project, specifically late legal approval from the government for Valora Kikyo. However, our company has repaired this project progress so far and sold most of the project products in our sales launching in Jan2017.

Regarding Nam Long's action to remove root cause of the above matter, Mr. Chu Chee

Kwang said that: Nam Long is now having a very good managing team and good staffs, our processes are also very clear and we are in good cooperation with our contractors. The most important thing we need to pay much more attention to improve is to push up working procedures of government for project legal approval.

- Regarding 2017 target revenue, Nam Long has recognized 650 billion VND from sold products and 760 billion VND of revenue through cooperation with JIs in Mizuki Park. Until now, we have achieved 40% of 2017 target revenue of total 3,562 billion VND. Besides, in our 2017 sales plan, Nam Long has set a target of 4,000 products and we are very confident to fulfil it. This is because the Quarter 2 has just started and we are having 3 more quarters to deliver. Sales results usually get big achievement in the rest quarters of the year.
- Regarding any risk arisen in term of sales and hand-over progress when 2017 revenue mostly comes up in Quarter 4, Mr. Chu Chee Kwang answered: we have started selling several products since the beginning of this year like Kikyo, and also launched another products since 2016 till now. The Quarter 1 has just ended and sales results usually increase in other quarters of the year so we are very confident in achieving what we have set without any risk on the way.

Nam Long will recognize revenue of Mizuky Park in 2018 and plan to early launch some shop-house products in 2017 to have revenue recognized in 2017.

Hoang Nam (Flora) project is going to be lauched in 2017 and its revenue will be recognized in 2018 and 2019.

- Mr. Chau Quang Phuc responded to the 1 Billion Company in 2020 question as follows:  
We need to focus on profit and PE factors to achieve the objective of becoming 1 Billion Company in 2020.

Nam Long had set an objective to become 1 Billion Company since 2013. During the last 3 years (2014 -2016), Nam Long's profit grows 90%/year in average and we need to maintain the average profit growth of 50%-60% from 2017 to 2020 to be 1 Billion Company in 2020. Nam Long is very confident in this growth based on our land bank and development plan. We spend 400 to 600 billion VND every year to invest in new land to achieve this objective.

If our growth is 50-60%/year as planned, Nam Long's profit till 2020 will be 1,500 billion VND approximately, besides, with PE of real estate industry of 12%/year, Nam Long will be 1 Billion Company in 2020.

4. Regarding the question from Shareholder Cao Van Hanh, Mr. Nguyen Minh Quang answered the business and sales performance of Nam Long in quarter 1 2017 as follows:

Different from previous years, in 2017, Nam Long speeded up the sales cycle, for example, on January 14<sup>th</sup>, Nam Long had the sales launching of Valora Kikyo project, and we sold 107 units out of 110 units in the morning.

On March 2017, we sold 73 units of Fuji Residence project, and it remains just 11 units at the end of March.

At the end of March 2017, Nam Long sold 600 units out of 789 units of Flora Fuji project and we plan to complete the sales in quarter 2 2017.

In quarter 2 2017, Nam Long will sell the remaining 20 units of Camelia Garden project.

Other projects such as Ehome 3, Ehome 4, Flora Anh Dao... are nearly sold out in quarter 1 2017.

5. Regarding to the question of shareholder Mr. Huu Thai, Mr. Nguyen Xuan Quang answered as follows:

- Regarding to the question of current legal status of projects under Nam Long portfolio,

Mr. Nguyen Xuan Quang said:

- Fuji Residence project (6ha): Nam Long completed the legal process and the payment of land use fees.
- Kikyo Residence project (17ha): Nam Long completed the planning legal process and temporarily paid the land use fees.
- Mizuki Park project (37ha): Nam Long completed the planning process, to be handed over the land and temporarily paid the land use fees. Nam Long is continuing to complete the project design, get the construction approval and officially pay the land use fees.
- Waterpoint project: compensated 99% of land area, and paid 95% of the land use fees in 2009.
- Hoang Nam project: paid the land use fees, Nam Long will continue to complete the planning and get the construction approval.

Those above projects qualify for Nam Long to sustainably develop in the next 3–5 years.

Almost projects of Nam Long completed the compensation process, thus, Nam Long will be less affected when the land prices currently rises very quickly.

- Regarding to the question about Nguyen Son project with area of 37ha, Nam Long cooperates with Japanese investors to develop the project in the area of 26ha, in the remaining area of 11ha, there is 2ha which will be developed into social housing project (Ehome S) and Nam Long has received the investment approval from the authorities. We are completing the design process and getting construction approval, and expecting sales launching on June 2017. Besides, on May and June 2017, Nam Long is going to sell 44 villas of Valora project. The remaining area of 4ha, which will developed into resettlement program, Nam Long completed infrastructure part, it is expected to hand over to whom in the resettlement program in quarter 2 and 3 2017.
6. Regarding to the question of Shareholder 266, Mr. Nguyen Minh Quang answered that Nam Long will develop Mizuki Park project into the 36ha urban area with harmonious landscape and it expectedly to be completed in 7 years.

Target customers of Mizuki Park project is in the ages from 25 to 45 years old and have stable income. The project is the combination between Vietnamese and Japanese culture, besides, it is located near China town, so potential customer of the project is including the Chinese community.

Southern area is not mentioned much in the market in compared with Eastern area, but Nam Long noted and prepared carefully marketing strategy to attract brokerage community partners and target customers. The detailed strategy will be disclosed soon.

7. Regarding the question from Shareholder represented for PYN Elite Fund (NON-UCITS), Ms. Nguyen Thanh Huong answered that the total number of issue shares in 2016 and 2017 is approximately 1,500,000 shares, equivalent to 1% of outstanding shares. These are naturally the grant shares, not the preferred shares, and are issued to whom satisfy the criterion of ESG policy which was approved at AGM 2015, and there are not any transfer restrictions for those shares.

#### IV. VOTING

Voting results at the Meeting were detailed below:

1. Audited consolidated financial report 2016



- AGM approved with voting ratio at 99.757%
2. 2016 profit distribution proposal  
AGM approved with voting ratio at 99.699%
  3. The issuance of new shares to pay Dividend 2016  
AGM approved with voting ratio at 99.234%
  4. Report of BOD in 2016  
AGM approved with voting ratio at 99.510%
  5. Business plan 2017 + profit distribution and dividend payment plans for 2017 and authorize BOD to organize the execution  
AGM approved with voting ratio at 99.454%
  6. Operation budget and remuneration of BOD and IC  
AGM approved with voting ratio at 90.055%
  7. Shares issuance for NLG executives (ESG shares)  
AGM approved with voting ratio at 90.217%
  8. Report of the Inspection Committee 2016  
AGM approved with voting ratio at 88.462%
  9. Proposal on selection of auditor for 2017  
AGM approved with voting ratio at 88.449%

## V. ELECTION

**The election results for 2 members of Inspection Committee as follows:**

1. Mr. Dang Hong Tan obtained win rate of 98.92%.
2. Ms. Nguyen Luu Tuyen obtained win rate of 100.17%.

## VI. CONCLUSION

**A. Based on the voting results stated above, the Shareholders Meeting approved:**

1. Audited consolidated financial report 2016
2. ~~2016 profit distribution proposal~~
3. The issuance of new shares to pay Dividend 2016
4. Report of BOD in 2016
5. Business plan 2017 + profit distribution and dividend payment plans for 2017 and authorize BOD to organize the execution
6. Operation budget and remuneration of BOD and IC
7. Shares issuance for NLG executives (ESG shares)
8. Report of the Inspection Committee 2016
9. Proposal on selection of auditor for 2017

**B. Based on the election results stated above, the Shareholders Meeting approved:**

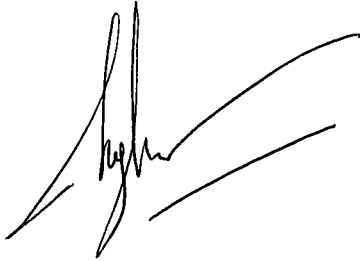
**To appoint the following members into Inspection Committee to continue the term 2016-2021**

1. Mr. Dang Hong Tan
2. Ms. Nguyen Luu Tuyen

The Meeting was dissolved at 12.45pm same date.

This Minutes had been read out in front of the shareholders and passed by AGM.

**Secretariat**

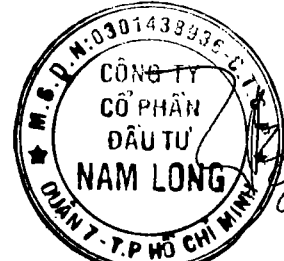


**TRUONG CONG NGHIA**

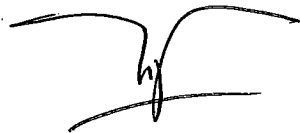


**DUONG VAN THANH**

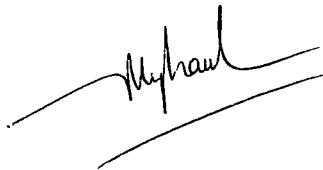
**Chairman**



**NGUYEN XUAN QUANG**



**CHAU NGOC ANH NGUYET**



**VU THI MY HANH**



**NAM LONG**

No: 01/2017/NQ/DHDCD/NLG

**NAM LONG INVESTMENT CORPORATION**

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

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

HCMC, 22 April 2017

**RESOLUTION OF  
ANNUAL GENERAL SHAREHOLDERS MEETING  
OF NAM LONG INVESTMENT CORPORATION**

Pursuant to:

- 2014 Law on Enterprise effective date from 1<sup>st</sup> July 2015 substituting for 2005 Law on Enterprise.
- Prevailing Charter of Nam Long Investment Corporation;
- Submissions from the Board and Inspection Committee at the Annual General Shareholders Meeting 2017 of Nam Long Investment Corporation dated 22 April 2017;
- Voting summary report of the Annual General Shareholders Meeting 2017 of Nam Long Investment Corporation dated 22 April 2017;
- Meeting minutes of the Annual General Shareholders Meeting 2017 of Nam Long Investment Corporation dated 22 April 2017.

**THE SHAREHOLDERS MEETING OF  
NAM LONG INVESTMENT CORPORATION**

**RESOLVES**

**Article 1:** Approve consolidated financial report for 2016 of Nam Long Investment Corporation which was audited by Ernst & Young Vietnam with key accounts below:

*Bil VND*

No	Items	Actual 2015	Planning 2015	Percentage completion
1	Net revenue	2,534	3,187	80%
2	Profit before tax	484	495	98%
3	Profit after tax	388	399	97%
4	Net profit after minority interests	345	360	96%
5	Earnings per share (VND)	2,367		

Approved voting ratio: 99.757%

**Article 2:** Approve 2016 profit distribution plan.

*Bil VND*

No	Description	2015	Notes
1	Net profit to company's shareholders	345.22	
2	Appropriation		
	- Appropriation to Bonus fund (*)	15.89	4,6% of net profit
	- Appropriation to Welfare fund	6.90	2% of net profit
3	Profit after appropriation	322.43	

4	- Cash dividend 2016	70.80	5% par value
	- Stock dividend 2016	141.60	10% par value
5	Retained earnings 2015	110.03	

(\*) Approve for payout of the bonus fund by ESG share issuance. The number of shares issued will be officially issued based on ESG policy with total amount of VND 15.89bil.

- Approve dividend settlement for 2016 as follows:

- (i) 1<sup>st</sup> dividend advance of 2.49% at par value was VND 35.39bil, was executed in December 2016 (charter capital as of December 2016: VND 1,415,721,570,000).
- (ii) Settlement of the remaining 2.49% at par value by cash shall be VND 35.41bil and 9.96% at par value by share shall be VND 141.60bil, and shall execute by 30<sup>th</sup> August 2017.

Approved voting ratio: 99.699%.

**Article 3: Approve the issuance of new shares to pay Dividend 2016**

1	Name of issuing share	Share of Nam Long Investment Corporation
2	Type of issuing share	Common share
3	Par value	10.000 VND/share
4	Total number of issued shares	142,114,510 shares
5	Number of outstanding shares	142,114,510 shares (basing on Audited Unconsolidated Financial Report 2016)
6	Treasury shares	6,502,165 shares (owned by a subsidiary)
7	Total number of issued shares (estimated)	14,157,215 shares
8	Total par value (estimated)	VND 141,572,157,000
9	Issuing rate (Total number of issued shares /total outstanding shares)	9.96%
10	Source of fund	Retained earnings basing on audited Financial Report 2016
11	Issuing date	By 30 <sup>th</sup> August 2017
12	Dealing with number of odd shares	Issued shares to pay dividend to shareholders are rounded to unit column. Number of decimal shares (if any) will be cancelled.  <u>Example:</u> At record date for stock dividend, shareholder Mr. Nguyen Van A owns 311 shares. Mr. A receives 311 X 9.96% = 30.9756 newly issued shares. Basing on above principle, Mr. A will receive 30 shares. The odd share of 0.9756 will be cancelled.
13	The positive difference between total estimated value of issued shares to pay dividends (at par value of VND10,000/share) and total par value of shares distributed to existing shareholders will be retained at the Company's retained earnings.	

- Authorize Chairman of BOD to:

- (i) Actively prepare and submit issuance dossiers to State Securities Commission ("SSC"). And actively revise issuance plan (including adding, revising and completing issuance dossiers and related documents as requested by SSC as well as other state authorities);
- (ii) Choose appropriate time for record date and issuance date;
- (iii) 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 the issued shares;
- (iv) Amend the articles relating to charter capital, shares in Company's Charter after the issuance (if any);
- (v) Implement all necessary procedures to amend Company's Enterprise Registration Certificate related to the Charter Capital increase after the issuance;
- (vi) Instruct, control, and handle with matters arising during the implementation of above contents.

*Approved voting ratio: 99.234%*

**Article 4:** Approve report of the Board in 2016 (*report enclosed*).

*Approved voting ratio: 99.510%*

**Article 5:** Approve business plan 2017, profit distribution and dividend payment plans for 2017 and authorize the Board to organize the execution with key targets as follows:

**5.1. Business Plan 2017:**

*Bil VND*

No	Objectives	BP 2016	% increase vs 2015
1	Net revenue	3,562	41%
2	Profit after tax	655	69%
3	Net profit after minority interests	503	46%

**5.2. Profit Distribution Plan 2017:**

*Bil VND*

No	Items	Year 2016	Notes
1	Net profit to company's shareholders	503	
2	Appropriation		
	- Appropriation to Bonus fund (5%)	25	This will be executed by ESG issuance
	- Appropriation to Welfare fund (2%)	10	
3	Profit after appropriation	468	
4	- Cash dividend 5% (Based on share capital amount of VND 1,421,145,100,000)	71	
5	- Stock dividend 15% (Based on share capital amount of VND 1,421,145,100,000)	213	New shares issuance about 21.3 million shares
6	Retained earnings 2017	183	

### 5.3. Dividend Proposal for 2017:

- Approve 2016 dividend plan at 5% on charter capital by cash and at 15% on charter capital by stocks. Total dividend plan: **VND 284 bil**. Details are as follows:
  - (i) 5% by cash on charter capital, in which 2.5% by cash with total amount of VND 35.5bil shall be paid in Q4/2017 and 2.5% by cash with total amount of VND 35.5bil shall be paid in Quarter 2/2018, after AGM 2018.
  - (ii) 15% by shares on charter capital with total amount of VND 213bil shall be executed in Quarter 2/2018 after AGM 2018.
- Authorize the Board of Directors to execute 2017 dividend payment plan as mentioned above.
- Authorize Chairman of the Board of Directors to:
  - (i) Implement all necessary procedures to issue, depository of these additional shares, register the subsequent listing of shares issued from above dividend payment plan;
  - (ii) Implement all necessary procedures to amend Company's Enterprise Registration Certificate related to the Charter Capital increase in accordance with share issuance results from above dividend payment plan;
  - (iii) Instruct, control, and handle with issues arising during the implementation of above contents.

*Approved voting ratio: 99.454%*

**Article 6:** Approve the operation budget of the Board and Inspection Committee for 2017 as follows:

1. Fixed operation budget: **VND 8.905bil** (in words: *eight billion nine hundred and five million dong*) (equivalent to 0.25% of Revenue 2017).
2. Variable bonus: **VND 5.030bil** (in words: *five billion and thirty million dong*) (equivalent to 1% of Net Profit)

And to authorize Chairman to allocate the budget to each member

*Approved voting ratio: 90.055%*

**Article 7:** Approve shares issuance for NLG executives (ESG shares) as follows:

- 7.1 Approving of the issuance of new shares to implement Company's ESG policy as per business performance of 2016.
  - (i) Expected maximum number of ESG shares issued in 2016 is 975,197 shares
  - (ii) Actual number of issued ESG shares will be based on ESG policy promulgated but not exceed 975,197 shares

7.2 Approving the employee stock ownership plan as follows:

1	Name of share	Share of Nam Long Investment Corporation
2	Type of share	Common share
3	Par value	10,000 VND/share
4	Total number of issued shares	142,114,510 shares
5	Number of Outstanding shares	142,114,510 shares (based on Audited Un-consolidated Financial Report 2016)
6	Number of Treasury shares	6,502,165 shares (owned by a subsidiary)
7	Issuance purpose	Implement ESG plan approved in 2015 based on business performance 2016

8	Total number of issued shares (estimated)	Expected maximum number of ESG shares issued in 2017 is <b>975,196</b> shares
9	Total par value (estimated)	Expected maximum 9,751,960,000 VND
10	Issuing rate ( <i>issued shares / outstanding shares</i> )	0.69%
11	Issuing price	0 VND/share
12	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.
13	Transfer restriction	No restriction to transfer
14	Issuing date	By 30 <sup>th</sup> August 2017 and after AGM 2017 approving the extraction for welfare fund
15	Latest ESG	Issuance of 542,353 shares to senior managers at Quarter 3/2016

7.3 Approving to authorize Chairman of BOD to:

- (i) 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;
- (ii) Actively extracting welfare funds based on the approval of Shareholders for ESG 2017;
- (iii) 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);
- (iv) Choose appropriate time for issuance date;
- (v) 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;
- (vi) Amend the articles relating to charter capital, shares in Company's Charter after the issuance (if any);
- (vii) 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;
- (viii) Instruct, control, and handle with matters arising during the implementation of above contents.

*Approved voting ratio: 90.217%*

**Article 8:** Approve the report of the Inspection Committee for 2016 (*report enclosed*).

*Approved voting ratio: 88.462%*

**Article 9:** Appoint Ernst & Young Vietnam Co. Ltd to be auditor for financial year 2017.

*Approved voting ratio: 88.449%*

**Article 10:** Approve the election of 2 Inspection Committee members to continue the term 2016 - 2021.  
List of 2 Inspection Committee members are as follows:

1. Mr. Dang Hong Tan, winning rate at 98.92%.
2. Ms. Nguyen Luu Tuyen, winning rate at 100.17%.

**Article 11:** This Resolution is effective since the signing date. All shareholders, Board members, Inspection Committee members, Management Team and all employees of Nam Long Investment Corporation are responsible to implement this Resolution.

ON BEHALF OF THE SHAREHOLDERS  
CHAIRMAN



**Recipients:**

- Shareholders.
- Board members.
- Inspection Committee members.
- Management team.
- Filing at Board Office.



## RESUME

1. Full Name : NGUYEN LUU TUYEN
2. ID N.o/Passport : 079183003717 issued by: Police Department dated: 19/09/2016
3. Gender : Female
4. Day of Birth : 11/11/1983
5. Place of Birth : Ho Chi Minh City
6. Nationality : Vietnam
7. Ethnicity : Kinh
8. City of origin : Long An
9. Permanent Address : 31/4E KPI Hiep Thanh Ward, Distric 12, Ho Chi Minh City
10. Telephone number : 0908840448
11. Education level : 12/12
12. Professional level : Master of Economics  
Certified Internal Auditor (CIA) of The Institute of Internal Auditor US  
Fellow member of the Association of Charter Certified Accountant (ACCA)  
Vietnam Certified Public Accountant (VACPA)
13. Past occupations and postions:
  - From 2005 – 2008: Senior External Auditor
  - From 2008 – 2012: Permanent Control Officer
  - From 2012 : Head of Internal Audit
14. Current position (at Nam Long): Head of Internal Audit
15. Current hoding positions in other organizations: None
16. Number of shares: None
17. Undertaking of holding shares (if any): None
18. Number of shares of related persons holding Nam Long shares: None
19. Debts to the Company : None
20. Benefit related with the Company : None
21. Conflict of interest with the Company : None

I hearby declare that the above statements are completely true, if done wrong, I would be responsible before the law.

**Confirmation of listing company**  
**NAM LONG INVESTMENT CORPORATION**

*Ho Chi Minh City, 11 April 2017*

**Declaration person**



**NGUYEN XUAN QUANG**

**NGUYEN LUU TUYEN**

## RESUME

*(Board of Directors, Inspection Committee)*

1. Full Name : **DANG HONG TAN**
2. ID Card/Passport No. : 020062435 dated 09/09/2008 by HCM City Public Security Department
3. Gender : Male
4. Day of Birth : 24 November 1957
5. Place of Birth : District 3, HCM City
6. Nationality : Vietnamese
7. Ethnicity : Kinh
8. City of origin : Ha Noi
9. Permanent Address : 65 Huynh Khuong An Street, Ward 5, Go Vap District, HCM City
10. Telephone number : 0913922276
11. Education level : General education (12/12)
12. Professional level : Master of Business Administration
13. Past occupations and positions:

From date to date	Position and employer
04/1980 – 11/1992	Cost accountant (1980) and Deputy Chief Accountant (1983) Vietronics Binh Hoa ("Công ty CP Điện tử Bình Hòa").
12/1992 – 10/1997	Chief Accountant cum Audit Senior (1992) Audit Manager (1996) Ernst & Young Vietnam Limited
11/1997 – 10/1999	Finance & Admin Manager Palm Song Be Golf Company
11/1999 – 08/2008	Business Development Manager (1999) Vice Director (2003) Deputy General Director (2005) Saigon Auditing and Financial Consultancy Co., Ltd. (AFC Saigon)
09/2008 – 11/2010	Assurance and Advisory Services Director Ernst & Young Vietnam Limited
12/2010 – 06/2011	Freelancer to render investment and management consultancy services to some investment and export-goods processing projects in Viet Nam

14. Current position (at Nam Long): None
15. Current holding positions in other organizations:
  - Managing Director, Tan Dang & Company ("Công ty TNHH Tân Đặng và Công ty), specialised in investment and management consultancy services (from July 2011 to now)
  - Independent Non-Executive Director, Head of Internal Audit Sub-Committee (belonging to Board of Directors) at REE Corp ("Công ty Cổ phần Cơ Điện Lạnh") (from April 2013 to now)



*[Handwritten Signature]*  
1/2

16. Number of shares: no share, zero % on charter capital of publicly listed companies in Vietnam
- Authorised representative to hold no share, zero % on charter capital
  - Privately owned: no share, zero % on charter capital on charter capital
17. Undertaking of holding shares (if any):
- None
18. Number of shares of related persons holding Nam Long shares:
- No
19. Debts to the Company : No
20. Benefit related with the Company : No
21. Conflict of interest with the Company : No

I hereby declare that the above statements are completely true. If done wrong, I would be responsible before the law.

*Confirmation of the publicly listed company*

HCM City, 11 April 2017

**NAM LONG INVESTMENT CORPORATION**

**Declarer**



*KTS. Nguyễn Xuân Luận*

*[Handwritten signature]*

**DANG HONG TAN.**





**NAM LONG**

Số: 01/2017/BBH/BKS

**CÔNG TY CỔ PHẦN ĐẦU TƯ NAM LONG**

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

ĐT: (84.8) 54 16 17 18 Fax: (84.8) 54 17 18 19 Web: [www.namlongvn.com](http://www.namlongvn.com)

TP.HCM, ngày 22 tháng 04 năm 2017

<b>BIÊN BẢN HỌP BAN KIỂM SOÁT (Lần 01 – Năm 2017)</b>	<b>INSPECTION COMMITTEE MEETING MINUTES (1<sup>st</sup> meeting – Year 2017)</b>
---	--

<b>Thời gian:</b> 13:00-13:15 ngày 22/04/2017	<b>Time:</b> 13:00-13:15 on 22 <sup>nd</sup> April 2017
<b>Địa điểm:</b> Khách sạn Lotte Legend Saigon Số 2A-4A Tôn Đức Thắng, Quận 1, TPHCM	<b>Venue:</b> Lotte Legend Hotel Saigon 2A-4A Ton Duc Thang Street, District 1, HCMC

<b>THÀNH VIÊN THAM DỰ:</b>	<b>PARTICIPANTS:</b>
<ol style="list-style-type: none"> <li>Bà Nguyễn Thị Thanh Thảo ("NTTT") – Trưởng ban</li> <li>Bà Nguyễn Lưu Tuyền ("NLT") – Thành viên</li> <li>Ông Đặng Hồng Tân ("DHT") – Thành viên</li> </ol>	<ol style="list-style-type: none"> <li>Ms. Nguyen Thi Thanh Thao ("NTTT") – Head</li> <li>Ms. Nguyen Luu Tuyen ("NLT") – Member</li> <li>Mr. Dang Hong Tan ("DHT") – Member</li> </ol>

<b>THÀNH VIÊN VẮNG MẶT:</b>	<b>ABSENT:</b>
Không có	None

<b>NỘI DUNG CUỘC HỌP:</b>	<b>PROCEEDINGS:</b>
<b>A. Bầu Trưởng Ban kiểm soát</b>	<b>A. Election of Head of IC</b>
Các thành viên Ban kiểm soát nhất trí bầu Bà Nguyễn Lưu Tuyền làm trưởng Ban kiểm soát thay cho bà Nguyễn Thị Thanh Thảo. Các công việc tiếp theo: <ol style="list-style-type: none"> <li>Thông báo cho HĐQT và công bố thông tin cho cơ quan quản lý Nhà nước về việc bầu TBKS mới.</li> <li>BKS sẽ rà soát lại công việc hiện hành và tiến hành phân công công việc cho các thành viên.</li> <li>BKS họp hàng quý để xem xét báo cáo của bộ phận KTNB và của kiểm toán độc lập, phát hành ý kiến cho HĐQT.</li> </ol>	The IC agrees to elect Ms. Nguyen Luu Tuyen to be the Head of Inspection Committee in place of Ms. Nguyen Thi Thanh Thao. Next steps will be: <ol style="list-style-type: none"> <li>To inform the BOD and disclose to the authorities about the election of the Head of IC.</li> <li>The IC will review the workload and prepare the work allocation to members.</li> <li>The IC will meet quarterly to review the reports of the Internal Audit and reports of the independent auditor; and consult with the BOD.</li> </ol>
<b>B. Kết thúc cuộc họp:</b>	<b>B. Adjournment:</b>
Cuộc họp kết thúc vào lúc 13:15 giờ cùng ngày. Ban kiểm soát đã đọc và chấp thuận Biên bản này và ký tên dưới đây:	The meeting ended at 13:15 the same date. The Inspection Committee has read and approved the minutes and signed below:

<b>NGUYEN THI THANH THAO</b> Thành viên / Member	<b>NGUYEN LUU TUYEN</b> Thành viên / Member	<b>DANG HONG TAN</b> Thành viên / Member