

**NAM LONG INVESTMENT
CORPORATION**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hochiminh City, 01 November 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 11th, Capital Tower
06 Nguyen Khac Vien, Tan Phu Ward
District 7, Hochiminh City, Vietnam
- Telephone : (84-28) 54 16 17 18
- Fax : (84-28) 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: Memo about GSM's Resolution (under written ballot form for obtaining votes) No. 02/2017/NQ/ĐHĐCĐ/NLG dated 31st Oct 2017 and the voting summary report.

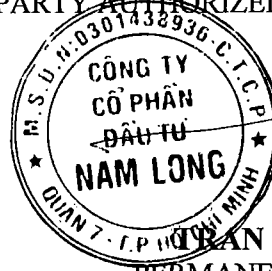
This information was disclosed on Company's website on 01 Nov 2017. Available at the following link: <http://www.namlongvn.com/thong-cao-bao-chi/>

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

Attachment:

- GSM's Resolution No. 02/2017/NQ/ĐHĐCĐ/NLG;
- Voting summary report dated 31st Oct 2017

ORGANIZATION REPRESENTATIVE
PARTY AUTHORIZED TO DISCLOSE INFORMATION



TRAN THANH PHONG
PERMANENT VICE CHAIRMAN



NAM LONG

NAM LONG INVESTMENT CORPORATION

6 Nguyen Khac Vien, Tan Phu Ward, District 7, Ho Chi Minh City, Vietnam
Tel: (08) 54 16 17 18 Fax: (08) 54 17 18 19 Web: www.namlongvn.com

No.: QĐ./2017/NQ/ĐHĐCĐ/NLG

HCMC, October 31st 2017

**RESOLUTION OF GENERAL SHAREHOLDERS' MEETING
UNDER WRITTEN BALLOT FORM FOR OBTAINING VOTES
NAM LONG INVESTMENT CORPORATION**

Pursuant to:

- Enterprise law No 68/2014/QH13 approved by National Assembly of the Socialist Republic of Vietnam on 26/11/2014;
- Law on Securities No. 70/2006/QH11 and Amendment of and Supplement to Law on Securities No. 62/2010/QH12 approved by the National Assembly of the Socialist Republic of Vietnam on 24/11/2010;
- The prevailing Charter of Nam Long Investment Corporation;
- Board of Directors Resolution No. 27/2017/NQ/HĐQT/NLG dated 18/10/2017;
- Minutes of vote counting for shareholders' opinions dated 31/10/2017

**GENERAL SHAREHOLDERS' MEETING
NAM LONG INVESTMENT CORPORATION
RESOLUTION**

Article 1: Approve on Rights issue plan for existing shareholders to increase Company Charter capital, as followings:

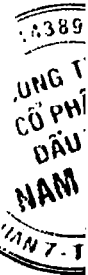
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|--|---|---|
| 1. Issuer | : | Nam Long Investment Corporation |
| 2. Stock name | : | Share of Nam Long Investment Corporation |
| 3. Stock code | : | NLG |
| 4. Type of share | : | Common share, free transferability |
| 5. Par value | : | VND10.000/share |
| 6. Issuing ratio | : | 5:1 (A shareholder holding 1 share will receive 1 right, 5 rights will be allowed to buy 1 new share) |
| 7. Number of outstanding shares | : | 157,226,409 shares |
| 8. Number of expected new shares issued: | : | Expected maximum number 31,445,281 shares
(equivalent to 20% number of outstanding shares) |
| 9. Purpose of the issuance | : | Raising fund to expand land bank of Company |
| 10. Form of issuance | : | Rights issue plan for existing shareholders |



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11. Subject to issue : Existing shareholders who are entitled on record date issued by Vietnam Securities Depository.
12. Transfer of rights : Right is transferable 01 (one) time, shareholders are allowed to transfer their rights to one or more others at agreed price.
13. Offering price : Expecting from VND15,000/share to VND20,000/share
14. Principle of defining issuing price : Equal to 75% - 100% of Nam Long's book value per share based on the Consolidated interim financial statements as of 30/06/2017 (VND20,168/share)
15. Expected issuing date: : Quarter IV/2017 – Quarter I/2018, immediately after receiving the approval of State Securities Committee
16. Dilution conditions : Due to the increase in outstanding shares, dilution risks may occur including (i) Diluted EPS, (ii) Diluted book value per share (BVPS), (iii) Dilution of ownership ratio of existing shareholders who unsubscribe and partially subscribe, and (iv) Dilution of trading share price on Ho Chi Minh Stock Exchange.
17. Principle of rounding shares and dealing with shares in case that existing shareholders do not fully exercise their rights. : - Number of offered shares for each shareholder shall be rounded down to the unit.
- For all odd shares from rounding and not exercising the rights and/or just exercise a part of them (if any) (hereinafter referred to as "Shares to be distributed"), these shares shall be accumulated and distributed by the BOD with the price will not be lower than the issuing price.
Shares to be distributed are restricted to be transferred 01 (one) year from issuing date.
18. Solutions for unsold shares, after executing item 17 above. : The minimum successful offering rate is 30% of total offered shares
In case that issued shares cannot be acquired as expectation, GSM authorizes to the BOD to:
i. Extend time of offering shares to ensure the success of this offering that brings highest benefits to Company and Shareholders; or
ii. Consider, choose and adjust fundraising options, uses of proceeds basing the principle that those actions will not impact on working



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capital and company operations; or
iii. Consider fundraising plan from other legal sources of funds.

19. Other contents related to :
change in Company's charter capital and number of outstanding shares
- i. Approve on amending Company's charter capital as a result of this issuance (if necessary);
 - ii. Approve on revising Enterprise Registration Certificate with new charter capital after issuance
 - iii. Change in registration depository for issued shares at Vietnam Securities Depository ("VSD") and additional listing on Ho Chi Minh Stock Exchange ("HSX").

Approval rate: 60.58%.

Article 2: Approve on authorize to the Board of Directors, as followings:

- i. Implement necessary procedures to issue new shares in accordance with this plan, including re-allocating "Shares to be distributed" for appropriate parties as stipulated in Item 17 above;
- ii. Execute the Charter amendment (regulation on charter capital and total number of outstanding shares) as actual result of offering shares based on this plan (if necessary);
- iii. Flexibly adjust allocation of proceeds from this issuance for the purpose of using the capital to ensure the interests of shareholders and the Company;
- iv. Decide on the detailed offering plan, implement all procedures, processes in accordance with the approved plan, including supplement, adjust, complete or change this plan to ensure that fundraising of Company shall be executed and finished in compliance with prevailing Law;
- v. Implement, approve dossiers regarding to change in registration depository at VSD and additional listing of these shares on Ho Chi Minh Stock Exchange;
- vi. Conduct procedures to revise Enterprise Registration Certificate of Company with relevant authorities, in relation to change in charter capital, as a result of this offer.
- vii. Implement all other necessary documents to complete the rights issue as mentioned plan. On a case-by-case basis, the BOD could authorize to Chairman of the BOD or CEO to execute one or more specific tasks above.

Approval rate: 60.58%.

Article 3: All shareholders, Board members, Inspection Committee members and all employees of Company are responsible for the implementation of this Resolution.

Article 4: This resolution, made in Vietnamese and English languages, is effective from date of signing

Recipients:

- Shareholders;
- State Securities Committee;
- BOD, Board of Management;
- Board of Directors Office

**ON BEHALF OF GENERAL SHAREHOLDERS' MEETING
CHAIRMAN OF THE BOARD**



NGUYEN XUAN QUANG





NAM LONG

NAM LONG INVESTMENT CORPORATION

6 Nguyen Khac Vien, Tan Phu Ward, District 7, Ho Chi Minh City, Viet Nam
Tel: (08) 54 16 17 18 Fax: (08) 54 17 18 19 Web: www.namlongvn.com

Ho Chi Minh City, 31 Oct, 2017

VOTING SUMMARY REPORT

(Collecting written opinions of shareholders)

- Pursuant to Law on Enterprises;
- Pursuant to the charter of Nam Long Investment Corporation;
- Pursuant to General Shareholders Meeting's voting letter dated 18 Oct 2017.

A. COMPANY'S INFORMATION:

- Company's name : **Nam Long Investment Corporation**
- Head office : 6 Nguyen Khac Vien, Tan Phu Ward, District 7, Ho Chi Minh City
- Business Registration Certificate: No. 4103004194 issued by Department of Planning and Investment of Ho Chi Minh City for the first time on December 27th 2005 and No. 0301438936 issued by Department of Planning and Investment of Ho Chi Minh City, 16th registered on 24th Aug 2017.

B. THE PURPOSE OF OBTAINING VOTES AND THE MATTERS TO BE APPROVED

- **Purpose:** Seek the approval of the shareholders for on Rights issue plan for existing shareholders to increase Company Charter capital and the related issues.
- **Matters to be approved:**
 - I. Rights issue plan for existing shareholders to increase Company Charter capital;
 - II. Authorization to the Board of Directors.

Today, at 09.00 am on 31 Oct 2017, at Nam Long Investment Corporation Head office, Voting Collection Committee process the voting summary result.

C. VOTING COLLECTION COMMITTEE:

- **Voting collection people:**

No.	Full name	Position
1.	Mr. Tran Thanh Phong	Standing Vice Chairman – Head of Committee
2.	Ms. Nguyen Thi Thanh Thao	Member of Inspection Comimitte – Collecting Supervisor
3.	Ms. Vu Thi My Hanh	BOD Office Executive

- **Secretary:** Ms. Nguyen Thi Huong

D. BASIC PRINCIPLES FOR VOTING COLLECTION PROCESS:

- **Approve:** votes contain "approve" cell means shareholder passed the matter.
- **Not approve:** means votes contain "disapprove" or "no opinion" cells.



- **Not participating voting process:** means votes sent to shareholders are returned to Company because these shareholders provided the wrong addresses; or fulfilled votes are sent to Company after the deadline of 30th Oct 2017; or the shareholder does not submit the written ballot.
- **Invalid vote:** those votes described below:
 - ✓ Returned votes do not observe regulation of Nam Long Investment Corporation;
 - ✓ Returned votes do not contain Nam Long Investment Corporation's seal;
 - ✓ Returned votes do not include signature of individual shareholders or legal representative as stated in power of attorney or legal representative of corporate shareholders.

E. VOTING SUMMARY RESULTS:

1. Total votes sent out:

The Company sent out 3,193 letter containing voting ballots to 3,193 shareholders as per shareholder list recorded on 16th Oct 2017.

2. Votes received from shareholders:

- By the close of business on 30th Oct 2017, the Board has received 131 votes, represented for 100,030,178, occupy 63.62% total shares.
- Hence, after the Company sent out 3,193 votes, there are: 123 valid votes; 8 invalid votes; 3,062 returned votes due to (i) these shareholders provided the wrong addresses, (ii) fulfilled votes are sent to Company after the deadline of 30th Oct 2017, (iii) the shareholder does not submit the written ballot.

3. Voting summary results:

❖ **Matter I: Rights issue plan for existing shareholders to increase Company Charter capital**

Votes	# of votes	Total shares	(%)
"Approve"	118	95,254,764	60.58
"Disapprove"	4	9,700	0.01
"No opinion"	1	6,502	0.00
Invalid votes	8	4,759,212	3.03
Returned votes; not sent or sent to the Company after 30/10/2017	3,062	57,196,231	36.38
TOTAL	3,193	157,226,409	100,00

Approve Matter I: according to voting collection principles and calculation on approval percentage, total votes approved the Matter I are 118 votes, equivalent to 95,254,764 shares, occupy 60.58%.

❖ **Matter II: Authorization to the Board of Directors**

❖ Votes	# of votes	Total shares	(%)
"Approve"	118	95,254,764	60.58
"Disapprove"	4	9,700	0.01
"No opinion"	1	6,502	0.00
Invalid votes	8	4,759,212	3.03

Returned votes; not sent or sent to the Company after 30/10/2017	3,062	57,196,231	36,38
TOTAL	3,193	157,226,409	100,00

Approve Matter II: according to voting collection principles and calculation on approval percentage, total votes approved the Matter II are 118 votes, equivalent to 95,254,764 shares, occupy 60.58%.

F. MATTERS HAS BEEN APPROVED:

- I. **Rights issue plan for existing shareholders to increase Company Charter capital**
Approve on Rights issue plan for existing shareholders to increase Company Charter capital based on the content of Submission of the Board with approve voting ratio 60.58%.
- II. **Authorization to the Board of Directors**
Approve to the Authorization to the Board of Directors based on the content of Submission of the Board with approve voting ratio 60.58%.

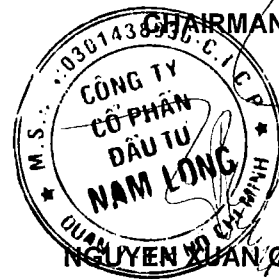
This voting summary report completed at 10.30am on 31st Oct 2017 and has been approved by Voting Collection Committee, and was simultaneously read to the BOD of Nam Long Investment Corporation.

HEAD OF VOTING COLLECTION COMMITTEE



TRAN THANH PHONG

LEGAL REPRESENTATIVE



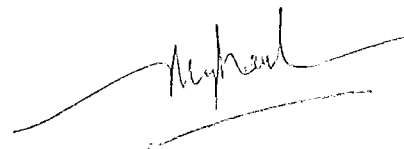
NGUYEN TUAN QUANG

COLLECTING SUPERVISOR



NGUYEN THI THANH THAO

BOD OFFICE EXECUTIVE



VU THI MY HANH

SECRETARY



NGUYEN THI HUONG