

**NAM LONG INVESTMENT
CORPORATION**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 10 /2020/TB/HĐQT/NLG

Hochiminh City, 20th Apr 2020

**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: Materials for 2020 Annual General Shareholders Meeting of Nam Long Investment Corporation (update).

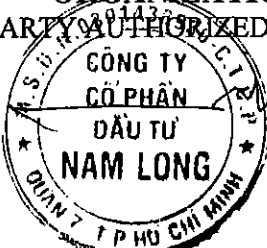
This information was disclosed on Company's website on 20th Apr 2020. Other documents related to AGM 2020 will be disclosed and updated constantly on Company's website at the following link: <https://namlongvn.com/stock/shareholders-meeting/>

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

Attachment:

- 2020 AGM's materials.

**ORGANIZATION REPRESENTATIVE
PARTY AUTHORIZED TO DISCLOSE INFORMATION**



TRAN THANH PHONG
PERMANENT VICE CHAIRMAN



NAM LONG

CÔNG TY CỔ PHẦN ĐẦU TƯ NAM LONG

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

ĐT: (028) 54 16 17 18

Fax: (028) 54 17 18 19

Website : www.namlongvn.com

THƯ MỜI/ INVITATION LETTER

Kính gửi/ To:	Quý Cổ đông của Công ty CPĐT Nam Long Shareholders of Nam Long Investment Corporation
Về việc/ Ref:	Đại hội đồng Cổ đông thường niên năm 2020 2020 Annual General Shareholders' Meeting

Trước diễn biến phức tạp của dịch COVID-19, để đảm bảo an toàn cho Quý Cổ đông, Hội đồng Quản trị Công ty CP Đầu tư Nam Long ("Công ty") trân trọng kính mời Quý Cổ đông tham dự và biểu quyết cho Đại hội đồng Cổ đông thường niên năm 2020 của Công ty theo **HÌNH THỨC TRỰC TUYẾN** như sau:

*Due to the complicated situation of COVID-19, to ensure the safety for our Valued Shareholders, the Board of Directors of Nam Long Investment Corporation ("Company") cordially invites our Valued Shareholders to attend and vote for the Annual General Shareholders' Meeting 2020 in the **ONLINE FORM** as follows:*

1. Thời gian họp trực tuyến: 8g30 – 12g00, Thứ Bảy ngày 25 tháng 04 năm 2020
Online Meeting time: 08.30 am – 12.00pm, Saturday April 25th 2020

2. Để tham dự Đại Hội trực tuyến, Quý Cổ đông vui lòng làm theo các bước sau:
To attend the Online AGM, Shareholders please follow these steps:

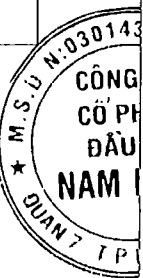
- Truy cập vào đường link/ Access the link: <https://namlong.dhcdonline.com/>
- Đăng nhập vào hệ thống với/ Log into the system with:

- Mã vạch/ Barcode:
- Số đăng ký sở hữu/ Shareholder's code:

Lưu ý: Quý Cổ đông vui lòng không chia sẻ thông tin đăng nhập này cho người khác.
Note: Shareholders please kindly do not share this log-in information with others.

- Nếu không thể đăng nhập, Quý Cổ đông có thể gọi đến các số sau để được hướng dẫn:
If you cannot log in, Shareholders please kindly call the following numbers for instructions:
 - Mr. Hân: 0981648345
 - Mr. An: 0986866653
 - Mr. Việt: 0908379799
 - Mr. Quốc Anh: 0962554232
 - Ms. Thủy: 0909899112
 - Ms. Thơm: 0962848273
- Quý Cổ đông xem Hướng dẫn cách sử dụng hệ thống Đại Hội trực tuyến tại link sau:
<https://www.namlongvn.com/co-phieu/dai-hoi-dong-co-dong/>
Shareholders please see instructions on how to use the online AGM at the following link:
<https://www.namlongvn.com/stock/shareholders-meeting/>
- Trường hợp Quý Cổ đông không thể tham gia họp trực tuyến, Quý Cổ đông sẽ thực hiện quyền tham dự và biểu quyết bằng cách gửi Phiếu biểu quyết (đính kèm Thư này) về Công ty theo như quy định tại Mục 4 dưới đây.
In case Shareholders cannot attend the online AGM, Shareholders will exercise the right to attend and vote by sending the Voting Cards (attached to this Letter) to the Company as regulated in Article 4 below.

3. Nội dung họp: Theo chương trình nghị sự đính kèm Thư mời này
Meeting Agenda: Follow the agenda attached to this Letter



Các tài liệu, văn kiện liên quan đến Đại hội và những giấy tờ liên quan sẽ được đăng tải trên website của Công ty tại: <https://www.namlongvn.com/co-phieu/dai-hoi-dong-co-dong/>.

All of the documents and materials related to the AGM and relevant documents will be posted in the Company's website at: <https://www.namlongvn.com/stock/shareholders-meeting/>

**4. Cách thức biểu quyết của Đại hội đồng Cổ đông thường niên năm 2020 như sau:
Voting method at the Annual General Shareholders' Meeting 2020 as follows:**

Quý Cổ đông tham gia hoặc không thể tham gia họp trực tuyến Đại hội đồng Cổ đông thường niên năm 2020 của Công ty đều thực hiện quyền tham dự và biểu quyết của mình bằng cách sử dụng Phiếu biểu quyết và thực hiện việc biểu quyết theo như hướng dẫn tại Phiếu biểu quyết; sau đó, gửi Phiếu biểu quyết về Công ty trước 12h00 ngày 28/04/2020, với **thông tin người nhận** như sau:

Shareholders who attend or cannot attend the online Annual General Shareholders' Meeting 2020 of the Company shall exercise their rights to attend and vote by using the Voting Cards and exercise the voting right as instructed in the Voting Cards; after that, send the Voting Cards to the Company before 12h00 April 28th 2020, with **the recipients details** as follows:

- Ban Quan Hệ Cổ Đông/ Investor Relations Department
- Công ty Cổ phần Đầu tư Nam Long/ Nam Long Investment Corporation
- Tầng 11, Số 6 Nguyễn Khắc Viện, P. Tân Phú, Quận 7, TP.HCM, Việt Nam
Level 11, No. 6 Nguyen Khac Vien Street, Tan Phu Ward, District 7, HCM city, Vietnam

Lưu ý: Để thuận lợi cho Cổ đông trong việc gửi Phiếu biểu quyết về Công ty, Công ty cũng gửi kèm theo Thư mời này bao thư đã dán sẵn tem với đầy đủ thông tin người nhận bên trên.

Note: To facilitate Shareholders in sending the Voting Cards to the Company, the Company encloses with this Letter a pre-stamped envelope with full recipient information above.

5. Biên bản kiểm phiếu, dự thảo Biên bản họp và dự thảo Nghị quyết Đại hội đồng Cổ đông thường niên năm 2020 sẽ được đăng trên website của Công ty tại: <https://www.namlongvn.com/co-phieu/dai-hoi-dong-co-dong/> vào ngày 29/04/2020 để Cổ đông xem xét trước khi được thông qua và công bố thông tin bởi Công ty phù hợp theo quy định hiện hành vào ngày 04/05/2020.

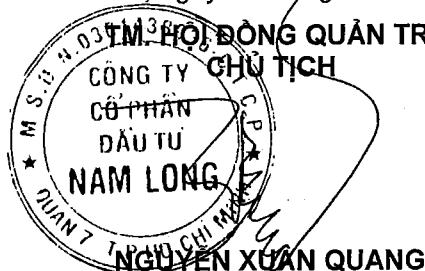
Minutes of the voting results, draft Minutes and Resolution of the Annual General Shareholders' Meeting 2020 will be posted in the Company's website at: <https://www.namlongvn.com/stock/shareholders-meeting/> on April 29th 2020 in order for the Shareholders to review before approving and information disclosure of the Company is in accordance with the existing regulation on May 04th 2020.

**6. Nếu cần biết thêm các thông tin liên quan, Quý cổ đông vui lòng liên hệ:
For further information, Shareholders please kindly contact:**

- Ông Trần Thanh Phong
- Phó Chủ tịch HĐQT Công ty Cổ phần Đầu tư Nam Long
Vice Chairman of the BOD of Nam Long Investment Corporation
- Trưởng Ban Quan hệ Cổ đông/ Head of the Shareholder Relation Committee
- Email: ghcd@namlongvn.com
- ĐT: (84-28) 54 16 17 18 Fax: (84-28) 54 17 18 19

Trân trọng kính chào/ Sincerely,

TP.HCM, ngày 13 tháng 04 năm 2020



NỘI DUNG 2.1/ITEM 2.1

NHỮNG SỰ KIỆN NỔI BẬT CỦA NAM LONG TRONG NĂM 2019 – BÁO CÁO TÀI CHÍNH HỢP NHẤT NĂM 2019 (ĐÃ KIỂM TOÁN)

Người trình bày: CEO Chu Chee Kwang

NAM LONG HIGHLIGHTS IN 2019 – AUDITED CONSOLIDATED FINANCIAL REPORTS 2019

Presented by: CEO Chu Chee Kwang



NAM LONG

NLG

AGM 2020

NHÌN LẠI THÀNH TỰU ACHIEVEMENTS REVIEW 2019



25.APR.2020

THÁNG 3 - MARCH

NGÀY HỘI NAM LONG – NAM LONG DAY



> 3000

NGƯỜI THAM GIA
PARTICIPANTS

681 ha

TỔNG DIỆN TÍCH
TOTAL TOWNSHIP AREA

Nam Long công bố chiến lược phát triển Khu đô thị và mở rộng thị trường cho 9 dự án tại TP.HCM, Long An, Đồng Nai, Hải Phòng, Cần Thơ...

Nam Long announced Township Development Strategy and Market Expansion for 9 projects in HCMC, Long An, Dong Nai, Hai Phong, Can Tho etc.

THÁNG 6 & THÁNG 12
JUNE & DECEMBER

MỞ BÁN AKARI CITY – GIAI ĐOẠN 1
AKARI CITY PHASE 1 LAUNCH



4,300

**ĐẶT CHỖ
BOOKINGS**



98%

**SẢN PHẨM ĐÃ BÁN
PRODUCTS SOLD**

1,862

Căn Hộ Biệt lập Flora

Flora Condominium Units

MỞ BÁN WATERPOINT – SOUTHGATE GIAI ĐOẠN 1
WATERPOINT – SOUTHGATE PHASE 1 LAUNCH

THÁNG 10 & THÁNG 11
OCTOBER & NOVEMBER



DÒNG SẢN PHẨM VALORA TẠI PHÂN KHU AQUARIA & RIVERA
Nhà phố vườn, Biệt thự song lập, Nhà phố thương mại

AQUARIA & RIVERA VALORA PRODUCTS
Garden Houses, Semi-detached Villa, Shophouses



3,200
ĐẶT CHỖ
BOOKINGS



100%
SẢN PHẨM ĐÃ BÁN (>500 SP)
UNITS SOLD (>500 UNITS)

MIZUKI PARK



BÌNH CHÁNH, TP. HCM BINH CHANH, HO CHI MINH CITY



GIẢI ĐOẠN 1 – PHASE 1

1,500

CĂN ĐÃ HOÀN THÀNH
UNITS COMPLETED

1,000

CĂN ĐÃ BÀN GIAO
UNITS HANDED OVER



HIỆN TRẠNG

Giai đoạn 1 (1,500 căn) đã hoàn thành thi công
Hiện đã bàn giao 1,000 căn cho khách hàng

STATUS

Phase 1 (1,500 units) construction
completed. Handed over 1,000 units.



**THỦ ĐỨC, TP. HCM
THU DUC, HO CHI MINH CITY**

NOVIA

**12/2019
DEC - 2019**



Đã hoàn thiện thi công 2 toà nhà (548 căn)
Đã bàn giao 380 căn

HIỆN TRẠNG

Construction of 2 towers (548 units) completed
Handed over 380 units

STATUS



**ĐÃ HOÀN THIỆN
COMPLETED**

548

CĂN (UNITS)

**ĐÃ BÀN GIAO
HANDED OVER**

380

CĂN (UNITS)



BẾN LỨC, TỈNH LONG AN BEN LUC, LONG AN PROVINCE

WATERPOINT – SOUTHGATE



Đã hoàn thiện Lối vào, nhà mẫu. Hạ tầng khung giai đoạn 1, nhà VALORA... hiện đang thi công

Entrance Road, Show Village completed. Phase 1 common infrastructure, VALORA houses construction... in progress

HIỆN TRẠNG

STATUS

LỐI VÀO, NHÀ MẪU
ĐÃ HOÀN THIỆN

ENTRANCE ROAD, SHOW VILLAGE
COMPLETED

AKARI CITY



BÌNH TÂN, TP. HCM BINH TAN, HO CHI MINH CITY



12/2019
DEC - 2019

KẾT CẤU NGẦM GIAI ĐOẠN 1
PHASE 1 SUB-STRUCTURE

65%

ĐÃ HOÀN THIỆN
COMPLETED



HIỆN TRẠNG

Giai đoạn 1 – 65% kết cấu ngầm cho 6 toà nhà (1,862 căn) đã hoàn thiện

STATUS

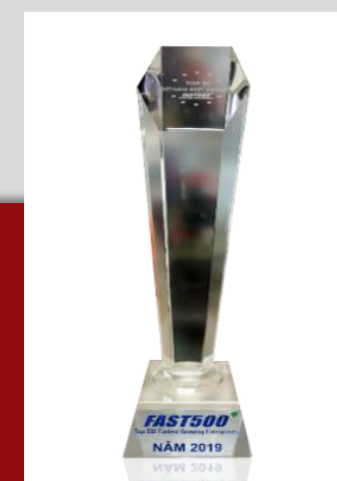
Phase 1 – 65% sub-structure work for 6 towers (1,862 units) completed



INTERNATIONAL AWARDS
GIẢI THƯỞNG QUỐC TẾ
(ASIA PACIFIC PROPERTY AWARDS)



DOMESTIC AWARDS
GIẢI THƯỞNG TRONG NƯỚC



**MIXED-USE
DEVELOPMENT
WATERPOINT TOWNSHIP**

**DỰ ÁN PHỨC HỢP
TIÊU BIỂU KHU ĐÔ THỊ
WATERPOINT**

**CONDOMINIUM
FLORA
MIZUKI PARK**

**CĂN HỘ TIÊU BIỂU
FLORA
MIZUKI PARK**

**BEST DEVELOPMENT
MARKETING
VIETNAM**

**TIẾP THỊ DỰ ÁN
TỐT NHẤT
VIỆT NAM**

**VIETNAM TOP-50
BEST PERFORMING
COMPANIES**

**TOP-50 CÔNG TY
KINH DOANH HIỆU QUẢ
NHẤT VIỆT NAM**

**TOP-50 VIETNAMESE
LISTED COMPANIES 2019
(FORBES)**

**TOP-50 CÔNG TY NIÊM YẾT
TỐT NHẤT VIỆT NAM 2019
(FORBES)**

**FAST-500
TOP 500 FASTEST
GROWING COMPANIES 2019**

**FAST-500
TOP 500 DOANH NGHIỆP
PHÁT TRIỂN XUẤT SẮC 2019**

NAMLONG GOLF CHARITY TOURNAMENT (DECEMBER – 2019)



Trao học bổng trị giá 300 triệu đồng
cho sinh viên Đại học Kiến Trúc

Raised VND 300 MIL scholarships for
students from University of Architecture

TEAMBUILDING WITH JAPANESE PARTNERS (NOVEMBER – 2019)



Kết nối và hợp tác với các
Đối tác Chiến lược Nhật Bản

Bonding and cooperation with
Strategic Japanese Partners

NAMLONG TENNIS TOURNAMENT (APRIL – 2019)



> 100 Người Tham Gia

Giải Quần Vợt Nam Long Thân Hữu
Nâng tầm quan hệ với các cơ quan nhà
nước

> 100 Participants

Namlong 'Friendship' Tennis Tournament
Promote good relations with government
agencies

NAMLONG ANNUAL TRIP (JULY – 2019)



Du lịch Hàn Quốc,
Nha Trang, Sa Pa, Côn Đảo
Tăng cường mối quan hệ
giữa Quản lý và Nhân viên

Company trip to Korea,
Nha Trang, Sa Pa, Con Dao
Nurture relationship between
Management and Staffs



CHƯƠNG TRÌNH VANTO - VANTO PROGRAMME

VANTO - Nhà Tư Vấn Hoa Kỳ nổi tiếng Thế Giới, Mang Lại Hiệu Quả Đột Phá Thông Qua Chuyển Đổi Văn Hóa Doanh Nghiệp

VANTO - Internationally Acclaimed US Consulting Firm Delivers Breakthrough Performance Through Organizational & Cultural Transformation



6

Dự án đột phá
Breakthrough
Projects



15

Tháng đào tạo
Months of training



220

Nhân viên được
đào tạo
Staffs trained

- 1

NLIC trở thành công ty tỉ đô-la
1 Billion Dollars Company
- 2

Đột phá trong Quản lý Dự án
Project Management
- 3

Bất động sản Thương mại và PMD trở thành công ty ngàn tỷ đồng
Commercial Assets & PMD becomes "Thousand Billion VND Companies"
- 4

Nam Khang và Nam Long ADC trở thành công ty ngàn tỷ đồng
Nam Khang and Nam Long ADC
Thousand Billion VND Companies
- 5A

Tiêu chuẩn hoá Vật liệu, Cấu kiện, Thiết kế, Thiết bị, và Sản xuất hàng loạt
Standardization of Material, Components, Design, Equipment, and Mass Production
- 5B

Bộ tiêu chuẩn Thiết kế và Dịch vụ cho tất cả sản phẩm: VALORA, FLORA, Ehome, Public Domain
Sets of Standards for Design and Services for all Products: VALORA, FLORA, Ehome, Public Domain
- 6

Quản lý Hợp đồng và Hệ thống Thông tin Quản lý
Contract Management and Management Information System



MWG

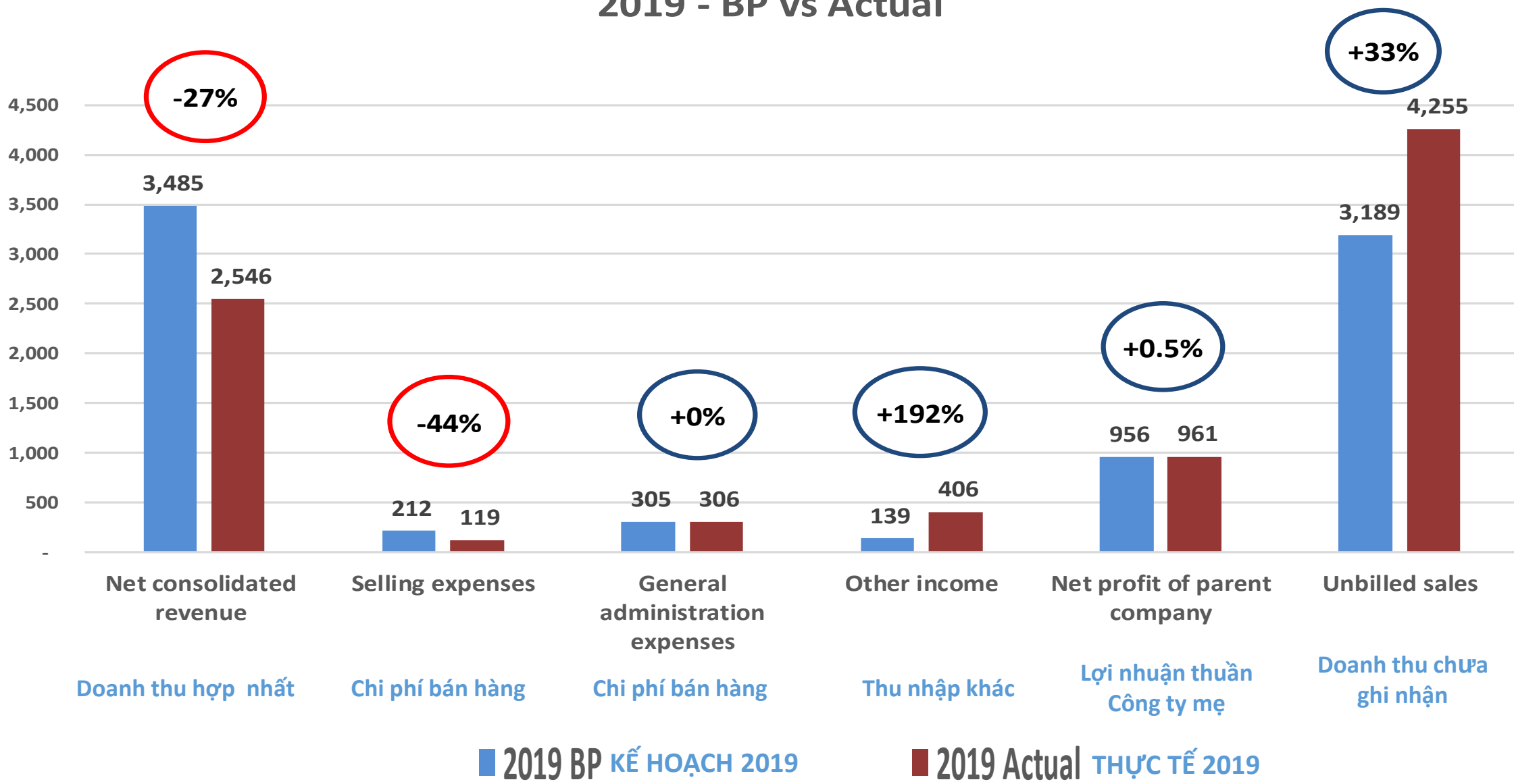
MEKONG
CAPITAL



VINAMILK

ĐÃ TƯ VẤN CHO - CONSULTED FOR

2019 - BP vs Actual





Thank you

Ho Chi Minh City, 25th April 2020

**AUDIT COMMITTEE REPORT
(FOR PERIOD FROM 21/04/2019 TO 31/12/2019)
NAM LONG INVESTMENT CORPORATION
2020 ANNUAL GENERAL SHAREHOLDER MEETING**

To: Shareholders of Nam Long Investment Corporation

AUDIT COMMITTEE ACTIVITIES IN 2019:

In Annual General Meeting on 20/04/2019, the AGM have approved to change governance structure from Inspection Committee to Audit Committee (“AC”), and authorize the Board of Directors (“BOD”) to appoint personnel to the Audit Committee and approve the Operational Charter of Audit Committee.

On 20/04/2019, BOD Chairman have approved AC Operational Charter and appointed 08 (eight) Members of AC.

Information regarding AC Members from 20/04/2019 to 31/12/2019 is as following:

No.	AC Members	Title	Date appointed
1	Ziang Tony Ngo	Head of AC	20/04/2019
2	Nguyễn Xuân Quang	AC Member in charge of Operations	20/04/2019
3	Linson Lim Soon Kooi		20/04/2019
4	Cao Tấn Thạch		20/04/2019
5	Trần Thanh Phong	AC Member in charge of Compliance, Risk Management & Group Management	20/04/2019
6	Bùi Đức Khang		20/04/2019
7	Nguyễn Lưu Tuyền	AC Member in charge of Finance, Accounting and Auditing	20/04/2019
8	Đặng Hồng Tân		20/04/2019

In 2019, AC have organized 4 meetings with Board of Management (“BOM”) to discuss matters regarding Operations, Finance, Compliance & Risk Management. Attendance details of AC Members are as following:

No.	AC Member	Attendance	Ratio	Reason of absence
1	Ziang Tony Ngo	4/4	100%	
2	Nguyễn Xuân Quang	4/4	100%	
3	Trần Thanh Phong	4/4	100%	
4	Linson Lim Soon Kooi	3/4	75%	01 absence due to personal reason 02 having attendance via delegated proxy
5	Cao Tấn Thạch	4/4	100%	
6	Bùi Đức Khang	4/4	100%	
7	Nguyễn Lưu Tuyền	4/4	100%	
8	Đặng Hồng Tân	4/4	100%	

In 2019, within its scope of responsibility, functions and power pursuant to Nam Long Charter, pursuant to Corporate Law and other regulations of the Company, AC has completed its duties, including assessment of compliance, efficiency and effectiveness of relevant policies and procedures, and compliance to Nam Long Charter, detailed as following:

1. Monitoring implementation of 2019 AGM Resolution

The Resolution approved by AGM 2019 have been implemented as following:

1.1. Resolution 01/2019/NQ/ĐHĐCĐ/NLG approved by AGM on 20/04/2019:

1. Approve audited consolidated financial report for 2018
2. Approve 2018 profit distribution plan
3. Approve the issuance of the new shares to pay Dividend 2018
4. Approve business plan 2019, profit distribution and dividend payment plans for 2019
5. Approve Report of the Board in 2018
6. Approve the operation budget of the Board and Inspection Committee
7. Approve to purchase Directors & Officers Liability Insurance for BOD Members for 2019
8. Approve shares issuance for NLG executives (ESG shares) in 2018
9. Approve the changing of corporate governance structure from Inspection Committee to Audit Committee
10. Approve the revision of the Company Charter – Internal Regulation on Corporate Governance
11. Approve the report of the Inspection Committee for 2018
12. Appoint Ernst & Young Vietnam Co., Ltd. to be independent auditor for financial year 2019

1.2. 2019 business performance:

Unit: billion VND

Description	2019			2018	Actual 2019 vs. 2018
	Actual	BP	% BP performance	Actual	
Net Revenue	2.546	3.485	73,1%	3.480	73,2%
Profit after tax attributable to parent's shareholders	961	956	100,5%	763	126,0%

2. Monitoring BOD and BOM operational and management activities:

During the period from 20/04/2019 to 31/12/2019, BOD had organized 03 meetings on 05/04/2019, 02/08/2019 and 13/12/2019. BOD Members have sufficiently attended pursuant to the Company Charter to assess business efficiency and monitor implementation of the approved BP. BOD also made assessment of fund raising, review and approve investments, business collaboration contracts, project transfer and approach, M&A activities, divestments and related parties' transactions. The execution of the Company's strategies is delegated to the BOM, and BOM results are frequently assessed by BOD. AC have fully attended BOD meetings to gain insights of actual business situation.

04 (four) Committees under BOD are:

- (i) Investment Committee
- (ii) HR Committee
- (iii) Audit Committee
- (iv) Investor Relation Committee

All committees have fulfilled their functions and duties according to approved operational charters.

From 20/04/2019 to 31/12/2019, BOD have issued 44 Resolutions. Implementation of BOD Resolutions were closely monitored. AC have frequently reviewed compliance with BOD Resolutions in 2019.

3. Monitoring 2019 financial activities

In 2019, AC have directed Internal Audit ("IA") to frequently assess monthly, quarterly and annual business & sales performance reports before information disclosures.

Additionally, in 2019, AC have closely worked with the Company's independent auditor, through frequent meetings with Ernst & Young Vietnam Co., Ltd. on 18/07/2019, 24/07/2019 and 18/12/2019.

AC have reviewed, assesses independent auditor's performance, and reviewed non-audit services provided by Ernst & Young Vietnam Co., Ltd. for NLIC to ensure independence and objectivity of audit results.

The Company has issued audited financial statements for financial year ended 31/12/2019 as the law mandated for listed companies.

In 2019, AC assessed the Company's financial performance as following:

- Basic indicators for financial, liquidity, capital structure, operational performance & profitability are acceptable.
- The Company's revenue in 2019 achieved 73% BP.
- Profit after tax attributable to parent's shareholders achieved 100% BP and increased 26% compared to 2018.

4. Monitoring operations

4.1 For Nam Long IC:

- AC has directed IA to conduct audits at NLIC and Subsidiaries pursuant to approved working plan.
- Directed IA to review BOM's compliance to Company's Charter, Internal Corporate Governance Regulations, charters of authority (COA) and other regulations of the Company.
- Review monthly / quarterly business performance in 2019 compared to BP.
- Organize periodic meetings between AC and BOM on 29/05/2019, 24/07/2019, 23/10/2019 and 18/12/2019 to review business performance, compliance, enhance internal control efficiency and risk management to make necessary recommendations, and ensure timely implementation of such recommendations by BOM.
- Constantly monitor implementation of findings and recommendations of Independent Auditor, Internal Audit and Audit Committee regarding the improvement of internal procedures and compliance.
- On 24/07/2019 and 18/12/2019 AC organized meeting with Independent Auditor to discuss and approve financial statements for the first 6 months and 9 months of 2019.
- Directed IA to review non-audit services provided by Independent Auditor on 02/07/2019.
- On 18/12/2019 AC have evaluated AC and IA activities in 2019 and approve 2020 working plan for AC and IA.
- AC has evaluated Independent Auditor and proposed Independent Auditor for 2020 according to Independent Auditor Selection Procedure.
- AC has advised BOM in Risk Management project and ERP System to ensure project efficiency and optimal resource utilization.

4.2 For subsidiaries:

- In 2019, AC has directed IA to coordinate with controllers at Subsidiaries to inspect operations of each Company as planned.
- In total, controllers at Subsidiaries have conducted 18 audits at 9 Subsidiaries in 2019, in which 11 audits were in collaboration with NLIC IA.

- With the advantage of thorough understanding of Subsidiaries operation, and good coordination from BOM of Subsidiaries, controllers and internal auditor have properly controlled compliance at Subsidiaries, timely reminded Subsidiaries to improve compliance and operational efficiency.

Thank you.

**ON BEHALF OF AUDIT COMMITTEE
HEAD OF AUDIT COMMITTEE**


TONY NGO



NAM LONG

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HCMC, 25th Apr 2020

**SUBMISSION OF THE BOARD
REQUEST FOR THE APPROVAL OF
2020 ANNUAL GENERAL SHAREHOLDERS MEETING**

Pursuant to:

- 2014 Law on Enterprise effective date from 1st July 2015 substituting for 2005 Law on Enterprise.
- The prevailing Charter of the Nam Long Investment Corporation.
- Submissions/Documents presented at the 2020 Annual General Shareholders' Meeting.

The Board of Nam Long Investment Corporation kindly requests the General Shareholders Meeting ("GSM") to approve the following items:

1. Matter 1: Audited Consolidated Financial Report for 2019

The 2019 Consolidated Report of Nam Long Investment Company has been audited by Ernst & Young Vietnam, and has been uploaded in Nam Long website on 17th Mar 2020 and now the Board submit to GSM for approval:

VND Bil

No	Items	Audited 2019	Plan 2019	% completion
1	Net revenue	2,546	3,485	73%
2	Profit before tax	1,226	1,142	107%
3	Profit after tax	1,007	1,002	100.5%
4	Net profit after minority interests	961	956	100.5%
5	Earnings per share (VND)	4,479	3,699	121%

2. Matter 2: 2019 Profit Distribution Plan

Based on 2019 financial results, the company profit and profit distribution proposal are as follows:

Bil VND

No.	Description	2019	Notes
1	Net profit to company's shareholders	960.56	
2	Appropriation		
	- Appropriation to Bonus fund	38.42	4% of net profit
	- Appropriation to Welfare fund	10.00	
	- Appropriation to Variable bonus for BOD	9.61	1% of net profit
3	Profit after appropriation	902.53	

4	- Cash dividend (**)	239.14	
5	- Stock dividend	239.14	
6	Retained earnings 2019	424.25	

(*) Bonus fund is paid via ESG issuance 2.5% and via cash 1.5%; the number of shares will be officially issued based on the Company's ESG policy.

(**) The Company advanced cash dividend of VND119.36 Bil in December 2019. The remaining cash dividend of VND119.78 Bil will be paid after AGM 2020 (Quarter 2/2020) and stock dividend of VND239.14 Bil will be paid after AGM 2020 (Quarter 3/2020)

3. Matter 3: Approve the payment of stock dividend 2019

3.1. Approve the number of shares to pay 2019 stock dividend

General Shareholders Meeting's Resolution No. 01/2019/NQ/ĐHCĐCĐ/NLG dated 20 April 2019 has approved the expected dividend rate at 10%, basing on the Charter Capital at AGM 2019 of VND 2,391,369,180,000.

Thus, the number of shares to pay 2019 stock dividend is 23,913,691 NLG shares.

3.2. Approve the payment plan of stock dividend 2019

Pursuant to Business Performance 2019, the Board kindly submits to GSM to approve the payment plan of stock dividend 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.	Number of payment shares	Not higher than 23,913,691 shares.
5.	Total par value	Maximum VND 239,136,691,000
6.	Payment rate	The rate will be calculated as below formula: Total number of payment shares / Total actual outstanding shares at payment time
7.	Purpose	Payment of stock dividend 2019
8.	Beneficiary	Existing shareholders who are entitled on record date to pay dividend 2019
9.	Source of fund	- Retained earnings basing on audited Financial Statement 2019 and/or - Treasury share held by Nam Long Investment Corp. (*) (**). (* According to Clause 1, Article 39, Decree No.58/2012/NĐ-CP DD 20/07/2012 and Clause 13, Article 1 Decree 60/2015/NĐ-CP DD 26/06/2015, The public company shall only be permitted to sell their fund stocks after a period of

		<p>06 months that begins on the date on which the latest repurchase was completed, except if fund stocks are sold or used as bonus stocks granted to employees. Company follows current applicable law when using treasury shares to pay stock dividend.</p> <p>(**) According to Clause 2, Article 42, Circular 162/2015/TT-BTC ngày 26/12/2015, The use of treasury stocks to give portions to existing shareholders or, as bonus, to employees must first be approved by the General shareholders meeting. Moreover, the company must maintain sufficient equity according to the latest audited financial report. In particular, the resources of finances are Capital surplus; Development investment fund; Undistributed net profit; Other funds (if available) for increase of charter capital as per the laws. Total resources of finances on Nam Long Investment Corp. 's audited consolidated financial statement is VND2,840,735,720,234.</p>
10.	Tentative time of execution	In 2020, after seeking approval of State Securities Commission
11.	Dealing with number of odd shares	<p>The shares to pay dividend to shareholders are rounded to unit column. Number of decimal shares (if any) will be cancelled.</p> <p>Example: At record date for stock dividend, shareholder Mr. Nguyen Van A owns 300 shares. Mr. A receives $300 \times 9.2\% = 27.6$ newly issued shares. Basing on above principle, Mr. A will receive 27 shares. The odd share of 0.6 will be cancelled.</p>
12.	The positive difference between total estimated value of issued shares to pay dividends (if any) (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	
13.	Registration depository and additional listing	All of the new issuance shares to pay dividend (if any) will be additionally listed on the Ho Chi Minh Stock Exchange (HOSE) and registered for additional deposit at the Vietnam Securities Depository (VSD)

3.3. Approve and authorize Chairman of the Board to:

- (i) Instruct Board of Management to prepare and submit dossiers to State Securities Commission ("SSC"). Actively adding, revising and completing issuance dossiers and related documents as requested by SSC as well as other state authorities;
- (ii) Amend the articles relating to charter capital, shares in Company's Charter based on actual payment result as mentioned above. Approve to amend Company Charter (related to charter capital and total issued shares, if any) in case of increase charter capital;
- (iii) Approve the dossiers, carry out procedures for notification/registration with the business registration organization of the new charter capital after the issuance is completed according to prevailing law (if any);
- (iv) Others works related to stock dividend payment:
 - Closing shareholders list to pay dividend according to the above plan;
 - The source of funds, specific time of share issuance to pay dividend as approved by GSM and pursuant to relevant applicable law;
 - Implement the necessary procedures to complete the payment plan, registration depository and additional listing of these shares at the VSD and HOSE (if any);
 - Other related works.

4. Matter 4: Approve to choose the appropriate time (in 2021) for the issuance of new shares to pay bonus shares 2019

4.1. Postpone the bonus share issuance plan as approved by GSM's Resolution No. 01/2019/NQ/ĐHĐCĐ/NLG dated 20 April 2019

On April, 2019, GSM approved the dividend and share bonus plan as follow:

- 10% cash dividend, equivalent to VND 239.14 billion, distributed from retain earnings. First 5% cash dividend has been advanced in December 11th, 2019 and 5% of the second last dividend payment will be paid after AGM 2020.
- 10% share dividend, equivalent to VND 239.14 billion, distributed from retain earnings. Expected to be paid after AGM 2020 (Quarter 2/2020).
- 10% share bonus, equivalent to VND 239.14 billion, distributed from retain earnings. Expected to be paid after AGM 2020 (Quarter 2/2020).

Regarding cash and share dividend, the Board submitted GSM for approval as mentioned in the above Matters.

Regarding share bonus, the Board respectively submit GSM for approval of postponing the share bonus plan, due to following reasons:

- i. The stock market faced unpredictable challenges of Covid-19 pandemic and fell sharply in early 2020. The pandemic hit world market in general as well as Vietnam market in particular. Foreign funds started divestment from emerging market, including Vietnam;
- ii. VN-Index fell 31% from 966,67 point to 662,53 point from beginning of the year to 31st March, 2020. NLG share price also followed market trend, to fell 27% over the same period, and is trading at three year low level, VND 20,000 – 22,000 per share;
- iii. Share bonus will cause more dilution and reduce NLG share price, in the bear market.

4.2. Approve and authorize to Board of Director (BOD can reauthorize Chairman in specific situation):

A. In case of issue new share to pay share bonus before AGM 2021:

- i. Decide on appropriate time;

- ii. Decide on the number of share issuance to pay bonus shares, source of bonus share issuance pursuant to relevant regulations and maximum bonus share issuance value is not higher than VND 239.14 billion;
- iii. Instruct Board of Management to prepare and submit issuance dossiers to State Securities Commission ("SSC"). Actively adding, revising and completing issuance dossiers and related documents as requested by SSC as well as other state authorities;
- iv. Amend the articles relating to charter capital, shares in Company's Charter based on actual issuance result as mentioned above. Approve to amend Company Charter (related to charter capital and total issued shares) based on actual issuance result as mentioned above;
- v. Approve the dossiers, carry out procedures for notification/registration with the business registration organization of the new charter capital after the issuance is completed according to prevailing law;
- vi. Closing shareholders list to pay the above stock bonus;
- vii. Implement the necessary procedures to complete the share issuance, registration depository and additional listing of these shares at the VSD and HOSE;
- viii. Other related works.

B. In case of issue new share to pay share bonus after AGM 2021: BOD will submit 2021 AGM for approval of the details share issuance number and execution plan.

C. Other related works.

5. Matter 5: 2020 Business Plan and Profit Distribution Plan

The Board submits to GSM for approval the below targets:

5.1. Business Plan 2020:

Bil VND

No.	Objectives	BP 2020	Actual 2019	% vs 2019
1	Sales (*)	6,315	1,513	317,38%
2	Net revenue	1,520	2,546	-40,31%
3	Profit after tax	822	1,007	-18,41%
4	Net profit after minority interests	820	961	-14,57%

(*) Sales include total SPA value for product sales, project sales and commercial properties.

5.2. Profit Distribution Plan 2020:

Bil VND

No.	Items	Year 2020
1	Net profit to company's shareholders	819,92
2	Appropriation	
	- Appropriation to Bonus fund (4%)	32,81
	- Appropriation to Welfare fund	8,54
	- Appropriation to Variable bonus for BOD (1%)	8,20

3	Profit after appropriation	770,37
4	- Cash dividend (10%)	249,70
5	- Stock dividend (5%)	124,85
6	Retained earnings 2020	395,82

5.3. Proposal for dividend for 2020 is as below:

- Dividend payment for the year 2020 is planned at 10%/par value in cash and 5%/par value by stocks;
- Dividend 2020 shall be executed as below:
 - 1st payment: 5% in cash is planned to pay in December 2020;
 - 2nd payment: 5% cash dividend and 5% stock dividend will be paid after AGM 2021 (Q2/2021).

6. Matter 6: The Board's report in 2019 and direction for 2020

In the year of 2019, the Board has implemented its functions and duties up to the legal regulations, Company Charter, Internal Regulation on Corporate Governance and Operating Rules of the Board. The Board's report in 2019 and direction for 2020 was presented by the Chairman and now the Board submit to GSM for approval.

7. Matter 7: Operation budget and remuneration of the Board for 2020

Pursuant to Articles 25 of Company Charter, the budget for the Board will be approved by GSM. Now the Board submit to GSM for approval the operation budget and remuneration of the Board in 2020 as follows:

1. Fixed operation budget: **VND 8.713bil** (in words: *eight billion, seven hundred and thirteen million dong*)
2. Variable bonus: **VND 8.200bil** (in words: *eight billion, two hundred million dong*) (equivalent to 1% of Net Profit 2020)

And to authorize Chairman to allocate the budget to each member.

8. Matter 8: Directors & Officers Liability Insurance for BOD members for 2020

Pursuant to Article 14 of Decree No. 71/2017/NĐ-CP, effective from August 1st, 2017, the purchase of Directors & Officers Liability Insurance for BOD members shall be approved by GSM. Now the Board submit to Shareholders for approval the purchase of Directors & Officers Liability Insurance for BOD members for 2020 as follow:

1. Insurer : AIG Vietnam Insurance Co., Ltd.
2. Policy period : From July 31st, 2020 to July 31st, 2021
3. Limit of liability : USD 10.000.000
4. Premium : USD 12.000 (*)

(*) Increasing due to consolidated net profit in 2019 increased by 25% compared to 2018, from VND 763.5 billion in 2018 to VND 960.5 billion in 2019.

And to authorize Chairman to execute procedures related to the above transaction.

9. Matter 9: Shares issuance for NLG executives (ESG shares) in 2019

9.1. Approve the issuance of shares to implement Company's ESG policy based on business result of 2019:

- ❖ **Total 2019 ESG shares based on business result in 2019: 1,380,921 shares**
- ❖ **Total estimated ESG shares to be issued in 2020:**

No.	Items	No. of shares
1.	Maximum number of ESG shares in third round of 2017 (equivalent to 30% of total 2,804,356 ESG shares approved in 2017)	841,307
2.	Maximum number of ESG shares in second round of 2018 (equivalent to 30% of total 1,535,000 ESG shares approved in 2018)	460,500
3.	Estimated maximum number of ESG shares plans to issue for first round of 2019 based on business result 2019 (equivalent to 40% of total 1,380,921 estimated number of ESG shares issued in 2019)	552,369
	Total maximum number of ESG shares will be issued in 2020	1,854,175

❖ **ESG share issuance plan as follow:**

1.	Name of share	Share of Nam Long Investment Corporation
2.	Type of share	Common share
3.	Par value	VND 10,000 /share
4.	Total number of issued shares	259,702,575 shares
5.	Number of Outstanding shares	249,702,575 shares
6.	Number of Treasury shares	10,000,000 shares (*) <i>(*) note:</i> <i>Besides 10,000,000 treasury shares held by Nam Long and reported on Nam Long' separated financial statement, one subsidiary of Nam Long also held 10,330,505 NLG shares. Therefore, number of treasury shares reported on Nam Long's consolidated financial statement is 20,330,505 shares.</i>
7.	Issuance purpose	Implement ESG plan approved in 2015 based on business result 2017 Implement ESG plan approved in 2018 based on business result 2018 and 2019
8.	Total number of issued shares (estimated)	Expected maximum number of ESG shares issued in 2020 is 1,854,175 shares;
9.	Total par value (estimated)	Expected maximum VND 18,541,750,000

10.	Issuing rate	The rate will be calculated as below formula: Total number of issued shares / Total actual outstanding shares at issuance time
11.	Issuing price	VND 0/ share
12.	Source of Fund	Existing Treasury shares or Newly issued shares from Bonus fund on Company's Statement of changes in charter capital, expected to issue in Quarter II or Quarter III/2020, after AGM 2020 approving to extract bonus fund The extracted capital from bonus funds is VND18,541,750,000
13.	Transfer restriction	No restriction to transfer
14.	Issuing date	By 30 th August 2020 and after AGM 2020 approving the extraction for bonus fund

9.2. Approve to authorize Chairman of the Board to:

- (i) Decide on the total ESG share to be issued in 2020 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 bonus funds based on the approval of Shareholders for ESG;
- (iii) Choose source of fund, appropriate time for issuance date;
- (iv) In case of newly issued shares for ESG plan:
 - a) 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);
 - b) 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 (if any);
 - c) Amend the articles relating to charter capital, shares in Company's Charter after the issuance;
 - d) 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;
- (v) Instruct, control, and handle with matters arising during the implementation of above contents;
- (vi) Other related works.

10. Matter 10: Approve the selection of auditor for 2020

To fulfill the obligations specified in the Company Charter and Internal Regulation on Corporate Governance of Nam Long Investment Corporation and the provisions of the relevant legislations, the

Audit Committee of the Board of Nam Long Investment Corporation respectfully submits to GSM to approve the independent auditor for 2020 audited financial statements and review the period financial statements of the Company in accordance to the law as follow:

10.1. Selection criteria of audit firm:

- (i) As an auditor approved by the State Securities Commission to audit issuers, listed and securities trading company in 2020.
- (ii) Experienced auditor of companies and large groups in the field of real estate business, investments, manufacturing and construction.
- (iii) Has a team of qualified and experienced auditors.
- (iv) Has reputation for the quality of audit.
- (v) Meet the requirements of the company about the scope and progress of the audit.

10.2. Proposal for selection of audit firm:

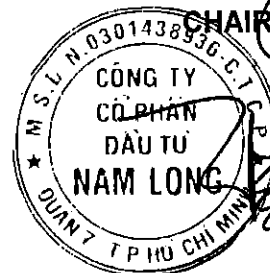
During 2019, the Audit Committee had three meetings with external auditor and conducted performance assessment in term of quality of the audit work, technical experience and resources, effectiveness and independence which was complied with the approved procedure. In addition, the Audit Committee also reviewed and considered the scope of non-audit services of Ernst & Young Vietnam Co., Ltd. provides to the Company to ensure independent performance.

Recognizing that the scope and nature of the contract with Ernst & Young Vietnam Limited still satisfy the independence and fairness of the conduct of the audit work, and audit performance evaluation had met expectation.

Therefore, the Audit Committee suggests the Annual General Meeting continue to select the Ernst & Young Vietnam as auditor for financial year 2020.

Kindly request the Shareholders to approve the above-mentioned items.

ON BEHALF OF THE BOARD
CHAIRMAN



NGUYEN XUAN QUANG