

**NAM LONG INVESTMENT  
CORPORATION**

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

No.: 37 /2021/TB/HĐQT/NLG

Hochiminh City, 19<sup>th</sup> Nov 2021

**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
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- 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:**

- The Board's Resolution regarding the approval for Nam Long Investment Corporation to sign the DMA No.1 with Dong Nai Waterfront City Limited Liability Company.
- Charter of Operations of Audit Committee.

This information was disclosed on Company's website on 19<sup>th</sup> Nov 2021. Available at the following link: <https://namlongvn.com/stock/information-disclosure/other-documents/>

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

Attachment:

- Resolution No. 37a/2021/NQ/HĐQT/NLG;
- Charter of Operations of Audit Committee.

**ORGANIZATION REPRESENTATIVE**  
PARTY AUTHORIZED TO DISCLOSE INFORMATION



**TRAN THANH PHONG**  
PERMANENT VICE CHAIRMAN



## NAM LONG INVESTMENT CORPORATION

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**NAM LONG**

No.: 47~/2021/NQ/HĐQT/NLG

Ho Chi Minh City, 18<sup>th</sup> Nov 2021

### RESOLUTION

#### THE BOARD OF NAM LONG INVESTMENT CORPORATION

(Extracted from the Board's Resolution No. 47/2021/NQ/HĐQT/NLG dated 18<sup>th</sup> Nov 2021)

- Article 1:** Approve Nam Long Investment Corporation to sign the DMA No.1 with Dong Nai Waterfront City Limited Liability Company, with expected value at **VND 1,866,524,000,000**.
- Article 2:** Board Members, Board of Management and relevant Divisions of the Company are responsible to implement this resolution.
- Article 3:** This resolution, made in Vietnamese and English, is effective from signing date.

Receivers:

- Board Members;
- Board of Management;
- Filing at Board Office.

ON BEHALF OF THE BOARD  
CHAIRMAN



NGUYEN XUAN QUANG

**Nam Long Investment  
Corporation**

Charter of Operations  
Audit Committee

October 18<sup>th</sup>, 2021

M.S.D.A.  
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# **NAM LONG INVESTMENT CORPORATION'S AUDIT COMMITTEE OPERATIONAL CHARTER**

*(Pursuant to Resolution No. 19/2021/NQ/HDQT/NLG issued on 26/04/2021  
by the Board of Directors of Nam Long Investment Corporation)*

## **ARTICLE 1. PURPOSE OF THE AUDIT COMMITTEE**

The Purpose of the Audit Committee is responsible to the Board of Directors for performing their monitoring for the Corporation & its subsidiaries (hereinafter called "Group") and the Board, in relation to:

- i. Overseeing and assessing the integrity of the group's financial statements and the accounting, financial reporting processes, financial statement's internal control and financial statement audits
- ii. Overseeing and assessing the company's compliance with legal and regulatory requirements as well as internal policies & procedures.
- iii. Overseeing and assessing the compliance of the Board and Board Sub-Committees to Company Charter, Corporate Governance Regulation, Sub-committees Operational charter, Annual Audit Committee working plan of Activities and Resolutions of the Annual General Meeting.
- iv. Overseeing and assessing capacity, independence, and quality of external auditors.
- v. Overseeing and assessing the performance of the internal auditor and internal audit function.
- vi. Overseeing and assessing the procedures and control in relation to information disclosure, and compliance with the company's Code of Ethics.
- vii. Overseeing and assessing the performance of the company and its subsidiaries.
- viii. Overseeing and assessing the risk management framework, overseeing BOM's establishment of controls to prevent and detect fraudulent risks.
- ix. Overseeing and assessing the implementation of special projects as request from the Board of Directors.

## **ARTICLE 2. COMPOSITION, APPOINTMENT, DISMISSAL AND TERM OF AUDIT COMMITTEE**

### **2.1. Composition**

The Audit Committee will comprise of three or more Members of the Board . Majority of Audit Committee Member can be Non-executive and Independent; an Independent Board Member will be appointed as Head of Audit Committee by Board of Directors.

## **2.2. Appointment**

Based on the suggestion of the Human Resource and External Relations ("HRER"), the Board of Directors shall appoint members of Audit Committee through the resolution.

## **2.3. Dismissal**

The Board may dismiss the members of the Audit Committee at any time in accordance with the assessment on Audit Committee's performance conducted by the Board or resignation of any member of the Audit Committee; however, if the dismissal/ resignation of a member of Audit Committee is the cause for the Audit Committee comprising less than three (3) members, the Board of Directors shall also appoint additional members to keep at least three (3) members the Audit Committee.

## **2.4 Term**

The term of the Audit Committee's members is compatible with that of the Board (5 years) unless the Board decide to dismiss or replace earlier.

## **ARTICLE 3. MEMBERSHIP CRITERIA OF AUDIT COMMITTEE**

Members of the Audit Committee must meet one of the following requirements:

- i. Have at least 10 years of experience related to the operation of the company.
- ii. Have analytical skills and a good understanding of finance, accounting, auditing (at least one member).
- iii. Have skills in Company/ Group management and real estate.
- iv. Have Ability in teamwork.
- v. Have enough time for Audit Committee's activities.

## **ARTICLE 4. RIGHTS AND RESPONSIBILITIES OF AUDIT COMMITTEE**

### **4.1 Audit Committee's rights**

- i. The Audit Committee have the right to conduct the inspection, overseeing and assessment of the issues within their responsibility and get external advice and assistance on legislation, accounting or others, as needed, to fulfill their responsibilities.
- ii. When performing their duties and responsibilities, the Audit Committee have the right to request and access the information and reports from the Board of Management, employees, members of Board of Directors, or external parties support Audit Committee.
- iii. The Board will provide the proper budget as proposed by the Audit Committee, to pay professional fees for external auditor, consultants, and pay for other administration cost that the Audit Committee need to perform their duties.

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## 4.2 Responsibilities and duties of Audit Committee

### *i. Documents/reports/accounting information review*

1. Review this charter at least annually and recommend any necessary amendments to the board of directors.
2. Meet with Board of Management and the external auditor to review and discuss the Group's annual financial statements and half-year financial statements and other reports issued by the external auditor (or summaries thereof).
3. Review the internal audit reports sent to Board of Management (or summaries thereof) prepared by the internal audit function, as well as Board of Management 's responses.

### *ii. External auditor*

1. The Audit Committee are responsible for assessing the external auditors and propose the appointment, re-appointment and dismissal of external auditor, (recommend the Board to propose for approval of the Annual General Meeting), oversee the performance of external auditor.
2. Oversee the external auditor selection when there is a change of external auditor. Audit Committee develop policies, comply with the law and regulations, to appoint external auditor.
3. Review and approve the terms of the audit contract, non-audit contract provided by external auditors and related service fees.
4. Review the effectiveness, independence, and objectivity of external auditor. Consider whether the provision of non-audit services affects the independence of independence auditors or not.
5. Review the scope of the audit of external auditor and create good conditions for them to conduct this scope. External auditor shall communicate directly to Audit Committee and Audit Committee will oversee and solve any disagreements between the Board of Management and external auditor (if any).
6. Oversee the implementation of the external auditor's recommendations after auditing.
7. Timely discussions with the external auditor regarding the following:
  - a. The issues involved in the half-year / annual financial statement of the Group.
  - b. The risks of the Group.
  - c. The difficulties and restrictions during the auditing procedure, and
  - d. The issues that Audit Committee and Internal Auditors consider necessary.

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### **iii. *Financial reporting processes, accounting policies, and internal control structure***

1. In consultation with the external auditor and the internal audit function, review the integrity of the company's financial reporting processes.
2. Understand the scope of the external auditor relevance to internal control over financial reporting.
3. Receive and review any disclosure from the Group CEO and Group CFO made in connection with the certification of the company's quarterly and annual reports.
4. Review major issues regarding accounting principles and financial statement presentations.
5. Review and assessing all related-party transactions. Discuss with the external auditor its evaluation of the company's identification of, accounting for, and disclosure of its relationships with related parties as set forth under the standards of the law.
6. Oversee procedures for the receipt, record, and treatment of complaints regarding accounting, internal controls, or auditing matters.

### **iv. *Internal Audit***

1. Interview, appoint, replace or dismiss the Chief Audit Executive (i.e. Head of IA) function.
2. Manage and approve the Audit Plan and scope of work of internal audit function (including annual audit plan, human resource plan and operating budget).
3. Review the internal audit reports on weaknesses in control, recommendations and responses of the Board of Management and propose the solutions to the Board in case of necessity.
4. Create conditions for the Internal Audit Function in order to avoid restrictions or inappropriate limit when performing work.
5. Review the effectiveness of the internal audit and results of the internal audit activities.
6. Review and approve the remuneration for the Chief Audit Executive function and audit staffs.
7. Regularly meet privately with the Chief Audit Executive to discuss about issues that Audit Committee or Internal audit function believe that they are important for governance and operation of the Group.
8. Annually, review and recommend changes (if any) to the internal audit charter.

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**v. *Ethical compliance, legal compliance, and risk management***

1. Oversee, review, and periodically update the company's code of business conduct and ethics and the group's system to monitor compliance with and enforcement of this code.
2. Review, with the group's counsel, legal compliance and regulatory matters that could have a significant impact on the group.
3. Oversee regularly the compliance of Board of Management to the decisions of the Board and shareholders.
4. Discuss risk management policies & procedures, including the group's major risks and the action plan should be taken to mitigate them.
5. Assess the risk of Board of Management 's ability to override the group's internal controls.
6. Review and assess the compliance of the Board of Directors and the Board Sub-Committees to the Company Charter, Corporate Governance Regulation, annual work plan and resolutions of the Annual General Meeting.

**vi. *Reporting***

1. Report regularly to the board regarding the execution of the audit committee's duties, responsibilities, and activities, any issues encountered, and related recommendations
2. Report regularly to the board regarding the execution of annual plan and set targets to the Board of Management.
3. Report to the annual general meeting regarding the performance of Audit Committee.
4. Chairman of the Board is invited to participate quarterly Audit Committee meetings.

**vii. *Other responsibilities***

1. Conduct an annual performance assessment relative to the audit committee's purpose, duties, and responsibilities outlined herein
2. Perform inspection, supervision and assesemnt of any other activities consistent with this charter, the company's bylaws, and governing laws that the board or audit committee determines are necessary or appropriate.
3. Keep confidentiality of any group information that obtained & provided.

**ARTICLE 5. WORKING REGULATIONS**

5.1 Head of Audit Committee directly chairs testing complex cases and is responsible for organizing, assigning tasks to each member, to perform the tasks assigned by Board of Directors. Each member shall be responsible for the tasks assigned to the Head of Audit Comittee and Board of Directors.

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5.2 Audit Committee work under collective mode; hold regular meetings at least 1 time per quarter, when necessary, the Audit Committee may hold extraordinary meetings to resolve urgent issues as Chairman, Group Chief Executive Officer, or over 50% of Audit Committee member's request.

5.3 Audit Committee must prepare annual working plan and submit to the Board for approval. For the cases such as unannounced check, supervision, it is necessary to have early detection of errors and the normal operation of the company must not be affected, then the Head of Audit Committee has the right to conduct it, and report to the Chairman of the Board of Directors.

5.4 The Head of Audit Committee convenes and chairs all meetings of the committee; in case of reasonable absence, Head of Audit Committee delegate to the other member of the Audit Committee to lead the meeting; the meeting is considered valid if at least 2/3 members are present.

#### ARTICLE 6. EFFECTIVE

This Charter takes effect from the date of issue.

The Audit Committee, Group CEO, Division, Business Units, departments, the Group's Subsidiaries and relevant parties are responsible for implementation of this regulation. The Board will regularly review the execution of AC's Charter of Operations and propose amendments when necessary for the Board to approve, in order to continuously improve AC's operation efficiency and results.

ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN



NGUYEN XUAN QUANG