

**NAM LONG INVESTMENT
CORPORATION**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 23/2021/TB/HĐQT/NLG

Hochiminh City, 7th Jun 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 11th, 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:

- Resolution of the Board regarding the approval of the deployment of the plan for private placement of shares in 2021, the plan to ensure the foreign ownership ratio of the capital increasing tranche, approval of the list of prospective shareholders to participate in purchasing privately placed shares and approval of the application dossier for issuance.

This information was disclosed on Company's website on 7th Jun 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. 24a/2021/NQ/HĐQT/NLG

ORGANIZATION REPRESENTATIVE
PARTY AUTHORIZED TO DISCLOSE INFORMATION



TRAN THANH PHONG
PERMANENT VICE CHAIRMAN



NAM LONG INVESTMENT CORPORATION

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Website: www.namlongvn.com

No.: 44/2021/NQ/HĐQT/NLG

HCMC, 7th Jun 2021

RESOLUTIONS OF THE BOARD OF DIRECTORS

Re: Approval of the deployment of the plan for private placement of shares in 2021, the plan to ensure the foreign ownership ratio of the capital increasing tranche, approval of the list of prospective shareholders to participate in purchasing privately placed shares and approval of the application dossier for issuance.

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam, 9th session on June 17, 2020 and its guiding documents;
- Law on Securities No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam, 8th session on November 26, 2019 and its guiding documents;
- Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing and guiding the implementation of a number of articles of the Law on Securities;
- Resolutions of the annual General Meeting of Shareholders in 2021 of Nam Long Investment Corporation No. 01/2021/NQ-DHDCD/NLG dated April 24, 2021;
- Charter of Nam Long Investment Corporation passed by the General Meeting of Shareholders;

RESOLVES

Article 1: To approve the deployment of the plan for private placement of shares in 2021 of Nam Long Investment Corporation (NLG) as follows:

Pursuant to the authorization of the General Meeting of Shareholders, the Board of Directors (BOD) of Nam Long Investment Corporation approved the deployment of the plan for private placement of shares in 2021, which was approved by the Resolutions of the annual General Meeting of Shareholders of 2021 No. 01/2021/NQ-DHDCD/NLG dated April 24, 2021, with the following contents:



Type of issuing shares	Ordinary shares
Par value	10,000 dong/shares
Type of issuance	Private placement of shares
Number of additional shares to be issued	60,000,000 shares
Value of additionally issued shares by par value	VND600,000,000,000 (Six hundred billion dong)
Price and price range	<ul style="list-style-type: none"> – Expected minimum price of issuance: 30,800 dong/shares – Expected maximum price of issuance: 37,600 dong/shares <p>At the time of issuance, based on the market situation and negotiation results with the investors, the Board of Directors will have the resolutions to approve the price of private placement of shares for the investors after receiving approval of the State Securities Commission.</p>
Investor selection criteria to participate in the issuance tranche	<ul style="list-style-type: none"> – Professional securities investors as stipulated in Article 11 of the Law on Securities 2019; – Long-term investors of NLG; – Investors who are not direct competitors of Keppel Land and NLG; – Financial investors who have no intention to join the BOD and business management.
Expected issuing time	In 2021, after receiving approval of the State Securities Commission.
Issuance consulting organization	Ho Chi Minh City Securities Corporation

Other contents of the plan for private placement of shares in 2021 not mentioned in these Resolutions shall be implemented in accordance with the Resolutions of the annual General Meeting of Shareholders in 2021 No. 01/2021/NQ-DHDCD/NLG dated April 24, 2021 of the Company.

Article 2. To approve the plan to use the proceeds from the private placement of shares in 2021.

The total proceeds received from this issuance tranche will be used for land bank expansion and investment in Akari Project, specifically as follows:

No.	Capital using purpose/ Item	Expected implementation/ disbursement timeline	Expected amount of money
1	Payment for Project Transfer Value of PG Hai Phong Project	Payments under the Master Agreement	VND 200 Billion
2	Partial financing for investment amount of Akari – Zone F under the Inprinciple Investment Approval dated on 31 December 2020	Payments under investment progress	VND 1,800 billion

In case the mobilized capital is not sufficient as originally expected, the Company will consider selecting and adjusting the investment and capital using plans to ensure no effects on the capital source as well as the regular production and business activities of the Company and consider the option of borrowing working capital from the bank.

Article 3. To approve the List of professional securities investors expected to participate in the purchase of privately placed shares who satisfy the criteria for selecting the offering subjects approved by the annual General Meeting of Shareholders in 2021 and the Board of Directors of the Company (According to the enclosed list)

Lock-up period: 01 year for professional securities investors from the completion date of the issuance tranche in accordance with the law.

Article 4. To approve the plan to ensure the private placement of shares meets the foreign ownership ratio of the Company

- Deployment of the plan to issue 60,000,000 privately placed shares for approximately ... professional securities investors according to the list approved by these Resolutions;

- According to the most recent list of shareholders dated 19 May 2021 the rate of foreign ownership in the Company is 44.07 %;
- The maximum foreign ownership ratio of NLG at the moment is 50%. The Company undertakes that during the private placement of shares to foreign professional securities investors, the Company shall always ensure compliance with the law on the maximum ownership ratio of foreign investors after completion of the issuance of the Company.

Article 5. To approve the application dossier for private placement of shares in 2021 of Nam Long Investment Corporation, comprising:

- Application for issuance of shares;
- The Company's latest enterprise registration certificate;
- Resolutions of the General Meeting of Shareholders approving the plan for issuance, the plan for using capital obtained from the issuance tranche;
- Resolutions of the BOD approving the deployment of the plan for private placement of shares in 2021, the plan to ensure the foreign ownership ratio of the capital increasing tranche, the list of prospective shareholders to participate in purchasing privately placed shares and the application dossier for issuance;
- The Company's undertaking not to violate the regulations on cross-ownership under the Law on Enterprises;
- The bank's written confirmation on the opening of an escrow account to receive proceeds of the share issuance tranche;
- Other documents.

Article 6. To authorize Mr. Nguyen Xuan Quang (Chairman of the Board of Directors and legal representative of the Company) to have the right to, within the scope of the approved plan:

- Direct the Executive board to deploy the approved plan for private placement of shares in 2021, including but not limited to submitting issuance application dossier to the State Securities Commission, submitting application dossier for additional listing to the Securities Stock Exchange and submitting application dossier for additional depositing to the Vietnam Securities Depository Center;
- Decide in details the issuing time, price and other issues related to the private placement of shares according to the above-mentioned plan;
- Enter into and perform all contracts, agreements and documents relating to the private placement of shares, including all amendments, supplements, termination thereof; and

- Decide and carry out all other necessary matters and procedures to implement and complete the above-mentioned private placement of shares.

Article 7. The members of the Board of Directors, the Board of General Directors and relevant departments in the Company are responsible for implementing these Resolutions.

Article 8. These Resolutions take effect from the date of signing.

FOR THE BOARD OF DIRECTORS

The CHAIRMAN OF THE BOARD OF
DIRECTORS



NGUYEN XUAN QUANG

**THE LIST OF PROFESSIONAL SECURITIES INVESTORS EXPECTED TO BE SELECTED FOR PURCHASING PRIVATELY
PLACED SHARES**

(Enclosed with the Resolutions of the Board of Directors to implement the plan for private placement of shares in 2021)

No.	Investor's name	No. of ID Card /Passport/ Enterprise Registration Certificate	Participants		Number of shares owned before the issuance tranche	Number of shares expected to be distributed	Expected ownership ratio after the issuance tranche (%)	Relationship with the issuer, members of the BOD, Controller and BOM
			Professional investors	Foreign investors/ Economic organizations in which foreign investors hold more than 50% of charter capital/Domestic investors				
1	Norges Bank	CA2180 issued by VSD on 29 August 2008	Yes	Foreign investor	4,500,060	5,000,000	2.8%	No
2	KIM Vietnam Growth Equity Fund	CA8602 issued by VSD on 17 December 2015	Yes	Foreign investor	2,898,240	4,000,000	2.0%	No
3	PYN Elite Fund	CA5604 issued by VSD on 15 December 2011	Yes	Foreign investor	19,722,200	5,000,000	7.2%	Major shareholder
4	NTAsian Discovery Master Fund	CA5338 issued by VSD on 24 June 2011	Yes	Foreign investor	12,061,900	4,000,000	4.7%	No
5	Matthews Asia Funds _ Asia EX Japan Dividend Fund	CA8547 issued by VSD on 26 November 2015	Yes	Foreign investor	4,464,738	4,000,000	2.5%	No
6	Tổng Công Ty Cổ Phần Thiết Bị Điện Việt Nam	No. 0100100512 issued by Ha Noi DPI on 01 December 2010	Yes	Domestic investor	-	15,000,000	4.3%	No
7	Công ty Cổ Phần Đầu tư Thái Bình	No. 3700148737 issued by Binh Duong province DPI on 13 June 2005	Yes	Domestic investor	17,281,900	15,600,000	9.5%	Internal shareholder
8	Vietnam Capital Partners Ltd.	CA0322 issued by VSD on 31 March 2008	Yes	Foreign investor	99,430	1,400,000	0.4%	No
9	Ibworth Pte.Ltd	CA8014 issued by VSD on 02 July 2015	Yes	Foreign investor	28,374,615	6,000,000	10.0%	Major shareholder

* Final investors and allotted number of shares may differ from these estimated information this "EXPECTED" list.