

**NAM LONG INVESTMENT
CORPORATION**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 13/2019/TB/HĐQT/NLG

Hochiminh City, 25th May 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:

- Notification regarding record date for 2019, 2nd dividend payment by cash;
- Resolution of the Board regarding 2019, 2nd dividend payment by cash.

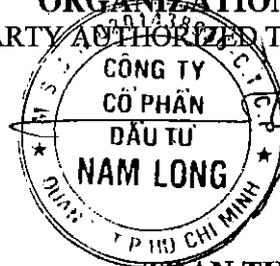
This information was disclosed on Company's website on 25th May 2020. Available at the following link: <https://namlongvn.com/stock/information-disclosure/other-documents/>

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

Attachment:

- Notification No. 49/2020/TB/NLG;
- Resolution No. 13/2020/NQ/HĐQT/NLG.

ORGANIZATION REPRESENTATIVE
PARTY AUTHORIZED TO DISCLOSE INFORMATION



TRAN THANH PHONG
PERMANENT VICE CHAIRMAN

No.: 49./2020/TB/NLG

Ho Chi Minh City,25th May....., 2020

NOTIFICATION
(Regarding record date
to exercise the right to receive 2nd cash dividend 2019)

To: Vietnam Securities Depository
Ho Chi Minh Stock Exchange

Issuer: **CÔNG TY CỔ PHẦN ĐẦU TƯ NAM LONG**

Business name: NAM LONG INVESTMENT CORPORATION

Headquarter: 6 Nguyen Khac Vien, Tan Phu Ward, District 7, HCMC

Tel: (84.28) 54 16 17 18

Fax: (84.28) 54 17 18 19

We kindly inform to Vietnam Securities Depository (VSD) the record date to make the list of shareholders as followings:

Security name: Nam Long Investment Corporation Stock
Security code: NLG
Share type: Common share
Par value: VND10,000/share
Stock exchange: HOSE
Record date: **08/06/2020**

1. Reason and purpose

- 2nd cash dividend payment in 2019;

2. Detailed content

2nd cash dividend payment in 2019:

- Dividend rate: 4.79%/par value (01 share shall receive VND479)
- Payment date: 22/06/2020
- Place of execution:
 - For depository securities: Shareholders implement procedures to receive cash dividend at depository members where shareholder opened their depository account
 - For undeposited securities: Shareholders implement procedures to receive cash dividend at Nam Long Investment Corporation, No. 6 Nguyen Khac Vien, Tan Phu Ward, District 7, HCMC (on business day) from 22/06/2020 and bring their identity cards.

VSD is requested to make and send us the list of shareholders on record date mentioned above at the following address:



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- Address to receive the list (hard copy): Capital Tower, 6 Nguyen Khac Vien, Tan Phu Ward, District 7, HCMC
- Address to receive soft copy:
 - Nguyen Thi Huong – huong.tnguyen@namlongvn.com
 - Nguyen Thi Thuan – thuan.nguyen@namlongvn.com

We commit that information on the shareholder list will be used properly and in accordance with VSD regulations. Our company will be fully responsible before the law if there is a violation.

Receiver:

- Above;
- Filling at Office



TRẦN THANH PHONG





NAM LONG

NAM LONG INVESTMENT CORPORATION

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

No: *13*/2020/NQ/HĐQT/NLG

Ho Chi Minh City, ...*25th*.....*May*., 2020

RESOLUTION OF THE BOARD

Ref: 2nd payment for cash dividend 2019

Pursuant to:

- Pursuant to Enterprise Law No. 68/2014/QH13 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2014;
- The Law on Securities No. 70/2006/QH11 and the Law Amending and Supplementing a number of Articles of the Law on Securities No. 62/2010/QH12 adopted by the National Assembly of the Socialist Republic of Vietnam on November 24, 2010;
- Based on the Company Charter and operation of Nam Long Investment Corporation;
- Resolution of the Annual General Meeting of Shareholders 2020 No. 01/2020/NQ/ĐHĐCĐ/NLG dated May 04, 2020;

RESOLVES

Article 1: Shareholders Resolution No. 01/2020/NQ/ĐHĐCĐ/NLG dated 04/05/2020 has approved the payment of the remaining cash dividend of 2019 with the amount of money of VND 119.78 billion calculated on the old charter capital of VND 2,391,369,180,000.

However, current charter capital of Company is VND 2,597,025,750,000 (after stock dividend and employee stock ownership plan). At the same time, from 27/05/2019 to 26/06/2019, Nam Long Investment Corporation had purchased 10,000,000 Treasury stock. Therefore, the 2nd dividend payment 2019 will be calculated as follow:

$$\text{Dividend ratio} = \frac{\text{2nd dividend payment 2019}}{\text{Current charter- Treasury stock}} = \frac{119,780,000,000}{2,597,025,750,000 - 100,000,000,000} = 4.79\%$$

Board of Directors approved that cash dividend ratio for 2nd payment in 2019 is 4.79% (equivalent to 01 share shall receive VND 479).

Article 2: Approve on issues related to 2nd dividend payment in 2019 as followings:

- **Record date: 08/06/2020**
- **2nd payment for cash dividend 2019:**
 - ✓ Dividend rate: 4.79%/par value (01 share shall receive VND 479)
 - ✓ Payment date: 22/06/2020
 - ✓ Place of execution:



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- + For depository securities: Shareholders implement procedures to receive cash dividend at depository members where shareholder opened their depository account.
- + For undeposited securities: Shareholders implement procedures to receive cash dividend at Nam Long Investment Corporation, No. 6 Nguyen Khac Vien, Tan Phu Ward, District 7, HCMC, from 22/06/2020 (on business day) and bring their identity cards.

Article 3: Authorize Mr. Nguyen Xuan Quang – Chairman of BOD – conduct necessary procedures to close shareholders list and pay 2nd cash dividend in 2019 in accordance with prevailing law.

Article 4: Board Members, Board of Management and other relevant Divisions of the Company are responsible for implementing this Resolution.

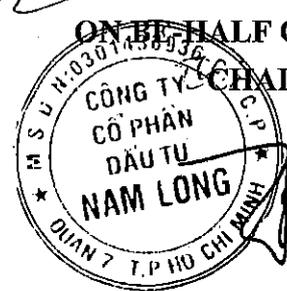
Article 5: This Resolution, made in Vietnamese and English, is effective from signing date.

Receiver:

- Shareholders;
- State Securities Commission (b/c)
- BOD, BOM;
- Filling at Office.

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ON BEHALF OF THE BOARD
CHAIRMAN



NGUYEN XUAN QUANG





NAM LONG

Số: 01/2020/NQ/ĐHĐCĐ/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

Ho Chi Minh City, 4th May 2020

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

Pursuant to:

- 2014 Law on Enterprise effective date from 1st July 2015 substituting for 2005 Law on Enterprise.
- Prevailing Charter of Nam Long Investment Corporation.
- Submission from the Board at the Annual General Shareholders Meeting 2020 of Nam Long Investment Corporation dated 25th April 2020.
- Voting summary report of the Annual General Shareholders Meeting 2020 of Nam Long Investment Corporation dated 28th April 2020.
- Meeting minutes of the Annual General Shareholders Meeting 2020 of Nam Long Investment Corporation passed on 4th May 2020.

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

RESOLVES

Article 1: Approve consolidated financial report for 2019 of Nam Long Investment Corporation which was audited by Ernst & Young Vietnam with key accounts below:

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%

VND Bil

Approved voting ratio: 95.772%

Article 2: Approve profit distribution plan according to 2019 business performance

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	

VND Bil

	- 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).

Approved voting ratio: 95.772%

Article 3: Approve the payment of stock dividend 2019

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 239,136,910,000
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 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

		<p><i>stock dividend.</i></p> <p><i>(**) 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.</i></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)

- 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.

Approved voting ratio: 95.619%

Article 4: Approve and authorize to Board of Director (BOD can reauthorize Chairman in specific situation) to choose the appropriate time (in 2021) for the issuance of new shares to pay bonus shares 2019

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.

Approved voting ratio: 84.532%

Article 5: 2020 Business Plan, Profit Distribution and Dividend payment plan and authorize the Board to organize the execution with key targets as follows:

5.1. Business Plan 2020:

				<i>VND Bil</i>
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:

		VND Bil
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:
 - (i) 1st payment: 5% in cash is planned to pay in December 2020;
 - (ii) 2nd payment: 5% cash dividend and 5% stock dividend will be paid after AGM 2021 (Q2/2021).

Approved voting ratio: 95.615%

Article 6: Approve the Board's report in 2019 and direction for 2020 (report enclosed).

Approved voting ratio: 95.615%

Article 7: Approve the operation budget of the Board for 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 authorize Chairman to allocate the budget to each member.

Approved voting ratio: 69.801%

Article 8: Approve to purchase 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.

Approved voting ratio: 84.482%

Article 9: Approve shares issuance for NLG executives (ESG shares) in 2019 as follows:

9.1. Approve the issuance of new 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 BOD 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.

Approved voting ratio: 78.767%

Article 10: Appoint Ernst & Young Vietnam Co., Ltd. to be auditor for financial year 2020.

Approved voting ratio: 95.614%

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

Recipients:

- Shareholders;
- Board members;
- Management team;
- Filing at Board Office.

ON BEHALF OF THE SHAREHOLDERS



CHAIRMAN
NGUYEN XUAN QUANG