

No: 09 /TT-HDQT

Ho Chi Minh City, 10th April 2012

PROPOSAL

On the contents submitted to 2011 General Shareholders Meeting by the BOM

- Pursuant to the Charter on organization and operation of NBB Investment Corporation (“the Company”);
- Pursuant to the Resolution of the BOM No.08/NQ-HDQT dated 20th March 2012 on approval of the contents proposed to General Shareholders Meeting (GSM).

The Board of Management cordially proposes GSM to adopt a number of following issues:

Article 1. Approval of the Report on business performance for the year 2011 by the BOM.

Article 2. Approval of Audited Consolidated Financial Statements and adjusting distribution of profit after tax for the year 2011, according to audit result.

Total revenue	VND 412,784,701,677	Completion by 65.00%
Profit before tax	VND 102,492,370,013	Completion by 47.23%
Net profit after tax (Shareholders of parent company)	VND 69,590,280,214	Completion by 43.49%
<i>Financial Reserve Fund</i>	VND 2,754,816,499	<i>Accumulatively equivalent to 10% of charter capital</i>
<i>Bonus Fund</i>	VND 4,123,845,174	
<i>Welfare Fund</i>	VND 3,734,000,000	
<i>Dividends pay-out</i>	VND 24,416,960,000	<i>VND 1,600 /share</i>
<i>Dividends paid of preference share</i>	VND 3,900,000,000	<i>VND 1,500 /share</i>
<i>Investment & Development Fund</i>	VND 0	
<i>Remuneration for the BOM & BOC</i>	VND 700,000,000	
Retained Earnings	VND 29,960,658,541	

Article 3. Approval of Report on operation for the year 2011 by the Board of Control.

Article 4. Approval of Proposal on the business plan & figures; profit distribution and remuneration for the BOM and BOC for the year 2012.

Remarkable figures in 2012 business plan:

Total revenue	VND 780.87bn
Profit before tax	VND 288.86bn
Profit after tax	VND 216.64bn

Distribution plan of profit after tax for the year 2012:

Financial Reserve Fund	N/A (Accumulatively equivalent to 10% of charter capital)
------------------------	---

Bonus Fund	5%
Welfare Fund	5%
Dividends pay-out	16% to 20%
Remuneration for BOM & BOC	1%
The rest distributed to Investment & Development Fund and Retained Earnings.	

Article 5. Approval of recommendation on call for investment co-operation.

In order to achieve business targets in 2012 and subsequent years, the BOM proposes GSM to adopt the recommendation on call for investment co-operation from external partners to implement investment in real estate projects in Dist. 8, Binh Chanh Dist. in HCM city and mineral projects in Quang Ngai province.

Article 6. Approval of bonus levels for exceeded planned profit for the year 2012.

If profit after tax for the year 2012 surpasses planned figure that adopted by 2011 Annual Shareholder Meeting, the BOM proposes bonus as below:

- Surpass by 20% of plan : Bonus equivalent to 10% of exceeded profit amount [1];
- Surpass by over 20% of plan : Bonus as at [1] plus 20% (of exceeded profit amount).

All the above proposed bonus will be distributed to:

➤ Employees	:	25%
➤ Board of Directors	:	25%
➤ Board of Management & Board of Control	:	50%

Article 7. The selection of audit firm for the fiscal year 2012.

The BOM discussed and agreed to propose GSM to select International Auditing and Financial Consulting Company Ltd. (IFC) as the Company's official audit firm for the fiscal year 2012.

Article 8. The resignation of Mr. Tran Quang Trinh as a Member of the Board of Management

The Board of Management (BOM) proposed General Shareholders Meeting to adopt the resignation of Mr. Tran Quang Trinh as a Member of the BOM with regard to his personal aspiration.

Article 9. Approval of Chairman of the BOM cum CEO.

All above contents are the proposals to shareholders by the BOM at 2011 Annual Shareholder Meeting.

Sincerely yours,

To:

- All shareholders;
- Office for record,

ON BEHALF OF THE BOARD OF MANAGEMENT
CHAIRMAN



ĐOÀN TUONG TRIEU



**THE POWER OF ATTORNEY
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2011**

To: Nam Bay Bay Investment Corporation

Mandator:

Full name:

Business registration No./ID No. : Issued Date : Issued Place:

Address:

Phone:

Currently own : shares (at a price of 10,000VND/share) of NBB Investment Corporation (according to the list closed on 03rd March 2012)

The number of shares in words:

Authorised party:

1. Full name:

ID No. : Issued Date : Issued Place:

Address :

2. In case of shareholder is not in need of authorizing any individual, he/she can authorize the Head of Control Board or the Secretary of the company to attend the meeting (please tick [x] for the chosen option).

2.1 Ms Quynh Huong, Nguyen – Head of Control Board

2.2 Ms Ngoc Han, Luong – Secretary of the company

The content of the power of attorney: on behalf of mandator, authorised person has rights to attend and vote for any problems presented at The Annual General Meeting of Shareholders 2011 of Nam Bay Bay Investment Corporation with the number of voting shares as mentioned above.

Commitment: the mandator has entire responsibilities before the law about this authorisation and commit that there will not any future complaints.

Note:

- The authorised party must not issue the authorisation to another party.
- The authorised attendant must bring his/her personal procedures and the letter of invitation.
- Please send back the power of attorney to the office of the company as the address 01 Nguyen Van Dau Street, Ward 05, Phu Nhuan District, Ho Chi Minh City or fax No.:08.3844 6017 before 16:00 on 19th April 2012.

Date Month Year 2012

Authorised party
(signature and full name)

The mandator
(signature and full name)