

CHARTER

VIETNAM PROSPERITY DEVELOPMENT FUND (VPDF)

01 - 2022

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1. LEGAL BASIS

The incorporation and operation of Vietnam Prosperity Development Fund (VPDF) and other relevant matters are governed by the:

1. Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020 and effective as from 01 January 2021, and all documents guiding the implementation of the Law on Enterprise;
2. Law on Securities 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam, on 26 November 2019 and effective as from 01 January 2021;
3. Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government on detailing a number of articles of the Law on Securities;
4. Decree No. 156/2020/NĐ-CP dated 31 December 2020 on providing for the sanctioning of administrative violations in the domains of securities and securities market.
5. Circular No. 125/2011/TT-BTC dated 5 September 2011, guiding the accounting applicable to the fund management companies.
6. Circular No. 99/2020/TT-BTC dated 16 November 2020 of the Ministry of Finance guiding on operation of securities investment fund management companies;
7. Circular No. 123/2015/TT-BTC dated 18 August 2015 guiding the activities of foreign investors on the stock market;
8. Circular No. 98/2020/TT-BTC dated 16 November 2020 guiding the operation and management of securities investment fund;
9. Circular No. 96/2020/TT-BTC dated 16 November 2020 on guiding the disclosure of information on securities market.
10. Decision No. 197/2015/TT-BTC dated 03 December 2015, issuing regulations on securities [business] practice
11. Circular No. 127/2018/TT-BTC dated 27 December 2018 regulated the prices of securities-related services applied at Stock Exchanges and Vietnam Securities Depository;
12. Circular No. 128/2018/TT-BTC dated 27 December 2018 on regulating the prices of securities-related services applied at securities trading organizations and commercial banks joining Vietnam securities market;
13. Decision No. 63/2005/QĐ-BTC dated 14 September 2005, promulgating the accounting regulation of the securities investment fund.
14. Other relevant legal documents.

2. DEFINITIONS

Unless otherwise defined, the following terms shall have the following meanings:

"Fund" or "VPDF"	means Vietnam Prosperity Development Fund, a securities investment member fund established under the law on securities and the Fund Charter, having from 02 to 99 capital contributing members and including only members being professional securities investors.
"Phu Hung Fund Management Company"	(hereinafter referred to as the "Fund Management Company", or "PHFM") means the fund management joint stock company established under the License for establishment and operation No. 24/UBCK-GP issued by the State Securities Commission (SSC) on 28 December 2007, the Adjustment Certificate No. 06/GPĐC-UBCK issued by SSC on 14 March 2013, the Adjustment Certificate No. 36/GPĐC-UBCK issued by SSC on 3 December 2013, the Adjustment Certificate No. 40/GPĐC-UBCK issued by SSC on 31 December 2013, the Adjustment Certificate No. 23/GPĐC-UBCK issued by SSC on 3 September 2015, and the Adjustment Certificate No. 98/GPĐC-UBCK issued by SSC on 2 November 2021. The Fund Management Company is authorized by the Investors to manage the Fund, with rights and obligations specified in Chapter VI of this Charter.
Depository Bank	means Tien Phong Commercial Joint Stock Bank (TPBank), established under the License No. 123/GP-NHNN dated 05/05/2008 issued by the State Bank of Vietnam under the Law on Credit Institutions and granted with the Certificate of registration of securities depository operation No. 01/GCN-UBCK dated 11 May 2011 issued by the SSC for conducting operations of keeping, depositing securities, economic contracts and documents related to fund's assets. Rights and obligations of the Depository Bank are stipulated in Chapter VII of this Fund Charter.
Auditing Company	means the independent auditing company listed in the list of auditing companies approved by the SSC, appointed by the General Meeting of Investors under the Fund Charter and Vietnam laws in order to provide annually auditing services to VPDF.
Fund Charter	Including this document, attached appendices and lawful amendments (if any).
Prospectus	means the document or electronic data provides objective, honest and accurate information related to the fund certificate offering.

Deposit Contract	means the contract signed between the Fund Management Company and the Depository Bank and approved by the General Meeting of Investors of VPDF.
Investors	Domestic legal entities, foreign organizations contributing capital to establish the Fund and stipulated in Article 12 of the Fund Charter.
General Meeting of Investors	means the meeting of Investors with voting right which is convened on an annual or extraordinary basis to approve important matters related to VPDF under jurisdiction of the General Meeting of Investors in accordance with laws of Vietnam. The General Meeting of Investors is the highest decision-making authority of VPDF.
Board of Representatives	means persons representing the Investors and appointed by the General Meeting of Investors to supervise activities of the Fund, the Fund Management Company under the Fund Charter and laws of Vietnam.
Charter Capital	means total actual cash capital contributed by the Investors and registered legally in the Fund Charter.
Fund Certificate	means a type of securities confirming the Investor's ownership of capital contribution in the Fund.
Management Service Price	means the service price payable by the Fund to the Fund Management Company for providing fund management service as stipulated in Article 52 of this Fund Charter.
Bonus Fee	means the fee payable by the Fund to the Fund Management Company when the Fund's Net Asset Value exceeds a reference point stipulated in Article 52 of this Fund Charter.
Fund Income	means the retained earnings of the Fund after deduction of reasonable expenses, and approved by the General Meeting of Investors to distribute to Investors in proportion with their ownership in the Fund.
Fund Closing Date	means the date of ending capital raise for VPDF in accordance with current laws.
Fiscal Year	The year's accounting period is 12 months, starting from 1 January to the end of 31 December. The first fiscal year of VPDF starts on the date it is officially granted with the written notice by the SSC confirming that the Fund Management Company reported establishment of the Fund and ends on 31 December of the same year.
Fund's Net Asset Value	The total value of VPDF's assets and investments minus the total value of VPDF's liabilities on the Valuation Date (hereinafter referred to as "NAV").

Valuation Date	The last working day of a month on which the Fund Management Company calculates the Net Asset Value of VPDF.
Affiliated Person(s)	As stipulated in Clause 46 Article 4 of Law on Securities.
Law on Securities	means Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Social Republic of Vietnam on 26 November 2019.
SSC	means the State Securities Commission.
Other definitions	Other definitions (if any) shall be construed in accordance with the Law on Securities and other relevant documents.

Terms used in this Charter apply to both the singular and the plural of that term. Other terms which are not defined in this Charter shall be construed as stipulated in the Brief Prospectus, Law on Securities and relevant legislation.

References in this Charter to the Appendices, Articles and paragraphs, unless otherwise specified, are reference to the appendices, articles and paragraphs of this Charter.

The words "of this Charter", "in this Charter" and "in accordance with this Charter" and other similar words when used in this Charter refer to this Charter in its entirety and not to refer to any terms of this Charter.

Reference to any document or agreement means reference to such document or agreement as amended, modified and supplemented from time to time in accordance with the terms of such document or agreement and is in force at any time. Reference to any legal document shall be construed as reference to a legal document as re-issued, renamed, modified or renewed from time to time.

Reference to any organization or individual shall be construed to be a reference to any successor or transferee or to an authorized assignee of such organization or individual, unless not allowed under this Charter.

CHAPTER I. GENERAL PROVISIONS

Article 1. Name and address of the fund

Vietnamese name:	Quỹ Đầu Tư Phát Triển Hằng Thông
English name:	Vietnam Prosperity Development Fund
Abbreviation:	VPDF
Address:	Room No. 4, 21F, Phu My Hung Tower No. 8 Hoang Van Thai Street, Tan Phu Ward, Group 1, District 7, Ho Chi Minh City, Vietnam
Tel:	(+84) 8 5413 7991
Website:	www.phfm.vn

Article 2. Duration of the fund

Duration of VPDF is 10 (ten) years from the date that SSC issues the confirmation letter about the report on Fund establishment.

The operation term of the Fund may be extended subject to the recommendation of the Fund Management Company and the approval of the General Meeting of Investors and reporting to SSC.

Article 3. Principles of the fund organization and operation

1. VPDF is a member securities investment fund, shall operate in accordance with and be governed by Law on Securities, current regulations and this Charter.
2. During the operation term, VPDF takes no responsibility to redeem fund certificates which have been issued to its Investors.
3. The highest authority body of VPDF shall be the General Meeting of Investors, including all Investors.
4. The Board of Representatives represents the interest of Investors and shall be elected by the General Meeting of Investors to supervise operations of Fund, the Fund Management Company; to implement other duties as stipulated in Article 22 of this Charter and provisions of laws.

Article 4. Total capital to be mobilized

1. Total capital of VPDF is made by the contribution capital of Investors. Investors shall contribute capital in Vietnam dong by bank transfer into the Fund's account opened at the Depository Bank.
2. Minimum capital of VPDF is VND 50,000,000,000 (fifty billion dong). The capital shall be divided into five (05) million fund certificates. The par value of a fund certificate shall be VND 10,000.

Article 5. Appointment of capital mobilization and fund certificate offering representative

1. VPDF shall appoint the Fund Management Company as its representative to mobilize the capital.
2. The legal representative of PHFM shall be appointed as the representative of the Fund's capital mobilization and to conduct procedures of registering establishment of fund to SSC under laws.

Article 6. Fund Management Company

Full name:	Công ty Cổ phần Quản lý quỹ Phú Hưng
English name:	Phu Hung Fund Management Joint Stock Company
Abbreviated name:	PHFM
License of establishment and operation:	No. 24/UBCK-GP issued by SSC on 28 December 2007
License for adjusting in relation to name of company:	No. 06/GPĐC-UBCK issued by SSC on 14 March 2013
License for adjusting in relation to increase of charter capital	No. 36/GPĐC-UBCK issued by SSC on 3 December 2013
License for adjusting in relation to supplementation of business operation	No. 40/GPĐC-UBCK issued by SSC on 31 December 2013
License for adjusting in relation to address of head office	No. 23/GPĐC-UBCK issued by SSC on 3 September 2015
License for adjusting in relation to address of head office	No. 98/GPĐC-UBCK issued by SSC on 2 November 2021
Head office:	Room No. 4, 21F, Phu My Hung Tower, No. 8 Hoang Van Thai Street, Group 1, Tan Phu Ward, District 7, Ho Chi Minh City.
Tel:	(+84) 8 5413 7991

Article 7. Depository Bank

Full name:	Tien Phong Commercial Joint Stock Bank (TPBank)
Establishment	No. 123/GP-NHNN dated 05 May 2008 by the State Bank of

License:	Vietnam	
Certificate of registration of securities depository operation:	No. 01/GCN-UBCK dated 11 May 2011 by the State Securities Commission	
Head office:	TPBank Building, 57 Ly Thuong Kiet, Tran Hung Dao ward, Hoan Kiem district, Ha Noi	
Tel:	(+84) 243 768 8998	Fax: (84) 243 768 8979

CHAPTER II. PROVISIONS ON INVESTMENT OBJECTIVES, POLICIES, AND RESTRICTIONS

Article 8. Investment objectives

VPDF is created to provide Investors with medium to long-term capital growth.

The Fund's investment objective can be changed by the General Meeting of Investors in accordance with prevailing laws and registered to the SSC.

Article 9. Investment strategy

1. Investment strategy

VPDF will invest in a portfolio of unlisted and listed securities on Vietnam's stock exchanges. These would include but not limit to listed shares, government bonds, corporate bonds, unlisted shares and other investment types in accordance with the prevailing laws. The Fund will focus mainly on, but not limit to, securities of companies in the financial service sector.

The Fund will also add value to its investments by supporting target companies with financial restructuring, developing corporate governance, and increasing competitiveness.

Investment decisions of the Fund are made based on the procedure and criteria produced by the Fund Management Company under the approval of the Board of Representatives.

In case of being approved by the Board of Representatives and the authorized regulators, the Fund may invest overseas and must comply with foreign current laws, securities issued in foreign countries and other abroad assets must comply with the provisions of law on offshore investment, foreign exchange management and relevant laws.

2. Investment structure

Desired investment structure of the Fund is as follows:

Weight	Type of asset exposure
25% - 100%	Equity
0% - 75%	Fixed income securities
0% - 75%	Cash and other assets, including real estate

3. Investment areas

The Fund shall invest in areas, industries which are not prohibited by laws.

Target investment sector of the Fund is the financial service sector, including banking, insurance and securities companies.

4. The Fund shall be allowed to invest in the following assets in Vietnam:

- (a) Deposits at commercial banks stipulated by banking laws;
 - (b) Money market instruments including valuable papers, transferable instruments in accordance with banking laws;
 - (c) Government debt instruments, bonds guaranteed by the Government, municipal bonds;
 - (d) Shares listed or registered for trading and bonds listed on Vietnam's Stock Exchanges, public fund certificate;
 - (e) Unlisted bonds of issuers operating under Vietnamese laws; shares of joint stock companies, contributed capital in limited liability companies;
 - (f) The derivative rights associated with the securities that the Fund is holding;
 - (g) Other securities and assets in accordance with prevailing laws and guidance of the Ministry of Finance.
5. The Fund shall only deposit money and invest in money market instruments as stated in Point a and Point b Clause 4 this Article at commercial banks approved by the Board of Representatives.
6. The Fund may contribute its capital to establish joint stock company, limited liability company in accordance with provisions of the law on enterprises.
7. The Fund may invest in types of real estate satisfying conditions to be traded in accordance with the law on real estate business and must be approved by the General Meeting of Investors in writing.
8. The Fund's capital may be used to invest in organizations which are affiliated persons of the Fund Management Company, organizations that the members of the Board of Directors, Management Board and employees of the Fund Management Company are shareholders or members holding more than ten percent (10%) of the charter capital.

Article 10. Investment restrictions

1. Capital and assets of the Fund shall be invested in accordance with prevailing laws and the following provisions:
- (a) Do not invest in the Fund;
 - (b) Do not use capital and assets of the Fund to provide loans, guarantees for loans, except for investment in deposits as stipulated in Point a Clause 4 Article 9 of this Charter; do not use the assets of the Fund to implement margin trading (loans for securities purchase), short sales (securities loans for sale);
 - (c) Do not guarantee for securities offering;
 - (d) Only invest in public fund certificates and shares of public securities investment companies managed by other fund management companies, and

ensure the following limits:

- (i) Not invest in more than 10% of total outstanding fund certificates of a public fund or total outstanding shares of a public securities investment company;
 - (ii) Not invest more than 20% of total value of its assets in fund certificates of a public fund or shares of a public securities investment company;
 - (iii) Not invest more than 30% of total value of its assets in public fund certificates or shares of public securities investment companies.
2. The Fund shall be allowed to get mortgage loans, overdrafts, and other forms from the Depository Bank, under the following principles:
- (a) The asset borrowing must comply with provisions of laws;
 - (b) The borrowing limit shall be decided by the General Meeting of Investors, but must ensure that the total debts and payables of the Fund shall not exceed 30% of the Fund's total assets at any time;
 - (c) The credit department of the Depository Bank must be completely separate from the organizational structure and operation with the asset depository department of the Fund; credit activity is independent from depository operation and not subject to the scope of the depository contract;
 - (d) The Fund Management Company must provide information on the rights of the Depository Bank and possibility of conflicts of interest for the General Meeting of Investors to consider and decide.

Article 11. Investment selection method

1. Equity investment selection method

The Fund adopts fundamental analysis to make investment decision. Based on criteria in Article 9 of this Charter, the Fund focuses mainly on companies in financial service sector in Vietnam to allocate its capital. Data on companies' performance, operation and management is carefully collected and analyzed to find out good shares with high growth potential and strong balance sheet.

In order to meet long-term growth objective, the Fund keeps in touch with the Board of Directors and Management Board of the companies in which it has interest. The Fund may support those companies in terms of strategic management and financial structure to increase value of the companies.

2. Fixed income investment selection method

The Fund employs active management method in investment in debt securities. Investments are usually made in terms of term bank deposits, certificates of deposit, government bonds, and corporate bonds. Corporate bonds are selected based on criteria in Article 9 of the Charter. The Fund Management Company takes inflation rate, market interest rate and credit rating of issuers into consideration for debt securities valuation.

CHAPTER III. INVESTORS, REGISTER OF INVESTORS, AND TRANSACTIONS IN FUND CERTIFICATES

Article 12. Investors

1. The number of Investors of VPDF must be from 02 to 99 and must be professional securities investors, owning at least 100,000 fund certificates.
2. Investors must contribute capital to the Fund by using Investor's equity capital or legitimate loan.
3. Investors shall not be liable or have any other obligations to the Fund other than those within the number of fund certificates owned by them.
4. Investors being legal entities shall appoint capital representatives to represent the number of fund certificates owned by them. The appointment, revocation or replacement of such representatives must be notified in writing and signed by the legal representative of the legal entity Investor.
5. The replacement of legal representative of legal entity Investor shall not affect the right and title of capital representative of Investor in the Fund, except for notification in accordance with Clause 4, this Article.
6. Restriction on the fund certificates held by foreign Investors shall comply with prevailing laws.

Article 13. Rights and obligations of Investors

1. The Investors have the following rights and obligations:
 - (a) Rights and obligations as stipulated in Article 101 of the Law on Securities;
 - (b) The right to be treated equally. Each fund certificate creates the owner the equal rights, obligations, benefits;
 - (c) The right to freely transfer fund certificates, except for transfer restrictions in accordance with the law and the Fund Charter;
 - (d) The right to be received fully periodical information and unusual information on the operation of the Fund;
 - (e) The rights and responsibilities to participate in General Meetings of Investors and exercise their right to vote in person or through authorized representatives or perform remote voting (mailing, fax, email, attending online conferences, voting electronically or by other electronic means);
 - (f) The obligation to pay the full amount to buy fund certificates within the time limit specified in the Fund Charter, Prospectus and only take responsibility for the debts and other asset obligations of the Fund within the amount paid as purchasing the fund certificates;
 - (g) Other rights and obligations in accordance with the law on securities and the Charter.

2. The Investors or group of the Investors holding from 5% of the charter capital have the following rights:
 - (a) To review and extract the minute book and resolutions of the Board of Representatives, the annual financial statements related to the operation of the Fund;
 - (b) To request the Fund Management Company to convene irregular General Meeting of Investors in the following cases:
 - (i) Having authentication bases on that the Fund Management Company, Depository Bank violates the rights of the Investors, or the obligations of the Fund Management Company, Depository Bank or makes a decision beyond the authority stipulated in the Fund Charter, Depository Contract or assigned by the General Meeting of Investors, causing losses to the Fund;
 - (ii) The Board of Representatives has expired its term for more than six (06) months but has not been elected another for replacement;
 - (c) To request the Fund Management Company to explain the unusual problems related to assets and management operation and transactions of the Fund's assets. The Fund Management Company must send the written replies to the Investors within fifteen (15) days from the date of receipt of the written request;
 - (d) To propose the matters to be included in the agenda of the General Meeting of Investors. The proposal must be in writing and sent to the Fund Management Company no later than three (03) working days prior to the opening date;
 - (e) Other rights and obligations in accordance with the applicable laws.
3. The Investor or group of the Investors holding from 10% and more of the total charter capital of the Fund has the right to nominate person to participate in the Board of Representatives. The nomination order and procedures are similar to those of the law on enterprises, applicable to the nomination of a person to the Board of Directors by a shareholder or a group of shareholders holding 10% or more of the total number of common shares.
4. Requirements and recommendations of the Investors or group of the Investors as stipulated in Clause 2 of this Article shall be made in writing and must contain name, head office address, nationality, number of establishment decision or business registration number for the institutional investors; number of fund certificates held and the holding time of each Investor, the total fund certificate of the whole Investor group and the ownership percentage in the total outstanding fund certificates of the Fund; content of requirements and recommendations; bases and reason. In case of convening the irregular General Meeting of Investors as prescribed at Point b, Clause 2 of this Article, it must be accompanied by documentation to verify the reason of the convocation of the irregular General Meeting of Investors; or documents, evidences on the violations of the Fund Management Company, Depository Bank, the seriousness of the violation or the decision beyond the authority stipulated in the Fund Charter, Depository Contract.

Article 14. Register of investors

1. The Fund Management Company is responsible for certifying the ownership to the Investors for the quantity of fund certificates purchased and set up Registers of Investors with the following principal contents:
 - (a) Name and address of the head office of the Fund Management Company; name and address of the head office of the Depository Bank; full name of the Fund;
 - (b) Total capital contributed by the Investors;
 - (c) The list of Investors: full name, abbreviated name, business registration number, address of headquarter of the Investors being organizations; securities depository account number (if any); contributed capital; percentage of ownership; date of purchase registration and date of payment;
 - (d) Date of preparing the Registers of Investors.
2. Information on the Investors in the Register of Investors is a basis for authentication of fund certificate ownership of the Investors.
3. The Register of Investors is kept at head office of the Fund Management Company or another place and must notify in writing to the SSC and all Investors.

Article 15. Fund certificate transactions

1. The Fund Management Company has no responsibility to redeem the fund certificates as requested by the Investors.
2. The Investors may freely transfer their contributed capital at the Fund in accordance with following provisions:
 - (a) Investor may sell, transfer, hand over the Investor's Fund certificate to other legal entities, providing that the quantity of Contributed Members after transfer must not exceed 99 members and must ensure that all members are professional securities investors;
 - (b) Credit institutions, insurance, securities businesses shall purchase Fund certificates in accordance with applicable laws;
 - (c) The transfer/handover of Fund certificate shall be conducted in whole number or integer multiple of Fund certificates.
3. The transfer of fund certificates shall be deemed as completed when both transferee and transferor finish all registration procedures and all information related to the transfer is fully recorded in Investor Registration book in accordance with applicable laws (if any).

Article 16. Solutions for Fund's losses

1. In case the Fund's investments result in losses and bankruptcy, the Board of Representatives must convene to consider the reasons for losses to attribute responsibility. If the loss is due to objective factors, unforeseen events beyond reasonable control, including but not limited to natural disasters, earthquakes, floods,

fires, wars, epidemics, riots, crises, great fluctuations of the entire market which are caused by regionally and internationally financial domino effects, etc., the Investor must incur the losses in proportion to their contributed capital and will not receive dividend in that period. In that case, the Board of Representatives will consider and propose to the General Meeting of Investors one of the following solutions:

- (a) Keep the charter capital unchanged;
 - (b) Increase the charter capital;
 - (c) Decrease the charter capital;
 - (d) Terminate the Fund.
2. The increase or decrease in the charter capital stated in Clause 1 of this Article shall be approved by the General Meeting of Investors and the SSC.
 3. The Fund Management Company shall be responsible for compensation for the losses of the Fund caused by the staff of the Fund Management Company or because the Fund Management Company fails to comply with its obligations under legal regulations or violates legal regulations in securities business and securities markets. The amount of compensation must be approved by the Investors who hold the fund certificates at the time of losses.

CHAPTER IV. GENERAL MEETING OF INVESTORS

Article 17. General Meeting of Investors

1. The General Meeting of Investors shall be convened and decide the following matters:
 - (a) Amendment, supplement of the Fund Charter;
 - (b) Material changes of the investment policy, investment objectives of the Fund; income distribution plan; increase of the service price paid to the Fund Management Company, the Depository Bank; replacement of the Fund Management Company, Depository Bank;
 - (c) Division, split, merger or consolidation of the Fund; dissolution of the Fund; change of the charter capital of the Fund; change of the operation duration of the Fund;
 - (d) Decision on method of Fund asset liquidation and distribution;
 - (e) Decision on the contracts or transactions between the Fund and the Investor owning more than 35% of charter capital of the Fund; authorized representatives and the relevant persons of the Investors. In this case, the Investors with related interests shall not vote. Contracts or transactions are approved when there are the number of Investors representing at least 65% of the total remaining number of votes to agree;
 - (f) Election, dismissal, removal of the chairman and members of the Board of Representatives of the Fund; decision on the remuneration and expenses for the operation of the Board of Representatives; adoption of the selection of audit organizations approved to audit annual financial statement of the Fund, independent evaluation organization (if any); adoption of financial statements, reports of assets and annual operation of the Fund;
 - (g) Consideration and handling of violations of the Fund Management Company, the Depository Bank and the Board of Representatives causing losses to the Fund;
 - (h) Request the Fund Management Company to provide books or transaction papers at the General Meeting of Investors;
 - (i) Authorize the Board of Representative to decide all issues under the jurisdiction of Board of Representative;
 - (j) Other matters under their jurisdiction are in accordance with the law on securities and the Fund Charter.
2. The General Meeting of Investors may be convened an annual or extraordinary meeting, in accordance with the law on enterprises. Program and content of the agenda of the General Meeting of Investors shall be made by the Fund Management Company corresponding to the agenda and contents of the General Meeting of Shareholders in accordance with the law on enterprises. At least 07 working days before the General Meeting of Investors, the Fund Management Company must send to the SSC all agenda, meeting contents and related documents, and disclose

information about the General Meeting of Investors, clearly stating the reasons and objectives of the meeting.

3. Annual General Meeting of Investors is held within 04 months from the end of the fiscal year. At the request of the Board of Representatives, the Annual General Meeting of Investors may be extended for no more than 6 months from the end of the fiscal year and must be notified to the SSC. In case the Fund Charter provides, the Annual General Meeting of Members shall be held in the form of collecting written opinions.

Article 18. Extraordinary General Meeting of Investors

1. The Fund Management Company shall convene the Extraordinary General Meeting of Investors in the following cases:
 - (a) The Fund Management Company or the Board of Representatives of the Fund consider necessary for the benefit of the Fund;
 - (b) At the request of the Investors or group of Investors as specified at Point b, Clause 2, Article 13 of this Charter;
 - (c) Suspension or Bankruptcy of Fund Management Company or Depository Bank;
 - (d) Quantity of Member of Board of Representatives falls below the threshold stipulated by the prevailing law;
 - (e) If the meeting of Board of Representatives fails to convene as prescribed in Article 26, the remaining members of Board of Representatives hold the right to convene the Extraordinary General Meeting of Investors to handle all issues under the jurisdiction of Board of Representative of the Fund.
2. The organization of the Extraordinary General Meeting of Investors is made within thirty (30) days from the date that the Fund Management Company receives request for convening an Extraordinary General Meeting of Investors.
3. Where the Fund Management Company fails to convene a General Meeting of Investors as defined in Clause 2 of this Article, the Fund Management Company shall be responsible before the law and have to pay for damages incurred for the Fund (if any). Where the Fund Management Company fails to convene a General Meeting of Investors in accordance with provisions of Clause 2 of this Article, within thirty (30) days, the Board of Representatives of the Fund shall replace the Management Company Fund to convene a General Meeting of Investors by the order and procedures prescribed in Article 19 of this Charter.

Article 19. Conditions, procedures to conduct and pass decisions of the General Meeting of Investors

1. The Fund Management Company is responsible for building and publishing on the Fund Management Company's electronic information page the internal rules on the conditions, order and procedures for convocation and conducting the meetings and adoption of the decisions at the General Meeting of Investors including the following contents:

- (a) Notice of convening the General Meeting of Investors, including the time limit for sending notice and receiving votes in the case of collecting written opinions of the Investors; procedures for registering to attend the General Meeting of Investors;
- (b) The method of voting; order, procedures of voting; announcement of the voting result;
- (c) Preparation and adoption of the minutes of the General Meeting of Investors; notification of resolutions of the General Meeting of Investors to the public; orders and procedures to be against the General Meeting of Investors.

2. Condition to hold the General Meeting of Investors:

- (a) The Chairman of the Board of Representatives presides the General Meeting of Investors. If the Chairman is absent, the person elected by the General Meeting of Investors shall replace the Chairman to preside the General Meeting of Investors.
- (b) The General Meeting of Investors is held when there are a number of Investors to attend representing for more than fifty percent (50%) of the total votes.
- (c) If the first meeting does not qualify to be conducted in accordance with the provisions of Point b, Clause 2 of this Article, the second meeting is convened within thirty (30) days from the date of the first meeting scheduled opening. In this case, the General Meeting of Investors is conducted regardless of the number of participating investors.

3. Form of holding General Meeting of Investors:

- (a) Form of participation may be in person, or an authorization to participate, or perform remote voting (mailing, fax, email, attending online conferences, voting electronically or other electronic forms);
- (b) In the circumstance of authorizing another person to participate the General Meeting of Investors, the authorization letter must be in writing and signed by the authorized person and legal representative of Investors with Investor's stamp. The authorization letter must be collected by the convener before conducting the meeting.

4. Procedure to hold the General Meeting of Investors:

- (a) The convener of the General Meeting of Investors must send out the invitation letter or notification of meeting to all Investors no later than fifteen (15) days prior to the meeting. The meeting agenda, meeting venue and reference documents to be discussed in the meeting must be enclosed with the invitation letter;
- (b) Investors or group of Investors holding at least five percent (5%) of total Fund certificates are entitled to recommend issues to be discussed in the meeting. The proposal must be in writing and sent to all members of Board of Representatives no later than three (03) days prior to the meeting. The proposal must specify clearly the name of Investors, quantity of fund certificate ownership, and issues to be discussed in the meeting.

- (c) Board of Representatives of the Fund holds the right to reject the proposal under these following circumstances:
 - (i) The proposal is submitted later than the prescribed date, or the content is deemed inappropriate;
 - (ii) The issue to be raised in the meeting is not under the jurisdiction of the General Meeting of Investors; or
 - (iii) The issue to be raised in the meeting violates the prevailing laws or this Charter.
- (d) The General Meeting of Investors is the only body holding the right to amend the meeting agenda enclosed with the invitation letter as prescribed in point (a) of this Clause.
- (e) Resolutions for the matters specified in Point b, c, d, e, Clause 1, Article 17 of this Charter shall be passed by voting at the General Meeting of Investors. In other cases, the Fund Management Company may collect opinion of the Investors in writing, instead of organizing a General Meeting of Investors. The procedure to collect opinions shall be conducted as follows:
 - (i) Determine the list of issues to be raised for opinions, form and content of request for opinion;
 - (ii) The content of request for opinion shall consist of:
 - Name of Fund;
 - Issues to be raised for opinions and all reference documents enclosed with the request for opinions;
 - Deadline of submitting the request for opinion;
 - Option for voting: "Agree", "Disagree", and "Abstain".
 - (iii) The Fund Management Company must comply with the time limit for sending slips and the meeting documents to the Investors as the case of inviting General Meeting of Investors.

5. Adoption of the resolution of the General Meeting of Investors:

- (a) Resolution of the General Meeting of Investors is adopted at the meeting when being approved by the number of Investors representing for at least 65% of the total votes of all attending Investors.
- (b) In the circumstance of collecting the opinions of the Investors in the form of writing, the resolution of the General Meeting of Investors is adopted when being approved by number of the investors representing for at least 50% of the total number of votes of all Investors having voting rights.
- (c) The Fund Management Company and the Board of Representatives take the responsibility to consider and ensure the resolutions of the General Meeting of Investors in accordance with the provisions of the law and the Fund Charter. If the resolution of the General Meeting of Investors is not in

accordance with the provisions of the law and the Fund Charter, the General Meeting of Investors shall be held for re-collecting opinions or written opinions of the Investors shall be collected.

- (d) Investors, the Board of Representatives, the Fund Management Company and Depository Bank takes the responsibility to comply with the resolution of the General Meeting of Investors.

6. Meeting minutes and Resolution of the General Meeting of Investors:

- (a) Prior to the meeting, the chair of the meeting shall assign one person to be the meeting secretary at the General Meeting of Investors;
- (b) Within seven (07) days after the end of the General Meeting of Investors, or after the end of the collection of Investors' opinions in writing in accordance with provisions of Point e, Clause 4 of this Article, the Fund Management Company must provide the minute and resolution of the General Meeting of Investors to the Investors and disclose information on the website of the Fund Management Company.
- (c) The minutes of the General Meeting of Investors must consist of these following contents:
 - (i) Meeting time and venue;
 - (ii) Total number of Investors attended the meeting and total quantity of Fund certificates held by these Investors;
 - (iii) Meeting agenda;
 - (iv) Discussed issues, result of voting for each issue and the adopted issues; and
 - (v) Full name and signature of meeting secretary, Chairman of Board of Representatives or the authorized person of Chairman of Board of Representatives.

CHAPTER V. BOARD OF REPRESENTATIVES

Article 20. Board of Representatives

1. Board of Representatives represents the Investors, having from three (03) to eleven (11) members, and is elected at the General Meeting of Investors or by written opinions of the Investors. The nomination, self-nomination of members of the Board of Representatives must comply with the following provisions:
 - (a) Information relating to the candidates of Board of Representatives must be published in the electronic information page of the Fund Management Company no later than ten (10) days prior to the General Meeting of Investors to elect members of Board of Representatives. Information must include: full name, date of birth; qualifications; management level; experience in asset management activities, or investment analysis or experience in the securities activity, banking and insurance; the process of working and the achieved results; the companies, funds that the candidates are holding the titles of members of the board of directors, members of Board of Representatives of the fund; benefits related to the Fund Management Company, Depository Banks (if any); other relevant information, if any;
 - (b) Where the number of candidates of the Board of Representatives of the Fund nominated and passed is still not enough the necessary quantity, the in-power Board of Representatives may nominate additional candidates or organize nomination under the mechanism provided in the Fund Charter. Mechanism of nomination or the method that the in-power Board of Representatives of the Fund nominates candidates representing the Fund must be clearly disclosed and must be adopted by the General Meeting of Investors before the nomination is conducted;
 - (c) The order and procedures for the nomination of candidates to be members of the Board of Representatives shall comply with the provisions of enterprise law and securities law applicable to members of the board of directors and the board of directors.
2. At least two-thirds (2/3) of the members of the Board of Representatives are the independent members and not being the affiliated persons of the Fund Management Company, Depository Bank, or authorized representatives of these organizations.
3. Decisions of the Board of Representatives are adopted by voting at the meetings or collecting written opinions. Each member of the Board of Representatives has one vote;
4. Standard tenure of the Board of Representatives is five (05) years. The Member of the Board of Representatives may be re-elected without restriction on number of terms. The current Board of Representatives shall operate until the new Board Representatives is elected and takes over the duty. In the circumstance of appointing new member in place of a dismissed member during the term of the Board of Representatives, the tenure of that member shall be the remaining term of the Board of Representatives.
5. Where the structure of the Board of Representatives no longer meets the conditions specified in Clause 2 this Article, or has the members in the cases specified in Clause 2 and Clause 3 Article 21 this Charter, within fifteen (15) days after detecting

the matter, the Board of Representatives shall choose members of temporary replacement meeting the relevant regulations. The Fund Management Company discloses information on the selection of members of temporary replacement of the Board of Representatives in accordance with the securities law of the change members of the Board of Representatives. Temporarily-replacing members execute the rights and perform obligations of the members of Board of Representatives of the Fund until the General Meeting of the Investors officially appoints the replacement members.

Article 21. Criteria for selecting members of the Fund's Board of Representatives

1. Criteria for selecting members of the Board of Representatives:

- (a) Having full civil act capacity and legal capacity;
- (b) Being the authorized person of Investors owning at least ten percent (10%) of total outstanding Fund certificates or having professional and qualification of economic and financial management, and having a profound understanding of investment fund's operation; and
- (c) The ratio stipulated in point b, Clause 1 of this Article shall not apply to the member of the Board of Representatives being the person of the Fund Management Company.

2. The following persons shall not be members of the Board of Representatives:

- (a) Minors, those who have limited or lost civil act capacity; those who are subject to criminal prosecution, serving judgments, decisions on crime of domestic or foreign courts or are being prohibited by court for business practice;
- (b) Those who are being convicted of infringing property, infringing the economic management order, convicted on domestic or foreign charges in sectors of securities, finance, banking, insurance without effacing criminal record; those who have been convicted of domestic or foreign charges from serious crimes or more;
- (c) Those who are prohibited from managing other enterprises in accordance with law on enterprises;
- (d) Those who used to be private business owners, partners of the partnerships, the directors (general directors), members of the Board of Directors, Council of Members, Supervisory Board of the enterprises, chairman and members of the Management Board of cooperative at the time that the enterprise, the cooperative is declared bankruptcy, except the enterprise, the cooperative is declared bankruptcy due to force majeure;
- (e) The legal representative of the enterprise at the time the enterprise is suspended its business operation, forced to dissolve due to serious violations of the law, except for the case of being representative proposed by the competent State agency to regulate and strengthen the enterprise;
- (f) Those who used to be suspended the titles of chairman of the Boards of Directors, members of the Boards of Directors, chairman of the Councils of

Members, members of the Councils of Members, head of the Supervisory Board, Supervisory Board's members, Directors (General Directors) of the credit institutions, securities trading organizations, and insurance enterprises under the provisions of specialized laws, or determined by the competent authorities that those persons violate law leading to the institutions' being-revoked-license;

- (g) Those who are not participated in the management and administration in accordance with law on officers, civil servants and the law on prevention and combat of corruption;
- (h) Being a member of more than five (05) Board of Representatives of the public fund, the Boards of Directors of the public securities investment company;

3. The following cases, naturally lost their status as members of the Board of Representatives:

- (a) Lost civil act capacity, died;
- (b) Being capital representatives of the organizational Investors when such organizations are terminated its legal entity status;
- (c) No longer being capital representatives of the organizational Investors;
- (d) Expelled from the territory of the Socialist Republic of Vietnam;

4. The replacement of the authorized capital representative of the Investor shall be deemed as a termination event of the Board of Representatives membership of that authorized capital representative. The new authorized capital representative shall not automatically become a new member of the Board of Representative, unless being elected by the General Meeting of Investors as stipulated in Article 20 this Charter.

Article 22. Rights and obligations of the Fund's Board of Representatives

1. To represent the interests of Investors; carry out the activities in accordance with provisions of law to protect the interests of Investors;
2. To approve the valuation manual of net asset value of the Fund, list of organizations providing quotations; list of the banks receiving deposit of the Fund; approve dossier requesting for further issuance of fund certificates and other related contents according to assigned competence; To approve transactions on assets permitted to be invested by the agreed method, except for transactions performed on the trading system of the Stock Exchange;
3. To decide on the income distributed by the profit division plan provided in Article 45 of the Fund Charter or adopted by the General Meeting of Investors; implementation time, manner and form of profit distribution;
4. To decide on problems without consistency between the Fund Management Company and the Depository Bank on the basis of the provisions of the law;
5. To request the Fund Management Company, Depository Bank promptly to provide all documents, information on asset management activities and monitoring activities;

6. To perform other duties as prescribed follows:
 - (a) Adoption of Fund's development plan;
 - (b) Adoption of financial statements before submitting to the General Meeting of Investors;
 - (c) Decision on other matters, except for those under the jurisdiction of the General Meeting of Investors.
 - (d) Other rights and obligations in accordance with applicable laws.

Article 23. Rights and obligations of members of the Board of Representatives

1. The rights, responsibilities and obligations of the members of Board of Representatives shall comply with the provisions of enterprise and securities law applied to the members of the Board of Directors of the listing companies and in the Fund Charter;
2. To perform their duties honestly, diligently for the best interests of the Fund; may not authorize other people to exercise their rights, obligations and responsibilities to the Fund;
3. To fully attend the meetings of Board of Representatives and have clear opinions of the issues discussed.

Article 24. Chairman of the Board of Representatives

1. The General Meeting of Investors shall elect a Chairman of the Board of Representatives from its members. The Chairman of the Board of Representatives must be an independent member, meaning that not being related persons of the Fund Management Company, the Depository Bank, or authorized persons of such organizations.
2. The Chairman of the Board of Representatives shall have the following rights and duties:
 - (a) To prepare working programs and plans of the Board of Representatives;
 - (b) To prepare programs, contents and documents for the meeting; to convene and chair meetings of the Board of Representatives;
 - (c) To monitor the implementation of the decisions of the Board of Representatives;
 - (d) Other rights and duties as stipulated in relevant laws and the Fund Charter.

Article 25. Management procedures of the Board of Representatives

1. In the event that the Chairman of the Board of Representatives is absent or has lost his/her ability to perform assigned duties, any member of the Board of Representatives authorized by the Chairman shall perform rights and duties of the Chairman of the Board of Representatives.

2. Where such a member is unavailable, other members of the Board of Representatives shall select one person from the independent members to temporarily hold the position of the Chairman in accordance with the principle of unanimity. Re-election of the Chairman of the Board of Representatives shall be carried out at the next General Meeting of Investors.

Article 26. Meetings of the Board of Representatives

1. The Board of Representatives must meet at least once (01) a quarter or as being requested by the Fund Management Company.
2. Organizing order of the meetings, meeting agenda and other related documents are sent to all members of the Board at least ten (10) days before the meeting date.
3. A meeting of the Board of Representatives shall be conducted when there are two thirds (2/3) or more of the total members attending, of whom number of independent members must be a majority (at least 50% of the attending members). The members who do not attend the meeting directly may vote in writing. A decision of the Board of Representatives shall be passed when it is approved by a majority of members and a majority of independent members.
4. Decisions of the Board of Representatives are passed by voting at meetings or collecting written opinions. Each member of the Fund's Board of Representatives has one vote.
5. Where the Board of Representatives considers that it is not required to hold a meeting to decide on urgent issues under the jurisdiction of the Board of Representatives, the Chairman of the Board of Representatives shall collect opinions from members of the Board of Representatives in writing in compliance with these following steps:
 - (a) Sending the Request for opinion together with all relevant documents to all members of the Board of Representatives. The request for opinion form must consist of:
 - (i) Name of the Fund;
 - (ii) Issues to ask for opinion and relevant documents enclosed with the request for opinion form;
 - (iii) Option for voting: "Agree", "Disagree", and "Abstain";
 - (iv) Deadline for members of the Board of Representative to return the request for opinion with answer.
 - (b) The written notifications of opinion and adopted decision result shall be sent to all members of the Board of Representatives within fifteen (15) days from the deadline of collecting all request for opinion from members of the Fund's Board of Representatives. The opinion forms sent back after the time specified in the content of the Request for opinion or opened in the case of mailing and disclosed in case of fax, email are invalid. The opinion form that is not returned shall be considered a vote that does not take part in voting.

Article 27. Meeting minutes of the Board of Representatives

Minutes of the meeting of the Board of Representatives shall be written in details and clearly. The secretary, the chairperson and attending members must sign in the minutes. In case the chairperson or secretary refuses to sign the meeting minutes, but if the meeting minutes signed by all other members of the Board of Representatives attending the meeting and having the full contents of the meeting, this minutes shall take effect. The meeting minutes must be kept at the Fund Management Company in accordance with legal regulations on enterprises and the Fund Charter.

CHAPTER VI. FUND MANAGEMENT COMPANY

Article 28. Criteria for selecting the Fund Management Company

1. Being issued a Fund Management Operating License by the SSC;
2. Being completely independent to the Depository Bank;
3. Having full capacity to manage the Fund;
4. Agreeing to fulfill its commitments to the Funds as stated in Appendix 1 and 3 of this Charter.

Article 29. Rights and obligations of the Fund Management Company

1. Obligations of the Fund Management Company:

- (a) To comply with the provisions of law and the charter of the Fund Management Company. To comply with the rules of professional ethics, voluntariness, fairness, honesty and for the Fund's best interest.
- (b) Fund Management Company is the authorized representative of the Fund, on behalf of the Fund to execute the ownership toward the assets of the Fund in an honest and careful manner.
- (c) When managing the Fund's assets, the Fund Management Company must:
 - (i) Sign depository contract with a Depository Bank; make depository for all assets arising in the territory of Vietnam and store fully, timely and accurately information on ownership data, the original legal documents verifying the ownership of property in the Depository Bank;
 - (ii) In case of investing deposits for the Fund, the Fund Management Company shall only deposit at credit institutions in the list approved by the Board of Representatives; must provide full information about the deposit contracts, deposit accounts to the Depository Bank for these institutions to cross-check the balance of their deposit accounts, the value of the deposit contracts with the credit institutions accepting deposits, store the original of the deposit contracts and provide such contracts at request of the Depository Bank;
 - (iii) In case of investment in capital contribution in limited liability companies, unlisted stocks, unregistered stocks for trading, unlisted bonds for the Fund; the Fund Management Company must store the original or notarized copy of transaction contracts, transaction documents, or the original register of shareholders or the register of members or documents certifying the ownership of assets in the Depository Bank for the bank to periodically cross-check with the organizations receiving investment capital.
 - (iv) Develop an information system to manage the accounts of entrusting customers at the Fund Management Company to ensure the principle of independent management and separation of assets from each entrusting customer. Separate the VPDF assets with other fund's

- assets managed by the Fund Management Company and assets owned by Fund Management Company; adequately and timely storage of accounting books, transaction documents and other documents related to transactions and ownership of the Fund's assets; sum up fully, accurately and timely information on the Fund's assets and place for depository, storage of assets;
- (v) Establish a mechanism of examination, regular crosscheck of three parties to ensure the consistency of data of the Fund's assets on the system of accounts of the Fund managed in the Fund Management Company, the depository system of assets of the Fund in the Depository Bank with the issuers, the Vietnam Securities Depository, the organization managing the register of shareholders, project owners, organizations receiving investment capital, banks of deposit. The Fund Management Company shall establish a mechanism for the Depository Bank to actively, directly cross-check with the above organizations to inspect, monitor, sum up fully and accurately information of depository, property registration and management of the Fund's assets;
 - (vi) Invest the Fund's assets in accordance with the provisions of law and the provisions set forth in Article 9 and Article 10 of the Fund Charter;
 - (vii) Assign at least two (02) fund managers to manage the Fund. The fund managers mentioned above must have a fund management practice certificate, have practical experience in the asset management activities for at least two (02) years and have not been sanctioned for administrative violations in the field of securities and securities markets. Information on qualifications and professional skill, experience managing assets of the fund managers must be disclosed in the Prospectus.
- (d) The Fund Management Companies must set up a process of allocation of transaction orders, allocation of transacted assets reasonably, fairly when conducting the transactions for the Fund and the company itself. This process must be provided to the Fund, the Depository Bank, and applied uniformly.
 - (e) Ensure that all transactions of members of Board of Directors, Chairman, members of Board of Management, member of Supervisory Board, executives, and employees of the Fund Management Company are reported and centralized in compliance with applicable laws;
 - (f) In the fund management activities, the Fund Management Company is responsible for ensuring:
 - (i) To determine the net asset value of the portfolio of the Fund; the net asset value per fund certificate under the provisions of the law and Article 42 of this Charter;
 - (ii) To make, store and update timely, completely and accurately the Register of Investors.
 - (g) The Fund Management Company may authorize the fund management activities. The authorization for the activities shall comply with the provisions of law on guiding the establishment, organization and operation of fund

management companies and the Fund Charter, and must not adversely affect the interests of the Fund.

- (h) The Fund Management Company is obliged to provide timely, completely the necessary information on the Fund, list of assets, information on the Fund's asset transactions, the receiving organization, the related persons of the Fund Management Company, other relevant information for the Depository Bank. The Fund Management Company must provide information at the request in writing of the Depository Bank and create favorable conditions for this organization to fulfill the rights and responsibilities to the Fund in accordance with the law provisions. At least once (01) a month, the Fund Management Company is obliged to compare the list of the Fund's assets with the Depository Bank.
- (i) The Fund Management Company must build and deploy consistent application of the professional processes, the manual of valuation, accounting policy in accordance with the provisions of relevant laws and the Fund Charter.
- (j) The Fund Management Company must build the processes and establish organizational structure, risk management system in accordance with the scale and type of the Fund. Risk management system should be based on the policy, risk management process built according to international practice in accordance with market conditions in Vietnam to ensure a full identification, to determine a potential scale of risk in the Fund's portfolio. Depending on the type of risk and level of complexity of invested assets and requirements of the Fund, the Company must give an appropriate level of risk.
- (k) The Fund Management Company is responsible for compensation for the losses caused to the Fund due to the employee's fault, malfunction or error of technical system and professional process of the Fund Management Company or because the Fund Management Company fails to comply with its obligations under the provisions of law and the Fund Charter. The compensation for the Fund shall comply with the agreement between the concerned parties.
- (l) The Fund Management Company must purchase professional liability insurance for their professional staffs in securities trading (when necessary), or set up a professional risk reserve fund as prescribed by law to compensate for the Fund in the cases specified in Point k Clause 1 of this Article.
- (m) The Fund Management Company shall conduct, require the distribution agents, related service providers to set up a system and organize the implementation of processes to synthesize information, identify customers in accordance with the provisions of law on anti-money laundering and the provisions of the law on brokerage and securities transactions.
- (n) In case the Fund having foreign investor, the Fund Management Company must ensure the investment of assets of the Fund complying with the regulations of law on foreign exchange management, ownership percentage in Vietnamese enterprises at the time of investment.
- (o) The use of Fund's assets to invest in securities issued by foreign institutions, issuers subject to foreign law, securities issued in foreign countries and other assets abroad must comply with the provisions of the law on investment

abroad, foreign exchange management and the provisions of relevant law. This investment is made only if being approved in writing by the General Meeting of Investors and the competent state management authorities.

- (p) When making transactions of the Fund's assets, the Fund Management Company ensures the followings, unless the Fund Management Company has provided full information on the benefits of the Fund Management Company with related securities company and the Fund has written consent to waive the provisions:
 - (i) The volume or value of the transactions during the year through a securities company shall not exceed 50% of the total volume or value of transactions in the year of the organization; and
 - (ii) The volume or value of the transactions during the year through a securities company to the relevant persons of the Fund Management Company shall not exceed 20% of the total volume or value of transactions in the year of the organization.
- (q) The Fund Management Company is responsible for keeping secret of information of the Fund, information on asset transactions, Fund's portfolio and other relevant information, except for providing information to the SSC and the competent state management agencies on demand.
- (r) The Fund Management Company must:
 - (i) Separate its headquarters, information technology infrastructure with other economic organizations. In case the Company uses information technology infrastructure of its parent company, subsidiaries or organizations who are affiliated persons, it must use the mechanism of decentralization and restriction of use to make sure that the departments of the parent companies, subsidiaries or organizations who are affiliated persons cannot access to the computer system, database of the Company;
 - (ii) Separate database between the professional departments of potential conflicts of interest in the Company, including the separation between the entrusted assets management department; department of research, investment analysis and the investment implementing department. Computer system and databases are decentralized to each individual, department, consistent with the working position in accordance with the provisions on internal control.
 - (iii) Separate facilities, personnel and database between financial investment activities of the Company and securities investment fund management activities, securities portfolio management securities, securities investment consulting.
- (s) Other responsibilities per the provisions of law on guiding the establishment, organization and operation of fund management companies.

2. Rights of the Fund Management Company:

- (a) To select Depository Bank in accordance with Article 32 of this Charter;

- (b) To authorize the Depository Bank and related services providers to execute some or all of fund administration activities. The Fund Management Company is responsible for the authorization, and ensures the relationship of authorization shall not adversely affect the benefit of Investors;
- (c) To refuse issuance of fund certificates for the organization which is not allowed to invest in the Fund as prescribed by law;
- (d) To execute all the rights, obligations and responsibilities for the assets owned by the Fund on behalf of the Fund in accordance with the law;
- (e) To be entitled to remunerations in accordance with Article 49 of this Charter and the prevailing laws;
- (f) To be entitled to conduct business and provide services in accordance with the prevailing laws;
- (g) To participate in the periodic and irregular meeting of the General Meeting of Investors and the Board of Representatives;
- (h) To make decision on the Fund's investments in accordance with Article 9 and Article 10 of this Charter and the prevailing laws.

Article 30. Termination of Fund Management Company's rights and obligations to the Fund

1. The Fund Management Company shall terminate its rights and obligations to the Fund in the following circumstances:
 - (a) Voluntarily terminate its rights and obligations to the Funds and such proposal is accepted by the General Meeting of Investors;
 - (b) At the request of the General Meeting of Investors;
 - (c) The Fund Management Company's license is revoked as stated in Article 95 of the Law on Securities;
 - (d) Re-organize the Fund Management Company;
 - (e) Operation term of the Fund is due.
2. The Fund Management Company must hold a meeting of the General Meeting of Investors to collect opinions on the asset-handling plan and the replacing fund management company in the case specified at Points a, c, d, Clause 1 of this Article.
3. Within 05 working days after the General Meeting of Investors approves a decision to replace the fund management company, the replacing fund management company shall:
 - (a) notify the SSC and enclose the following documents: the principle contract on the termination of rights and obligations between the Fund and the replaced fund management company; the principle contract for the investment trust between the Fund and the replacing fund management company; plan to hand over the rights and obligations between two fund management companies, the principle contract of asset depository and related contracts

and documents. Within 7 working days after sending the notice, the replacing fund management company shall publish information on the receipt of the entrusted asset management on the website of the fund management company, notify the Depository Bank, and at the same time, the fund management companies to implement the plan to hand over the rights and obligations to the entrusting customers;

- (b) request the SSC to adjust the Certificate of Fund Establishment in connection with the change of the fund management company.
4. In the case stipulated in Clause 1 of this Article, the rights and obligations of the Fund Management Company to the Fund shall be terminated only when the Fund Management Company is finished registration and transfer of ownership of the entrusted property, the full handover of property, documents proving the ownership, documents, books, information about the entrusted property, rights and obligations for Funds of the replacing fund management company. The transfer of assets must be completed within 06 months from the date of the General Meeting of Investors approving the decision to replace the fund management company. The job hand-over between the Fund Management Companies and the replacing fund management company must be in writing and certified by the Board of Representatives, and the Depository Bank. The previous Fund Management Company takes the responsibility to notify SSC as stipulated by the law.
5. The replaced Fund Management Company shall be liable for debt and assets for the Fund that have not been fully handed over to the replacing fund management company. In this case, the replaced Fund Management Company is responsible for settling and overcoming consequences arising within a period of 5 years from the completion of the handover of assets to the replacing fund management company. specified in Clause 4 of this Article.

Article 31. Restriction of operations of the Fund Management Company

1. The Fund Management Company may not be an affiliated person of the Depository Bank of the Fund. Members of the Board of Directors, staff of internal audit department, Supervisory Board (if any), the chairman of the Company, the Management Board, and employees of the Fund Management Company may not work in the departments providing services of depository, supervision, fund management in the Depository Bank, and vice versa.
2. Members of the Board of Directors, Management Board, and employees of the Fund Management Company are not allowed to request, require or receive, in the name of the individual or in the name of the Company, any remuneration, profits or benefits, in addition to the fees and charges clearly stated in Article 49 of the Fund Charter.
3. The Fund Management Company, its parent company, subsidiary companies, joint-venture and associate companies, members of the Board of Directors, Board of Supervisors, Board of Management, and employees of the Fund Management Company may be buyers or sellers of trust assets it manages according to the following rules:
- (a) Transactions are made according to the order matching method at the securities exchanges;
 - (b) Transactions that are not made according to the order matching method must be approved in writing by the Board of Representatives. A written approval

given by the Board of Representatives must specify: the type of traded assets, trading partners or criteria for determining trading partners, transaction price or rules for determining transaction price, and time of transaction.

4. Before and after every securities transaction, members of the Board of Management and employees of the Fund Management Company must report it to the internal control unit. A report on personal transaction must specify: name of traded securities, transaction quantity, price, total value, transaction time, trading account number, and securities company where trading account is opened. Reports on personal transactions must be kept and managed by the internal control unit and provided at the request of SSC.
5. In the management of entrusted assets, the Fund Management Company must ensure that:
 - (a) Not use the assets of the Fund to invest in the Fund, other securities investment companies managed by the Fund Management Company, unless being designated by the Fund;
 - (b) Not use the Fund's assets to lend under any form, guarantee for the loans in any form or make payment for the debt obligations of the Fund Management Company, the affiliated persons of the Fund Management Company, other organizations and individuals;
 - (c) Only use assets of the Fund to invest in derivatives listed at the securities exchanges with the aims of preventing risks to underlying securities held by the Fund. The use of assets of the Fund to invest in derivatives securities must comply with law regulations on securities investment funds;
 - (d) Not commit on or guarantee with the Fund about the income or profit on the Fund's investments and not make no-loss guarantee, except for the investments in securities with fixed-income; not sign the contracts receiving entrustment to invest in bonds with an interest rate not consistent with market and investment analysis result of the company itself; not directly or indirectly offset a part or all of the losses of the Fund caused by investment activities;
 - (e) shall not perform the transactions to reduce the profit of the Fund to increase the profit of another entrusting customer; shall not enter into a contract, make transaction with the terms and conditions unfavorable for the Fund.
6. The Fund Management Company shall only use its equity capital and the capital of the Fund for purchasing and owning (excluding shares in the portfolio of the Fund as exchange traded funds) more than twenty-five percent (25%) of the total number of outstanding shares of a public company, outstanding closed-end fund certificates of a closed-end fund if meeting the following conditions:
 - (a) Being approved in writing of the Fund or the Board of Representatives about the public offer to acquire, the price of the offer to acquire, the expected volume of assets of the offer to acquire, asset distribution method after the offer to acquire.
 - (b) The Fund Management Company makes the public offer to acquire in accordance with the provisions of law on securities.

7. The Fund Management Company shall not authorize, outsource the organizations in Vietnam to provide securities investment fund management, securities investment portfolio management, securities investment consultancy service.
8. The Fund Management Company may receive performance bonus as prescribed in this Charter. The performance bonus shall comply with the following rules:
 - (a) It is calculated on the basis of the annual profit of the Fund in excess of the reference profit determined according to the market growth rate, structure of the investment portfolio;
 - (b) It must be used to offset or not be paid if there are losses on investments in previous years which are not yet offset.
9. Other restrictions comply with the provisions of law on guiding the establishment, organization and operation of fund management companies.

CHAPTER VII. DEPOSITORY BANK

Article 32. Criteria for selecting the Depository Bank

The selected Depository Bank must satisfy the following conditions:

1. Having obtained depository or custodian license granted by the SSC and satisfying the number of professional staff required by law;
2. Having sufficient ability to provide depository services;
3. The Depository Bank, members of the Board of Directors, Management Board, and staff of the Depository Bank directly performing the duties of depository operation of the Fund shall not be affiliated persons or have an ownership, lending or borrowing relationship with the Fund Management Company or vice versa;
4. The Depository Bank, members of the Board of Directors, Management Board, direct operators and staff of the Depository Bank shall not be permitted to be counterparty in transactions of the purchase and sale of the Fund's assets, except for foreign exchange transactions in accordance with relevant laws, or securities transactions performed through the Stock Exchange's trading system.
5. Agreeing to fulfill its commitments to the Fund as stated in Appendix 2 and Appendix 3 of this Charter.

Article 33. Rights and obligations of the Depository Bank

1. Obligations of the Depository Bank:

- (a) Responsibility of the Depository Bank in the depository activity of assets of the Fund:
 - (i) To require the Fund Management Company to register Fund's assets under the name of the Fund in the earliest time according to the economic terms and conditions of the contract between the Fund (through the Fund Management Company) and partners and in accordance with the provisions of the relevant legislation; to ensure all assets of the Fund arising in the territory of Vietnam must be registered ownership of the Fund and make full depository in the Depository Bank in accordance with the following principles:
 - a. Where the assets registered ownership, then register, record ownership under the name of the Fund, unless the assets must be registered, recorded under the name of the Depository Bank or the auxiliary depository institution or the Fund Management Company under the relevant provisions of the law, at the same time, deposit at the Depository Bank. Original legal documents certifying ownership of assets must be deposited and sent to the store at the Depository Bank, unless the securities are registered, made centralized depository. Where the assets are real estate, the Depository Bank must ensure full legal documentation of ownership, use rights as prescribed. Where securities are issued in book-entry form, or the transfer of ownership of the Fund has not been completed,

the original contract of sale and purchase and buying payment transactions must be deposited at the Depository Bank;

Where the assets are not registered ownership, or have not been timely transferred ownership to the Fund within the time limit prescribed in the issuance agreements, assignment contract, investment contract or equivalent economic contracts, the Depository Bank shall clearly confirm the status of depository and registration of assets in the periodic reports prepared in accordance with the relevant provisions of law, at the same time send a written notice to the Representative Board.

- b. If they are type of assets not registered ownership, the originals or notarized copies of the transaction contract and transaction documents must be deposited at the Depository Bank.
 - c. Where they are bank deposits, deposit contract, the Depository Bank has the right and responsibility for requiring the Fund Management Company to provide full information on the deposit contracts, the deposit accounts of the Fund. Depository Bank is responsible for monthly cross-check of the balance of deposit accounts, the value of the deposit contracts with the banks receiving deposits of the Fund.
 - d. The Depository Bank is responsible for monthly checking with the investee, the issuer, the shareholder registration organization or other equivalent organizations in terms of volume and value of assets of the Fund to ensure that the asset depository complies with regulations.
- (ii) Separate management and depository of assets of the Fund; separate assets of the Fund from assets of the Depository Bank and separate from the assets of other customers of the Depository Bank. The Fund is allowed to open a separate securities depository account, separate from the securities depository accounts of other individuals and organizations, including that of the Fund Management Company;
 - (iii) The Fund Management Company is representative authorized to make transactions of the Fund's assets. The transfer of the Fund's assets in investment activities, investment divestment is made only by written directive of the Fund Management Company in accordance with the provisions of the Depository Contract;
 - (iv) The payment of transactions of securities listed, registered for transaction must comply with the principle of delivery of securities at the same time with payment and rules of offset, payment in accordance with the law provisions. The payment of other asset transactions must comply with the orders and lawful directives of the Fund Management Company and other provisions of law, if relevant. All money transfers, payment, transfer of assets must comply with the trading partners of the Fund, the Fund's accounts. The payment value must match the volume of assets, the transaction price and the right amount stated in the payment vouchers;

- (v) Perform properly, fully and promptly according to orders, lawful directives of the Fund Management Company; execute fully and promptly the rights and obligations related to the ownership of the Fund's assets, including the procedures for payment and settlement of tax to the Fund;
 - (vi) Verify the reports on the assets of the Fund established by the Fund Management Company, to ensure that the volume of assets in the report is true, complete and accurate to the real status of assets deposited in the Bank;
- (b) The Depository Bank may not use the assets of the Fund to pay or guarantee payment for its debts or for third parties, including for the Fund Management Company;
 - (c) The transactions for the Fund on account of the Depository Bank, including activities of receiving money, transaction payment, receiving dividends, bond interest and other income, must be determined clearly as belong to the Fund. Where the transactions on the account or in the name of the auxiliary depository organization under the relevant law, these transactions and assets in the transaction must be clearly determined clearly as belong to the Fund, through the Depository Bank;
 - (d) The Depository Bank must have appropriate technical system to automatically receive, monitor, implement and account transactions related to the assets on account of the Fund, except for otherwise having specific instructions in writing made by the Fund Management Company. The system must meet the following basic contents:
 - (i) Having accounting books to record assets of the Fund completely, fully, accurately and timely. All changes related to assets must also be reflected completely, fully, accurately and timely;
 - (ii) Having revenues, expenditures, accounting of dividends, bond interest, capital gains and other income;
 - (iii) Accounting securities, fund certificate in the transactions of acquisition, additional issuance or conversion.
 - (e) The Depository Bank is responsible for full compensation for the Fund in the event of loss of the assets of the Fund deposited and sent to the store of the Bank in accordance with the law, including the cases of error or fraud of the Bank's employees, or due to negligence, careless of the Bank;
 - (f) The Depository Bank is responsible for full compensation for the Fund in case the auxiliary depository organization causes loss to the Fund's assets, except;
 - (i) Under unforeseen circumstances, beyond the control of the Depository Bank, which was clearly stated on the indemnity to the Depository Bank under the relevant terms and conditions in the Depository Contract;
 - (ii) The auxiliary depository organization is responsible for paying compensation to the Fund and auxiliary depository contract with terms to allow the Fund Management Company on behalf of the Fund to

require the auxiliary depository organization to pay compensation under the contract;

- (iii) The Depository Bank has fulfilled responsibilities of evaluation and the activities related to the authorization in accordance with the provisions of the law.
- (g) The Depository Bank shall make, report and manage files according to the prevailing laws, the Fund Charter and the Depository Contract;
- (h) The Depository Bank shall comply fully the regulations of the Law on Securities, related laws, the Fund Charter and the Depository Contract.

2. Rights of the Depository Bank:

- (a) To be entitled to service fees as stipulated in Article 50 of the Fund Charter and provisions of laws;
- (b) The Depository Bank has the right to request the Fund Management Company to promptly, fully and accurately provide necessary information relating to the asset management activities of the Fund, ensuring that the Depository Bank can perform all rights and obligations to the Fund, the Fund Management Company in accordance with the law.

Article 34. Termination of the Depository Bank's rights and obligations to the Fund

1. The Depository Bank shall terminate its rights and obligations to the Fund in the following circumstances:
 - (a) Depository Bank is split, separated, dissolved, declared bankruptcy, consolidated, merged. Its legal entity is converted or its certificate of registration for operation of depositing securities is revoked;
 - (b) Unilaterally terminate the Depository Contract;
 - (c) Operation term of the Fund is due; the Fund is dissolved, merged or acquired by another fund;
 - (d) Upon the decision of the General Meeting of Investors.
2. The Fund Management Company reports to the SSC and requests the amendments to the Certificate of Fund Establishment.
3. Rights and obligations to the Fund of the Depository Bank terminate only at the time when the transfer of rights and obligations to the Fund to the replacing depository bank has been completed. The replacing depository bank must prepare and send to the SSC the handover minutes between the two depository banks certified by the Fund Management Company and the Board of Representatives.
4. In the circumstance that the Depository Bank changes legal status, the new Depository bank shall inherit all right, obligations to assets deposited at old Depository Bank.

CHAPTER VIII. ACCOUNTING, AUDITING AND REPORTING SYSTEM

Article 35. Criteria for selecting and changing the auditing firm

1. Each year, the Fund Management Company shall propose at least two (2) auditing companies to the Board of Representatives for auditing financial statements and assets for the Fund. The Board of Representative shall submit to the General Meeting of Investors to select the auditing company. Selected auditing company shall satisfy the following conditions:
 - (a) Having obtained auditing license issued by the Ministry of Finance;
 - (b) Having full capacity to provide auditing service;
 - (c) Having approved by the SSC for providing auditing services to the Fund;
 - (d) Not being an affiliated person to the Fund Management Company or the Depository Bank.
2. The assigned Auditing Company must agree to enter into confidential information agreement on investment activities, transactions and other information related to the Fund and the Fund Management Company and shall not disclose these information to any third party, or use these information for any purpose other than for executing duties of the Auditing Company as prescribed in the auditing contract and this Charter, any information relating to financial situation and operation of the Fund which the Auditing Company received or known through the process of performing the function of the Auditing Company, unless there is a request from law and/or Vietnam authority agencies.

Article 36. Fiscal year

The Fiscal year is twelve months calculated from 1st January to 31st December each calendar year. The first Fiscal year of the Fund starts on the date it is officially granted with the establishment license by the SSC and ends on 31st December of that year.

Article 37. Accounting regime

The Fund shall apply the Vietnamese Accounting Standard (VAS) and comply with other regulations related to the accounting works of the Fund as provided for by the competent bodies.

Article 38. Financial reports

1. The Fund Management Company shall be responsible for prepare the periodic financial reports on the business results and financial status of the Fund and other necessary reports to demonstrate the Fund's business activities.
2. Financial reports shall be audited independently and annually by a selected auditing company. The copies of auditing report and operation report of the Fund will be sent to each Member of the Board of Representatives and Investors for their reference.
3. The Fund Management Company must comply with all regulations on financial statements

Article 39. Other reports

The Fund Management Company shall comply with the prevailing regulations of law on report and disclosure of information related to the business of the Fund.

CHAPTER IX. DETERMINATION OF THE FUND'S NET ASSET VALUE

Article 40. Determination of the Fund's net asset value

1. The Fund Management Company shall construct a valuation handbook to apply uniformly in managing the Fund's assets. The Fund Management Company shall be responsible for determining the Fund's net asset value, net asset value per fund certificate in accordance with the prevailing law and Article 42 of this Charter.
2. The Fund Management Company is allowed to authorize the Depository Bank to determine the net asset value, net asset value per fund certificate of the Fund. In this case, the Fund Management Company and the Depository Bank must have a mechanism and process for comparing, reviewing, checking, and monitoring to ensure that the determination of net asset value is accurate and appropriate with the Valuation Handbook, this Charter and provisions of laws.
3. The Fund's net asset value is calculated monthly and must be publicly announced in accordance with the law on information disclosure on the securities market.

Article 41. Principles, criteria for selecting and changing quotation providers

1. Each year, the Fund Management Company shall select and submit the Board of Representatives to approve a list of quotation service providers to provide a quote for the Fund. The selected quotation service provider must satisfy the following conditions:
 - (a) Have function and be licensed to provide quotation service;
 - (b) Fully able to provide a quote;
 - (c) Not the affiliated persons of the Fund Management Company or Depository Bank.
2. Changing quotation providers shall be conducted when incurring any of the following events:
 - a) The quotation service provider does not have function to provide quotation service or its license to provide quotation service is withdrawn.
 - b) The quotation service provider becomes related people of the Fund Management Company or Depository Bank.

Article 42. Principles, procedures and valuation method of the net asset value of the Fund

1. **Date of valuation**

Net asset value of the Fund is evaluated every month on the Valuation Date. The Valuation Date is the last working day of a month on which the Fund Management Company calculates the Fund's Net Asset Value per fund certificate. In case the Fund Management Company changes the Valuation Date, the Fund Management Company shall get the approval from the Board of Representatives before execution.

2. Valuation method:

- (a) Net asset value of the Fund shall be calculated by ascertaining the value of the assets of the Fund and deducting from such amount the liabilities of the Fund, which shall include all fees and expenses payable on the valuation date.

$$\mathbf{NAV = Total\ assets\ of\ the\ Fund - Total\ liabilities\ of\ the\ Fund}$$

Where:

- Total assets of the Fund are value of the Fund's investments, dividends, interest, distributed profit, interest from bank deposits, and cash unused to invest until the Valuation Date.
- Total liabilities of the Fund include its debts or obligations up to the Valuation Date.

- (b) *Net Asset Value per fund certificate:*

$$V = \frac{NAV}{N}$$

Where:

- V: Net Asset Value per fund certificate
- N: number of fund certificates

- (c) *Determination of the Fund's assets:*

- (i) Value of the Fund's investments:

(For more information, refer to Section I, Appendix IV: Methods of determination of Net Asset Value)

- (ii) Dividends, interest, profits:

- a. Dividends of stocks
- b. Interest of bonds
- c. Profits from the Fund's investments

- (iii) Interest from bank deposits and cash unused to invest:

Outstanding amount of the Fund's bank deposits at the Depository Bank, including the amount not being used to invest and the accrued interest from such the amount, until the Valuation Date.

3. Valuation procedures:

- (a) *Before the date of valuation:* all transactions up to the Valuation Date will be recorded following the Fund accounting rules at the date of occurrence:
 - (i) Securities trading transactions;
 - (ii) Payment transactions for expenses related to the Fund's operations and deposit transactions;
 - (iii) Corporate actions related to securities held by the Fund recorded on ex-date rule;
 - (iv) Reconciliation all balances of cash and securities with Depository Bank.

- (b) *At the Valuation Date:*
 - (i) Accrue estimated revenue such as bank interest until the date prior to the Valuation Date;
 - (ii) Accrue estimated fee & expenses until the date prior to the Valuation Date (such as fund management fee, depository fee, bank fee...);
 - (iii) Reconcile cash and securities balances with Depository Bank;
 - (iv) Collect market prices of securities from official and reliable sources (Stock Exchange, Bloomberg, Reuters...);
 - (v) Apply method of calculation of the NAV of the Fund as detailed in this Article.

CHAPTER X. ADDITIONAL FUND CERTIFICATE OFFERING, INCREASE/DECREASE IN FUND CHARTER CAPITAL

Article 43. Increase in fund charter capital

1. The Fund may increase capital by mobilizing capital from existing Investors through issue call options on the fund certificates. The call options on the fund certificates are transferable. In case the existing Investors do not exercise their call options, the Fund Management Company may offer the remaining fund certificates for other Investors.
2. After increasing capital, the maximum number of members in the Fund must not exceed 99 investors and only consists of legal entity investors (both domestic and foreign) being professional securities investors.
3. In the circumstance of increasing Fund's charter capital, the Fund Management Company is not in a state of operation control, special control, suspension of operation, suspended operation or in the process of consolidation, merger, dissolution or bankruptcy.
4. The offering to increase charter capital must be approved by the General Meeting of Investors.
5. Within seven (07) days after finished increasing capital, the Fund Management Company must notify SSC of Fund's capital increase.

Article 44. Reduction in charter capital

1. In the circumstance of reducing charter capital, the assets that are allocated to all Investors shall be cash or other assets in accordance with the decision of the General Meeting of Investors. The Fund Management Company has responsibility to allocate assets proportional to the capital contribution ratio of each Investor in a prudence and fair manner. Name transfer, registration of asset ownership for Investors, tax obligation to the State shall comply with applicable laws.
2. Within seven (07) days after finished reducing charter capital, the Fund Management Company must notify SSC of Fund's capital reduction.

Article 45. Fund's income distribution

Based on the annual operating results of the Fund, Fund's income will be distributed to Investors under the proposal of the Board of Representatives which is passed by the annual General Meeting of Investors. The income distribution shall be implemented in compliance with following principles:

1. Incomes distributed to the Investors are derived from the profits in the period, or profits accumulated after making the full appropriation of funds (if any) and meeting all obligations of tax, finance in accordance with the law provisions.
2. After distributing income to the Investors, the Fund must still ensure the solvency to pay all the due debts and other financial obligations of the Fund and ensure that the net asset value is not less than fifty (50) billion VND.

3. The distribution rate of income shall be decided by the General Meeting of the Investors or the Board of Representative, in accordance with the investment objective of the Fund;
4. In case of income distribution by fund certificates, the Fund must still have sufficient reciprocal capital from undistributed after-tax profit based on the latest financial report audited or reviewed.
5. At least thirty (30) days prior to the date of income distribution, the Fund Management Company must establish a list of Investors who are eligible for profit distribution, and computes the rate of income distribution to each Fund certificate, time and method of payment.
6. Notification of income distribution must be sent to all Investors at least fifteen (15) days prior to the income distribution. The notification must specify name of Fund, name and address of Investor, number of Fund certificates held by Investors, rate of income distribution, total income distributed to that Investor and method of distributing the Fund profit.
7. Investors shall be responsible for declaration and settlement of income tax and other tax (if any) levied on income. The Fund Management Company shall have the right to withhold such income before any payment made, subject to the tax payment method registered with the Fund Management Company by Investors.

CHAPTER XI. FUND DISSOLUTION AND LIQUIDATION OF THE FUND'S ASSETS

Article 46. Conditions for fund dissolution

1. The General Meeting of Investors decides the dissolution of the Fund.
2. The General Meeting of Investors has the right to appoint an independent auditing organization to inspect, evaluate and supervise all activities of liquidation, valuation, reappraisal of valuation and distribution of the Fund's assets to the Investors; or maintain the operation of the in-power Board of Representatives to supervise the process of liquidating and distributing the Fund's assets.
3. The Fund Management Company, the Depository Bank are responsible for implementation of the liquidation, distribution of assets to Investors under the plan adopted by the General Meeting of Investors. The time limit for asset liquidation and distribution of assets to an Investor shall comply with the dissolution plan, but must not exceed 02 years from the date of dissolution of the Fund. Past the above-mentioned time limit, the Fund Management Company and the Depository Bank shall return the portfolio to the Investor according to the provisions of Clause 3, Article 47 of this Charter. During the time the Fund is liquidating assets for dissolution, fund management service price, depository service prices and other costs are collected according to the service tariff approved by the General Meeting of Investors.
4. The General Meeting of Investors decides the date of fund dissolution. From the date of dissolution of the Fund, the Fund Management Company, the Depository Bank shall not:
 - (a) Implement the investment activities, purchases of assets for the Fund;
 - (b) Transfer the unsecured debts into debts secured by the assets of the Fund;
 - (c) Gift, give the assets of the Fund to other organizations and individuals;
 - (d) Make payment for the contract in which the value of the obligations of the Fund is more than the value of the obligations of the other party; or make debt payments to the creditors that are simultaneously the debtors of the Fund without conducting offset;
 - (e) Carry out other transactions for dispersing assets of the Fund.

Article 47. Liquidation of the Fund's assets when dissolution

1. Assets of the Fund being dissolved, including:
 - (a) Assets and property rights which the Fund has at the time that the Fund is forced to be dissolved;
 - (b) Profits, assets and property rights that the Fund will have due to the implementation of the transactions established prior to the time the Fund is forced to be dissolved;
 - (c) Assets that are things used to secure the obligations of the Fund. Where using assets as things used to secure to make payment to the secured

creditors, if the value of things used to secure exceeds the payable secured debts, the excess is the Fund's asset.

2. When liquidating the Fund's assets, the Fund Management Company and the Depository Bank must ensure:
 - (a) For listed securities, registration for trading must be done through the trading system of the Securities Exchange.
 - (b) For assets other than listed securities, transaction registration must be approved by an independent auditing organization or the Board of Representatives in accordance with the provisions of Clause 2 Article 46 of this Charter.
3. The Fund Management Company and the Depository Bank return the Fund's portfolio to the Investors corresponding to the equity proportion of the Investors. The return of the portfolio to the Investors must ensure the following principles:
 - (a) The Fund ensures payment of obligations as prescribed and in the order in Clause 4 of this Article;
 - (b) The portfolio returned to the Investors must cover a full range of assets in the Fund's portfolio, the structure of each asset like the portfolio of Fund under the plan of liquidation and distribution of assets;
 - (c) In case of being securities registered, of centralized depository, the transfer of assets to the Investors, the Fund Management Company, Depository Bank shall comply with the guidance of the Vietnam Securities Depository and Clearing Corporation;
 - (d) In case of being other assets required to register ownership, the Fund Management Company, Depository Bank shall require the organizations receiving investment capital, issuers, shareholders book managing organization to register asset ownership for the Investors. The return is considered as completion after ownership of the Investors was registered.
4. Proceeds from the liquidation of the Fund's assets and the remaining assets are paid in the following priority order:
 - (a) Paying financial obligations to the State;
 - (b) The amounts payable to the Fund Management Company, Depository Bank, other payables and fund dissolution costs;
 - (c) The remaining assets are used to pay Investors corresponding to proportion of capital contributed by the Investors in the Fund. Where they are the assets of ownership registration, the Fund Management Company, Depository Bank shall require the Securities Depository Center, organization managing shareholder books, issuers and organizations receiving investment capital (for securities unregistered for depository, shares) perform the allocation and registration of asset ownership for the Investors.
5. Result of liquidation of the Fund's assets must be certified by the Depository Bank, the Fund Management Company (if any) and approved by the independent audit

organization or Board of Representatives (if any) performing the supervision of the liquidation of assets.

6. From the date of dissolution to the completion of the dissolution of the Fund, on a monthly basis, the Fund Management Company must report to the SSC and provide the Investors the net asset value, report on assets and investment portfolio of the Fund in the prescribed form.
7. The Fund Management Company, the Depository Bank and related organizations and individuals are responsible for the accuracy, truthfulness and completeness of the report on dissolution results. In case the report on dissolution result is inaccurate or has forged documents, the Fund Management Company, the Depository Bank, relevant organizations and individuals must be jointly responsible for the payment of the unpaid debt and take personal responsibility before law for consequences arising within 5 years from the date of reporting dissolution results to the SSC.

CHAPTER XII. INCOME AND OPERATION EXPENSES

Article 48. Income of the Fund

Income of the Fund includes dividends, bond interest, deposit interest, difference between the sales and purchase arising from the investment activities of the Fund. As the investment objective of the Fund is long-term capital growth, annual income is inconsiderable.

Article 49. Fund management service price

Management service price is equal to 0.5% per annum of the Fund's NAV on the Valuation Date and paid monthly by VPDF to the Fund Management Company for providing fund management services. Management service price is fixed throughout the term of the fund management service provided by the Fund Management Company to the Fund.

$$\text{Monthly Management service price} = 0.5\% \times \text{NAV on the Valuation Date} \times \frac{\text{actual dates}}{365}$$

Article 50. Depository service price

Depository bank service price is the fee paid monthly to the Depository Bank for providing depository service. The Depository fee is equal to 0.045% per annum of the Fund's NAV and will not be lower than VND5,000,000/month. This depository service price excludes securities trading service price, service price for allocating successful transactions and is specified in the depository contract between the Fund (represented by the Fund Management Company) and the Depository Bank.

$$\text{Monthly Depository service price} = 0.045\% \times \text{NAV on the Valuation Date} \times \frac{\text{actual dates}}{365}$$

Article 51. Other expenses

1. Other expenses include:
 - (a) Brokerage service price;
 - (b) Tax, fee and expenses payable to the State;
 - (c) Interest expense which is allowed by the laws and the Fund's Charter;
 - (d) Auditing expense;
 - (e) Expenses for valuing securities and other investments by the Fund;
 - (f) Fees for Charter amendments for the benefit of Investors;
 - (g) Cost of organizing the annual General Meeting of Investors not requested or for benefits of the Fund Management Company and Depository Bank;
 - (h) The costs related to the printing, publication, and announcement activities relating to the Fund, issuance of the Prospectus when issue fund certificates;

- (i) Salaries of the Board of Representatives;
- (j) Other suitable and legal expense which are approved by the Board of Representatives;

2. The total of other expenses shall not exceed 1% of the Net Asset Value of the Fund.

Article 52. Performance-based Remuneration

To harmonize the interest between the Fund Management Company and Investors, and ensure the profit maximization for the Fund, the Fund Management Company shall be considered by the Fund to receive remuneration if the Fund's NAV of such year exceeds the reference NAV.

The remuneration rate shall be determined by the annual General Meeting of Investors. The General Meeting of Investors shall base on the real performance in the year of the Fund as well as consider the orientation in the subsequent years of the Fund to decide the remuneration.

- In case the Fund's NAV exceeds the reference NAV, the General Meeting of Investors may decide not to pay the remuneration, or only pay part of remuneration, to focus on long-term growth goals in the subsequent years.
- In the circumstance that the Fund stops the operation prior to the last date of Fiscal Year, the remuneration fee shall be calculated based on the ending NAV at the last date of Fund operation and number of operation dates in that Fiscal Year.

(Refer to the Appendix V: METHOD OF DETERMINING FEES, PERFORMANCE-BASED REMUNERATION for more details)

CHAPTER XIII. SETTLEMENT OF CONFLICTS OF INTEREST

Article 53. Control of conflicts of interest between the Fund and other funds, investment trust clients of the Fund Management Company, and between the Fund and the Fund Management Company

1. The Fund Management Company shall:
 - (a) Separate the investment strategies and objectives of each fund managed by the Fund Management Company;
 - (b) Separate the Fund Management Company's assets from the assets of funds managed by the Fund Management Company and assets of entrusting investors; separate assets of funds managed by the Fund Management Company.
2. All securities transactions of member of the board of directors, the chairman of the Fund Management Company, members of the management board, members of the board of supervisors, supervisors, fund management practitioners, and staff of the Fund Management Company shall be reported and controlled in accordance with Article 29 of the Fund Charter and the prevailing laws.
3. A system of internal control, risk management, conflicts of interest monitoring in the Fund Management Company shall be established.

CHAPTER XIV. INFORMATION DISCLOSURE AND AMENDMENT, OF THE CHARTER

Article 54. Information disclosure

1. Disclosure of information on the Fund's operation shall be conducted by the Fund Management Company according to provisions of information disclosure on securities market.
2. Notice of meeting of the Board of Representatives shall be deemed as properly informed to each member of the Board of Representatives if it is notified verbally or in writing to the address which is provided to the Fund by that member of the Board of Representatives.
3. Prospectus, brief prospectus, audited financial statements, semiannual financial statement; monthly, and annual operation reports of the Fund will be provided free of charge to Investors on the Fund Management Company's website, or send directly via Investors' emails.
4. Letters of convene, notices, demands, or documents which need to be delivered to the Fund or Fund operator shall be sent by hand or by post to address of office registered by the Fund, in a stamped envelope bearing name of the Fund or Fund operator.

Article 55. Amendment, supplementation of the Charter

1. The Fund Charter shall only be amended or supplemented by an approval of the General Meeting of Investors.
2. In case there are legal provisions related to the Fund's operations that are not mentioned in this Charter or in case there are new provisions of law different from those in this Charter, the provisions of such law prevail to apply and govern the operation of the Fund.

Article 56. Registration of the Charter

This Charter includes 14 Chapters, 57 Articles and 5 Appendices which is approved by the General Meeting of Investors and is registered with the SSC. The Fund Charter or amendments, supplementations to the Fund Charter must be registered with the SSC and approved by General Meeting of Investors in accordance with provisions of the prevailing laws.

Article 57. Implementation provisions

The Fund Charter shall take effect upon approved by the General Meeting of Investors.

The following appendix is attached herewith:

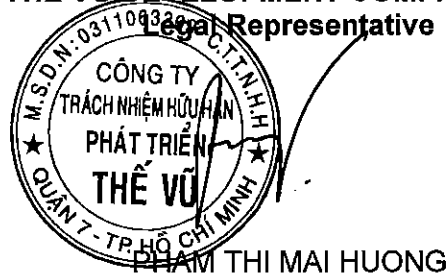
1. **APPENDIX 1: COMMITMENTS OF THE FUND MANAGEMENT COMPANY**
2. **APPENDIX 2: COMMITMENTS OF THE DEPOSITORY BANK**
3. **APPENDIX 3: JOINT COMMITMENTS OF THE FUND MANAGEMENT COMPANY AND THE DEPOSITORY BANK**
4. **APPENDIX 4: METHOD OF CALCULATING NET ASSET VALUE**
5. **APPENDIX 5: METHOD OF DETERMINING FEES, PERFORMANCE-BASED REMUNERATION**

Ho Chi Minh City, January 26th, 2022

THE VUONG COMPANY LTD.



THE VU DEVELOPMENT COMPANY LTD.



APPENDIX 1: COMMITMENTS OF THE FUND MANAGEMENT COMPANY

PHU HUNG FUND MANAGEMENT JOINT STOCK COMPANY (PHFM)

License for establishment and operation No. 24/UBCK-GP issued by the State Securities Commission (SSC) on 28th December 2007.

The Fund Management Company hereby commits to perform the following obligations to the Fund:

1. To strictly comply with legal regulations and the Fund Charter in the management of the Fund;
2. To perform the fund management duties in an effective, honest and diligent manner and in compliance with the investment objectives of the Fund with priority given to legitimate rights and interests of Investors;
3. To ensure that the Fund has a depository bank at all the points of time;
4. To pay service prices to the Depository Bank and other service providers as specified in the Fund Charter;
5. To periodically provide the Depository Bank with the following information:
 - (a) Operating statements and financial statements of the Fund, the Register of Investors and the number of fund certificates held by Investors;
 - (b) Reports with respect to the Fund or its assets and investment portfolio;
 - (c) A valuation report on the net asset value of the Fund, the net asset value per fund certificate;
 - (d) Information related to the management of the Fund and other obligations.
6. To provide free of charge or at a reasonable service fee copies of the Fund Charter (and attached appendices), prospectus (and attached appendices) to Investors at their request;
7. Not to invest in securities or assets in which the Fund Management Company or its affiliated persons have interests or have relations to such interests, except otherwise permitted by law;
8. Not to use the position of the Fund Management Company in fund management to gain direct or indirect profits for its own or affiliated persons or compromise the interest of Investors;
9. To conduct valuation and auditing works for the Fund in a truthful, accurate and timely manner;
10. To provide free of charge or at a reasonable fee copies of annual reports and other reports of the Fund to Investors at their request;
11. To ensure that all information disclosed by the Fund Management Company or the representative of the Fund Management Company is complete, truthful and accurate

and not omit events that affect the interest of Investors or events that affect the contents of such disclosed information or information to be disclosed in accordance with legal regulations and does not mislead Investors;

12. To provide necessary information to enable the independent auditing organization of the Fund to make auditing in an efficient and timely manner;
13. To report timely to the SSC in case of any inconsistency found when comparing the assets/liabilities of the Fund between the Fund Management Company and the Depository Bank;
14. To implement the obligation to convene the General Meeting of Investors in accordance with legal regulations.

GENERAL DIRECTOR
PHU HUNG FUND MANAGEMENT JOINT STOCK COMPANY



EU, HUI-HUNG

APPENDIX 2: COMMITMENTS OF THE DEPOSITORY BANK

TIEN PHONG COMMERCIAL JOINT STOCK BANK (TPBANK)

License for establishment and operation No. 123/GP-NHNN issued by the State Bank of Vietnam on 05th May 2008. Depository Business Registration No. 01/GCN-UBCK issued by the State Securities Commission (SSC) on 11th May 2011 to conduct operations: keeping, depositing securities, economic contracts and documents related to fund's assets.

The Depository Bank hereby commits:

1. To strictly comply with legal regulations and the Fund Charter in the depository of the Fund;
2. To implement in a dedicated, honest and prudent manner the functions of the Depository Bank to the Fund;
3. To implement the deposit, payment, custody of all assets, securities of the Fund on behalf of Investors; to periodically implement the report on assets of the Fund prepared by the Fund Management Company at least one a month to ensure assets in the report being correct, complete and accurate with actual assets deposited at the Depository Bank;
4. To separate assets of Fund from assets of the Depository Bank, assets of the Fund Management Company and assets of other funds, assets of other customers of the Depository Bank;
5. To record and monitor all transactions, interest, dividends and income of the Fund to be received or distributed.

TIEN PHONG COMMERCIAL JOINT STOCK BANK

APPENDIX 3: JOINT COMMITMENTS OF THE FUND MANAGEMENT COMPANY AND THE DEPOSITORY BANK

PHU HUNG FUND MANAGEMENT JOINT STOCK COMPANY (PHFM)

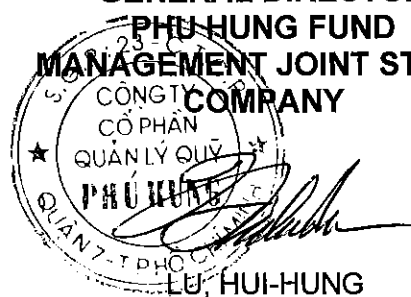
License for establishment and operation No. 24/UBCK-GP issued by the State Securities Commission (SSC) on 28th December 2007.

TIEN PHONG COMMERCIAL JOINT STOCK BANK (TPBANK)

License for establishment and operation No. 123/GP-NHNN issued by the State Bank of Vietnam on 05th May 2008. Depository Business Registration No. 01/GCN-UBCK issued by the State Securities Commission (SSC) on 11th May 2011 to conduct operations: keeping, depositing securities, economic contracts and documents related to fund's assets.

1. To jointly commit to implement the obligation of interest protection for Investors;
2. To jointly commit to obey with the legal regulations and the Fund Charter during the operation of the Fund;
3. To jointly commit not to receive any remuneration, benefit or interest from executing transactions of Fund's assets or other asset transactions not specified in the Fund Charter or any Prospectus.

GENERAL DIRECTOR
PHU HUNG FUND
MANAGEMENT JOINT STOCK
COMPANY
CÔNG TY CỔ PHẦN
QUẢN LÝ QUỸ
PHU HUNG
LU, HUI-HUNG



AUTHORIZED REPRESENTATIVE
TIEN PHONG COMMERCIAL
JOINT STOCK BANK

APPENDIX 4: METHOD OF CALCULATING NET ASSET VALUE

I. PRINCIPLE OF ASSET VALUATION

A. Value of Main Assets

No.	Type of Asset	Principle of determining value
Cash, equivalent to cash and other money market instruments		
1.	Cash (VND)	Balance of cash at the date prior to the valuation date.
2.	Foreign Currency	Value in VND at current exchange rate quoted by credit institutions licensed to trade foreign exchange prior to the valuation date.
3.	Term deposit	Value of deposit plus unpaid interest accumulated till the date prior to the valuation date.
4.	Treasury bill, certificate deposit, bank note, bill of exchange, transferable certificate deposit, bond with expiration date of less than 03 months, discounted money market instruments	Purchased cost plus accumulated interest till the date prior to the valuation date.
Bond		
5.	Listed bond	<ul style="list-style-type: none"> - Closing price quoted by Securities Exchange plus accumulated interest till the closest date prior to the valuation date; - In case there is no transaction has been occurred within the last two (02) weeks prior to the valuation date, the value of bond shall be: <ul style="list-style-type: none"> + Purchased cost plus accumulated interest; or + Par value plus accumulated interest
6.	Unlisted bond	<ul style="list-style-type: none"> - Quoted price (if any) provided by quoted organizations plus accumulated coupon interest till the date prior to the valuation date; or + Purchased cost plus accumulated interest; or

		+ Par value plus accumulated interest
Stock		
7.	Listed stocks on Ho Chi Minh Stock Exchange	<ul style="list-style-type: none"> - End-of-day price (Closing price or other name, depends on the internal regulations of the Stock Exchange) on the most recent transaction date prior to the valuation date; - In case there is no transaction has been occurred within at least two (02) weeks prior to the valuation date, the price shall be determined as: <ul style="list-style-type: none"> + Book value; or + Purchased cost
8.	Listed stocks on Hanoi Stock Exchange	<ul style="list-style-type: none"> - End-of-day price (base price or reference price for the subsequent transaction day or other name, depends on the internal regulations of the Stock Exchange) on the most recent transaction date prior to the valuation date; - In case there is no transaction has been occurred within at least two (02) weeks prior to the valuation date, the price shall be determined as: <ul style="list-style-type: none"> + Book value; or + Purchased cost
9.	Public stocks registered for transaction on UPCOM exchange floor	<ul style="list-style-type: none"> - End-of-day price on the most recent transaction date prior to the valuation date; - In case there is no transaction has been occurred within at least two (02) weeks prior to the valuation date, the price shall be determined as: <ul style="list-style-type: none"> + Book value; or + Purchased cost
10.	Unlisted stocks but have already been registered / deposit	<ul style="list-style-type: none"> - Average price based on the quotations (average price of the transactions during the period) from at least three (03) quotation providers that are not affiliated with the Fund Management Company on the most recent transaction date prior to the valuation date; - In case there are not enough 03 quotation

		<p>providers, the price shall be determined as:</p> <ul style="list-style-type: none"> + Average price from two (02) quotation providers; or + Price on the most recent reporting period within at least three (03) months till the valuation date; or + Book value; or + Purchased cost
11.	Suspense Trading stocks, Delisted stocks	<p>Being one of the following prices:</p> <ul style="list-style-type: none"> + Book value ; or + Par value
12.	Stocks of organizations that are in the dissolution / bankruptcy status	80% of the liquidation value of that stock recognized on the latest balance sheet date prior to the valuation date
13.	Other kinds of stocks, capital contribution	<p>Being one of the following prices:</p> <ul style="list-style-type: none"> + Book value ; or + Purchased cost or contribution
Derivatives		
14.	Listed Derivatives	Closing price on the latest transaction date prior to the valuation date.
15.	Listed Derivatives without transaction within at least 02 weeks	Price determined by the method approved by the Board of Representatives.
Other Assets		
16.	Other investment assets	Price determined by the method approved by the Board of Representatives.

Note:

- Accumulated interest: interest recognized from the most recent interest payment date to the date before the valuation date;
- Book value of stock: determined by the latest audited or reviewed financial statement;

- Selection of Bond Appraisal organizations (Reuters / Bloomberg / VNBF ...) for reference.

B. Value of Commitment from Derivative contracts

1. Value of commitment (global exposure) is the value converted to money that the Fund is the party with the obligation to perform the contract.. Value of commitment is determined base on market price of underlying assets, risk of payment, market variation and time needed for offsetting the position.
2. When calculating the value of commitment, the Fund Management Company can apply:
 - Principle of net clearing of derivative position (opposite) for the same underlying assets, for example the long position on call option of stock XYZ shall reduces (offset) the value of commitment arising from the short position on call option of stock XYZ;
 - Principle of net clearing of derivative position and Sport position on the same underlying asset, for example the long (holding) on stock XYZ offsets (reduce) the value of commitment arising from the short position on call option of that stock XYZ;
 - Other principles under international practice which ensure effective risk administration.

No.	Type of securities	Value of commitment
1	Stock option (buy a put, sell a put, sell a call)	Market value of option ¹ , adjusted for delta of that option = number of contracts x number of stocks cover by each contract x market price of stock x delta coefficient ²
2	Bond option (buy a put, sell a put, sell a call)	Market value of option, adjusted for delta of that option = number of contracts x par value x current market value of bond x delta coefficient.
3	Index Futures contract	Market value of Future = number of contracts x value based on one point of index x current index level.
4	Bond Futures contract	Market value of Future = number of contracts x notional value of contract x market value of cheapest-to-deliver bond.
5	Other kinds of contracts	Comply with valuation model set by the Fund Management company, consent by the

¹ If Fund enters into long position on option, the market value of the option (premium) shall be adjusted upward when the price of underlying asset increases.

² Delta is the first partial differentiation of option value with respect to the value of the underlying asset. In a simple case, delta can equal to 1. In more complicated option cases, delta shall be calculated by the Fund Management company, Depository bank after obtaining approval from the Fund's Board of Investors.

		Depository bank and approved by the Fund' Board of Representatives.
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3. At any time, total value of commitment of all derivative contracts, outstanding balance of loan, and liabilities of the Fund must not exceed the Net Asset Value of Fund.

II. DETERMINATION OF NET ASSET VALUE OF VPDF

a) Date of valuation:

Net asset value of the Fund is evaluated every month on the Valuation Date. The Valuation Date is the last working day of a month on which the Fund Management Company calculates the Fund's Net Asset Value per fund certificate. In case the Fund Management Company changes the Valuation Date, the Fund Management Company shall get the approval from the Board of Representatives before execution.

b) Valuation method:

- *Net asset value of the Fund (NAV)*

Net asset value of the Fund shall be calculated by ascertaining the value of the assets of the Fund and deducting from such amount the liabilities of the Fund, which shall include all fees and expenses payable on the Valuation Date.

$$\text{NAV} = \text{Total assets of the Fund} - \text{Total liabilities of the Fund}$$

Where:

- Total assets of the Fund are value of the Fund's investments, dividends, interest, distributed profit, interest from bank deposits, and cash unused to invest until the valuation date.
- Total liabilities of the Fund include its debts or obligations up to the Valuation Date.
- *Net Asset Value per a fund certificate:*

$$V = \frac{NAV}{N}$$

Where:

- V: Net Asset Value per the fund certificate
- N: number of the fund certificate

APPENDIX 5: METHOD OF DETERMINING FEES, PERFORMANCE-BASED REMUNERATION

I. Fund management service price

Management service price is equal to 0.5% per annum of VPDF's NAV on the valuation date and paid monthly by VPDF to PHFM for providing fund management services. Management service price is fixed throughout the term of the fund management service provided by PHFM to the Fund.

$$\text{Monthly Management service price} = 0.5\% \times \text{NAV on the Valuation Date} \times \frac{\text{actual dates}}{365}$$

II. Depository service price

Depository bank service price is the fee paid monthly to the Depository Bank for providing depository service. The Depository service price is equal to 0.045% per annum of VPDF's NAV and will not be lower than 5,000,000 VND/month. This depository service price excludes securities trading service price, service price for allocating successful transactions and is specified in the depository contract between the Fund (represented by the Fund Management Company) and the Depository Bank.

$$\text{Monthly Depository service price} = 0.045\% \times \text{NAV on the Valuation Date} \times \frac{\text{actual date}}{365}$$

III. Other expenses

Other expenses include:

- Brokerage service price;
- Tax, fee and expenses payable to state;
- Interest expense which is allowed by Fund's Charter and regulation;
- Auditing expense;
- Expenses for valuing securities and other investments of the Fund;
- Fees for Charter amendments for the benefit of Investors;
- Cost of organizing the annual General Meeting of Investors not requested or for benefits of the Fund Management Company and Depository Bank;
- The costs related to the printing, publication, and announcement activities relating to the Fund, issuance of prospectus when issue certificates of Fund;
- Salaries of the Board of Representatives;
- Other suitable and legal expense which are approved by the Board of Representatives;

The total of other fees shall not exceed 1% of the Net Asset Value.

IV. Performance-based Remuneration

(a) General provisions

To harmonize the interest between the Fund Management Company and Investors, and ensure the profit maximization for the Fund, the Fund Management Company shall be entitled to receive remuneration if the Fund's NAV exceeds the reference NAV.

The remuneration rate shall be determined by the annual General Meeting of Investors. The General Meeting of Investors shall base on the Fund's performance in the year as well as consider the Fund's orientation in the following years to make a decision on remuneration.

- In case the Fund's NAV exceeds the reference NAV, the General Meeting of Investors may decide not to distribute the remuneration, or only distribute part of remuneration to focus on long-term growth goals in the coming years.
- In the circumstance that the Fund stops the operation prior to the last date of Fiscal Year, the remuneration fee shall be calculated based on the ending NAV at the last date of Fund operation and number of operation dates in such Fiscal Year.

(b) Determination of Performance-based Remuneration

$$\text{Remuneration} = 10\% \times (\text{NAV}_{\text{end of year}} - \text{NAV}_{\text{reference}})$$

Where:

- $\text{NAV}_{\text{reference}} = \max (\text{Fund Charter capital}, \text{NAV}_{\text{beginning of year}}) \times (1 + 5\%)$
- $\text{NAV}_{\text{end of year}} = \text{Fund NAV at the last valuation date in the fiscal year} + \text{all profit distributed to the Investors during that fiscal year}$

In the circumstance that the Fund stops the operation prior to the last date of Fiscal Year, the remuneration fee shall be calculated based on the ending NAV at the last date of Fund operation and number of operation dates in that Fiscal Year.

Example:

Fund with Charter capital of 50 VND billion, start operating from 01 January 2016. Fiscal Year is from 01 January to 31 December every year.

Circumstance 1:

$\text{NAV}_{\text{beginning of year}} = 50 \text{ VND billion}$

$\text{NAV at the last valuation date in the fiscal year} = 50 \text{ VND billion}$

$\text{profit distributed to the Investors during the fiscal year} = 1 \text{ VND billion}$

$$\text{NAV}_{\text{end of year}} = 50 + 1 = 51 \text{ VND billion}$$

$$\text{NAV}_{\text{reference}} = \text{NAV}_{\text{beginning of year}} \times (1 + 5\%) = 50 \times (1 + 5\%) = 52.5 \text{ VND billion}$$

$$\text{NAV}_{\text{end of year}} < \text{NAV}_{\text{reference}}$$

Therefore, the Fund Management Company shall not receive remuneration.

Circumstance 2:

$$\text{NAV}_{\text{beginning of year}} = 49 \text{ VND billion}$$

$$\text{NAV at the last valuation date in the fiscal year} = 50 \text{ VND billion}$$

$$\text{profit distributed to the Investors during the fiscal year} = 1 \text{ VND billion}$$

$$\text{NAV}_{\text{end of year}} = 50 + 1 = 51 \text{ VND billion}$$

Since $\text{NAV}_{\text{beginning of year}}$ is less than the Charter capital, thus the $\text{NAV}_{\text{reference}}$ shall be computed based on the greater of Charter capital and $\text{NAV}_{\text{beginning of year}}$, which is the Charter capital.

$$\text{NAV}_{\text{reference}} = \text{Charter capital} \times (1 + 5\%) = 50 \times (1 + 5\%) = 52.5 \text{ VND billion}$$

$$\text{NAV}_{\text{end of year}} < \text{NAV}_{\text{reference}}$$

Therefore, the Fund Management Company shall not receive remuneration.

Circumstance 2:

$$\text{NAV}_{\text{beginning of year}} = 51 \text{ VND billion}$$

$$\text{NAV at the last valuation date in the fiscal year} = 53.5 \text{ VND billion}$$

$$\text{profit distributed to the Investors during the fiscal year} = 1.5 \text{ VND billion}$$

$$\text{NAV}_{\text{end of year}} = 53.5 + 1.5 = 55 \text{ VND billion}$$

$$\text{NAV}_{\text{reference}} = \text{NAV}_{\text{beginning of year}} \times (1 + 5\%) = 51 \times (1 + 5\%) = 53.55 \text{ VND billion}$$

$$\text{NAV}_{\text{end of year}} > \text{NAV}_{\text{reference}}$$

Thus, Fund Management shall receive the remuneration as follows:

$$\text{Remuneration} = 10\% \times (\text{NAV}_{\text{end of year}} - \text{NAV}_{\text{reference}})$$

$$= 10\% \times (55 - 53.55) = 0.145 \text{ VND billion}$$

(or 145 VND million)

The annual General Meeting of Investors shall determine the rate of remuneration that is equal or lower than the rate of 145 VND million, or no distribution of remuneration if the retained cash is necessary for future operation of the Fund.

GENERAL DIRECTOR
PHU HUNG FUND MANAGEMENT JOINT STOCK COMPANY

