

DRAGON CAPITAL



DCIP

DC INCOME PLUS BOND
FUND

DOCUMENTS AND VOTING CONTENTS

Annual General Meeting of Investors of Financial Year 2023

Dragon Capital VietFund Management Joint Stock Company

(DCVFM)



Translation Accuracy Disclaimer

This document is a translation of Resolution Of The Annual General Meeting Of Financial Year 2023. The translation is for informational purposes only, and is not a substitute for the official policy. The original version of the Resolution, found in website of the fund management company (www.dragoncapital.com.vn) is the only definitive and official version. If any questions arise related to the accuracy of the information contained in the translation, please refer to the Vietnamese version of the document. Any discrepancies or differences created in the translation are not binding and have no legal effect for compliance or enforcement purposes.

Meeting Agenda

A. Agenda

Time	:	9:00AM, Wednesday, April 10, 2024
Venue	:	Me Linh Room, Renaissance Hotel
In Ho Chi Minh City	:	8-15 Ton Duc Thang, District 1, Ho Chi Minh City, VN
Meeting format	:	Direct meeting
Attendance	:	Investor can attend directly/via authorized representative or send voting note to the meeting

B. Content

Part 1: Welcoming guests and meeting opening

- Welcoming guests.
- Announcement on attendance rate.
- Approval on meeting agenda.
- Approval on Board of Chairman, Board of Secretary, Board of Votes Checking.
- Opening speech.

Part 2: Market review & Fund's performance update

- Fund's performance update.
- Fund's performance in 2023.
- Fund's operation plan in 2024.

Part 3: Reporting & Voting

- Reporting on:
 - Supervisory report from Custodian bank in 2023.
 - BOR activities in 2023.
- Voting on:
 - Fund's performance in 2023.
 - Fund's Audited Financial Statements in 2023.
 - 2023 Dividend distribution plan.
 - Fund's operation plan in 2024.
 - Fund's Auditor selection in 2024.
 - Operation budget for BOR in 2024.
 - Election of Board of Representatives of the Fund for the duration of 2024 – 2029
 - Fund's Charter amendments.
 - Others (if any).
- The meeting minutes, meeting resolution.
- Meeting ending.

C. Documents

The documents of the AGM 2023 can be found in section Investor Relations – Fund Calendars on DCVFM's website at www.dragoncapital.com.vn

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A. REPORTS

I. Supervisory report from Custody bank in 2023

PUBLIC



standard
chartered

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Liberty – Happiness

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Hanoi, 20 March 2024

SUPERVISORY REPORT

DC INCOME PLUS BOND FUND (“DCIP”) YEAR 2023

- To: - The General Meeting of Investors of DC Income Plus Bond Fund
- The Board of Representatives
- Dragon Capital Vietnam Investment Fund Management Joint Stock Company (“DCVFM”)

Standard Chartered Bank (Vietnam) Ltd would like to report to the General meeting of Investors in terms of our provision of custody and supervisory services to the Fund as follows:

1. General information of the Fund:

- Fund name : DC Income Plus Bond Fund
Abbreviation name : DCIP
Fund license : The Establishment Registration Certificate of Public fund No. 36/GCN-UBCK issued by State Securities Commission dated 03rd April 2019 and the amended certificates (as amended from time to time),
Head office : 15th Floor, Me Linh Point Building, 02 Ngo Duc Ke Street, District 1, Ho Chi Minh city, Viet Nam

According to the audited report of the Fund, the movements in the Fund’s equity from 01st January 2023 to 31st December 2023 as follows:

	Unit	As at 31/12/2022	Movements during the period	As at 31/12/2023
Capital issued				
Number of fund units	Fund Unit	157,574,518.30	188,226,185.98	345,800,704.28
Subscribed capital at face value	VND	1,575,745,183,000	1,882,261,859,800	3,458,007,042,800
Share premium	VND	(13,052,086,479)	105,357,948,812	92,305,862,333
Total capital issued	VND	1,562,693,096,521	1,987,619,808,612	3,550,312,905,133
Capital redeemed				
Number of fund units	Fund Unit	(128,046,747.99)	(69,700,118.57)	(197,746,866.56)
Redeemed capital at face value	VND	(1,280,467,479,900)	(697,001,185,700)	(1,977,468,665,600)
Share premium	VND	(9,535,109,326)	(38,735,689,335)	(48,270,798,661)
Total capital redeemed	VND	(1,290,002,589,226)	(735,736,875,035)	(2,025,739,464,261)
Number of outstanding fund units	Fund Unit	29,527,770.31	118,526,067.41	148,053,837.72
Contributed capital	VND	295,277,703,100	1,185,260,674,100	1,480,538,377,200
Share premium of Investor	VND	(22,587,195,805)	66,622,259,477	44,035,063,672
Retained earnings	VND	21,112,064,757	34,083,512,543	55,195,577,300
NAV	VND	293,802,572,052		1,579,769,018,172
NAV per unit	VND/unit	9,950.04		10,670.23

Standard Chartered Bank (Vietnam) Limited
Floor 3-c, Unit CP1.L01 & CP2.L01, Capital Place, 29 Lieu Giai, Ngoc Khanh Ward, Ba Dinh District, Hanoi, Vietnam
sc.com/vn





Detail of financial information of the Fund, please refer to the audited reports of the Fund.

2. Report on Dragon Capital Vietnam Investment Fund Management Joint Stock Company (“DCVFM”) in operation of DC Income Plus Bond Fund (“DCIP”)

From 01st January 2023 to 31st December 2023, DCVFM had fulfilled all responsibilities in preparation of reports as required by regulations, as well as provided all supporting documents relating to the Fund’s transactions during the year to the Supervisory Bank.

As the Supervisory Bank of DCIP, we recognized the following events:

2.1 Board of Representatives (“BOR”) Meetings in accordance with the notice of DCVFM

According to Circular 98/2020/TT-BTC dated 16th November 2020 of the Ministry of Finance providing guidance on operation and management of securities investment funds and Article 33 Fund Charter regulate that BOR’s meeting must be held at least on quarterly basis to discuss and make decision on matters within their authorities, extraordinary meetings may be held (if necessary).

In 2023, DCVFM held 04 quarterly meetings of the BOR via written form, accordingly, BOR members approved the following items:

(i) *Contents approved in quarterly BOR meetings:*

- Approved Reports of the Fund's operation results on each quarter;
- Approved Reports of the Fund's operation plan on each quarter;
- Approved Reports of the Fund's risk management on each quarter.

(ii) *Other contents approved in each BOR meeting:*

BOR meeting	Content
Quarter IV/2022	<ul style="list-style-type: none"> - Approval on BOR's operating expenses in 2022 and budget in 2023 - Approval on the plan to organize the Annual General Meeting in fiscal year 2022 - Approval on the authorization proposal of Annual General Meeting for BOR
Quarter I/2023	<ul style="list-style-type: none"> - Approval on the amendment of Valuation Handbook - Approval on the appointment of PwC as the external auditor of the Fund for financial year 2023



2.2 Investment activities and asset transactions of the Fund

For the details of the Fund's investment activities and asset transactions, please refer to “The Supervisory Bank’s Report” as an integral part of DCIP’s Audited Financial Statements for the year of 2023.

3. Implementation of rights and obligations of Supervisory Bank

Appointed as the Supervisory Bank of the fund, the Bank has fulfilled our responsibilities in custody, asset management and registration monitoring for the assets of DCIP, details are as below:

- Separately manage and deposit the Fund’s assets from assets of other clients of the custodian bank/supervisory bank;
- Exactly, fully and promptly comply with lawful orders and directions of the Fund Management Company related to the Fund's transactions;
- Certify reports on the Fund assets made by the Fund Management Company, and ensure that the reported assets are accurate , adequate and correspond to those deposited at the bank;



- Supervise compliance check on fund transactions carried out by the Fund Management Company for ensuring the compliance with the Fund Charter and applicable laws and regulations with due care and diligence;

The Supervisory Report on the operations of the Fund is based on the information, document and data (hereby referred to as "information") provided by the Fund Management Company to the Supervisory Bank. This report does not include the issues and events which are not in the knowledge of the Supervisory Bank due to the unfaithful information or concealment/deceit of the Fund Management Company.

Sincerely./.

Supervisory Bank's Representatives



Nguyen Thuy Linh

Senior Manager, Supervisory Services Operations



II. Report on Board of Representatives' activities in 2023

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

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Ho Chi Minh City, ~~20~~ March 2024

To: - DC Income Plus Bond Fund (DCIP)
 - Dragon Capital VietFund Management JSC ("DCVFM")

1. Introduction of Board of Representatives

Chairman: Mrs. Nguyen Boi Hong Le	- Independent Member
Member: Mrs. Le Thi Thu Huong	- Independent Member
Member: Mrs. Pham Thi Thanh Thuy	- Member

2. Report on 2023 Activities

In accordance with their responsibilities and authority, the Board of Representatives participated in and conducted four written meetings in 2023 to address the following key issues:

- Report on Fund activities;
- Fund operational plan;
- Risk management report;
- Selection of PwC as the Fund's auditor for 2023;
- Amendment on Valuation handbook;
- Content and program for the Annual Investor Meeting for the fiscal year 2023;
- Report on Board of Representative's operating expenses for 2023 and proposed budget for 2024;
- Election of Board of Representatives for the duration of 2024 – 2029;
- Draft voting regulations for the Annual Investor Meeting for the fiscal year 2023;
- Other matters related to Fund operations.

On behalf of the Board of Representatives



NGUYEN BOI HONG LE
Chairman of the Board

B. VOTING CONTENTS

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VOTING CONTENTS

To: Valued Investors

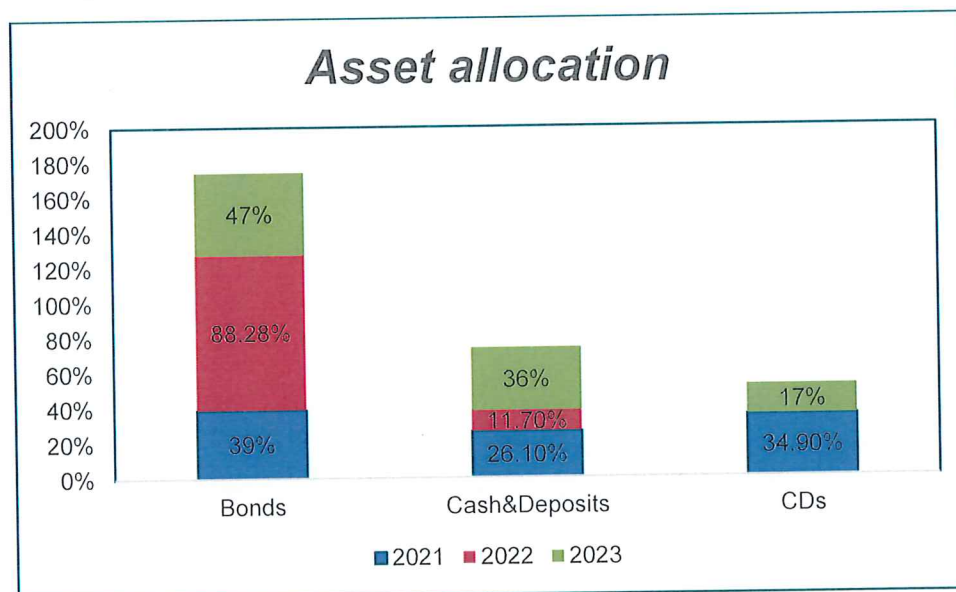
Dragon Capital VietFund Management Joint Stock Company (DCVFM) respectfully submit the voting contents to be approved at the Annual General Meeting for the fiscal year 2023 of the DC Income Plus Bond Fund (DCIP) as follows:

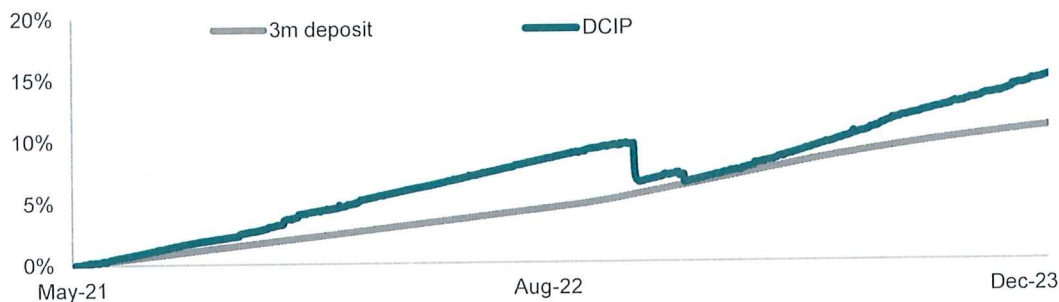
I. Fund's Performance in 2023

The fund started the year 2023 with total NAV at VND 293.8 billion in which bonds accounted of 86%, 22% was cash & short-term deposits. The crisis in 2022 had reduced the fund size significantly and the limited supply of new issuances which came from both issuers and investors, the fund had to re-structure the portfolio by allocating more for short-term deposits, as a result with 30% in cash&deposit and 70% in corporate bonds in the first 5 months in 2023. The fund had delivered a good return at around 60-70 bps per month thanks to re-structure portfolio and reduced in fund size.

The fund started to increase the size significantly since August after changing the portfolio mandate to be a liquid short term fund which liquidity as a priority. The fund manages to keep 40%-50% allocated in corporate bond and 60%-50% allocated in short-term deposit and CDs and maintains at least 1% premium over the 3-month deposit rate from 4 SOCBs. As a result , the fund had attracted more investors in the very low interest rate environment. The fund size had hit to VND1,579 billion as end of 2023 which increased 438% compared to last year.

As at 31-Dec-2023, the fund had allocated 47% in corporate bonds, 17% in Certificate of Deposits and 36% in cash & short-term deposit. The performance of whole year 2023 was 7.24%, higher than the 3-month index at 4.42%.





II. Fund's Audited Financial Statement 2023

Please see the content of Fund's Audited Financial Statement in 2023 on DCVFM's website at www.dragoncapital.com.vn.

III. 2023 Dividend Distribution

Up to clause 61 of the fund's charter, DCIP will not deliver dividend to avoid extra cost. All of the income will stay with the fund be reinvested.

IV. Fund's Operation Plan in 2024

The 2023 was the year with slow consumption due to higher interest rate and central banks are still following its tighten monetary policy. Vietnam's GDP reached 5.03%, lower than 2022 number of 8.02%. Though overcoming the liquidity crisis, real estate and corp bond markets are still struggling with financial restructures to extend its debt maturity. The government continuously lowered interest rate to support the economy. Hence, the 2024 is still a year of re-structure for bonds, so very limited for new issuances in the market.

Regarding investment strategy, with the target of maintaining good liquidity as a priority and keep low risk for the portfolio so that the fund can deliver a stable return as 1% over the 3 month deposit rate. The fund will seek for good corporate bonds and short-term deposits Beside that the fund may consider investing in government bonds when there is a good time.

Different to the government bond market, which is not in good condition in terms of credit and liquidity in this year. Only in the year 2022, the total corporate bond matures is VND 289.8 trillion in which VND118.59 trillion is real estate bond that may cause many defaults in this year. The yield of corporate bonds is still at high level with the average spreads at 5%-6% compared to deposit rates of the same tenors. The number of new investors joining the market and new issuances becomes very slow. With the liquidity is comparatively low, no credit rating agency exists yet and higher credit risk, the fund has a plan to select high quality issuers and in the meantime allocate to very liquid assets and low risk profiles. Being run by a professional team, the fund is expected to have good and safe investment in corporate bonds.

Regarding corporate bonds, roughly VND285tn (\$11.7bn) matured during 2023, of which VND111tn (\$4.6bn) were successfully extended. The early redemption was very interesting with a total of VND262tn (\$10.8bn). It suggests that the actual redeemed amount during the year exceeded the maturity figure. Compared to the tough period of 1Q23, the number of bond defaults decreased significantly. The change in regulations, low interest rate environment, and especially investor sentiment helped to calm the corporate bond market and restructure, mainly via extending maturity by 1-2 years. Since the end of 1Q23, the market gradually recovered along with higher demand for new investments, which was thanks to the stable macroeconomic environment.in parralel with the enforcement of Decree 08/2023 in relation to bond restructuring that tackle relevant market difficulties. In addition, with the implementation of private corporate bonds trading system in the second half of 2023, the corporate bond market is expected to have enhanced transparency and centralized information, thereby gaining

momentum for sustainable development in 2024 and in the long run. In 2024 an estimated VND277bn (\$11.4bn) is due to mature. In current market conditions, there is a high chance that the issuers will be able to honour redemptions with total issuance prudently increasing.

V. Fund's Auditor selection in 2024

DCVFM proposes that investors authorize the Board of Representative to select one of the two leading audit firms, KPMG or PwC, to conduct the audit for the Fund in 2024.

The selection of the audit firm for the Fund in 2024 will be based on:

- Reasonable fee proposal;
- Continuity of the audit process;
- High level of professionalism;
- Ability to meet the Fund's requirements.

VI. Proposal budget for Board of Representatives' activities in 2024

a. Report on the operational expenses of the Board of Representatives in 2023:

Expenses	Actual in 2023	Budget in 2023	% change
Remuneration	78,000,000	78,000,000	0%

The 2023 remuneration for the Board of Representatives mentioned above is calculated based on the structure of the Board including 1 Chairman, 2 members, and 1 secretary as follows:

- Chairman: 4 million dong/ month
- Member: 2 million dong/ month
- Secretary: 1 million dong/ month

Members or Secretary of the Board who are employees of DCVFM will not receive remuneration.

b. Remuneration Budget for the Representative Board in 2024:

Expense	Budget in 2024	Actual in 2023
Remuneration	78,000,000	78,000,000

- The remuneration budget for the Board in 2024, as stated above, is calculated based on the structure of the Board consisting of 1 Chairman, 2 members, and 1 secretary, with the remuneration rate unchanged from 2023. Members or Secretary of the Board who are employees of DCVFM will not receive remuneration.
- In the event that the Board increases the number of members, the expenses for new members will be calculated based on a similar cost structure.

c. The operational budget of the Board of Representatives in 2024:

In 2024, the Board of Representatives will primarily conduct meetings online or at the fund management company's office, resulting in minimal operational expenses for the Board of Representatives. Therefore, the fund management company does not propose a detailed budget for the operational expenses of the Board of Representatives and suggests recording this expense based on actual costs incurred. Any actual operational expenses of the Board of Representatives (if any) will be recorded in the Fund's Net Asset Value report. The fund management company will report to the Board of Representatives at the annual fourth-quarter meeting and the nearest Annual General Meeting.

VII. Election of Board of Representatives for duration of 2024 – 2029

List of members of Board of Representatives for duration of 2024 – 2029 as follows:

No.	Name	Position
1	Nguyen Boi Hong Le	Chairman
2	Vuong Thi Hoang Yen	Member
3	Tran Ngoc Han	Member

Information of each member as follow:

1. Name: Nguyen Boi Hong Le

Position: Chairman, Independent Member of the Board

DOB: 1965

Qualification: Bachelor of Finance, Petrochemical Engineer, Master of Business Administration

Current positions at organization contributing capital to the fund: N/A

Current positions at other organizations: Chairman of Board of Representatives of DCVFMVN DIAMOND ETF Fund, DCVFMVNMIDCAP ETF Fund, DCVFMVN30 ETF Fund, DC Bond Fund (DCBF)

Working history (details of occupations, positions, work results at each position/reward, discipline if any):

Duration	Company	Position
1988 - 1990	Vietnam Academy of Science; Institute of Industrial Chemistry	Research Officer
1990 - 1992	Vidamo Lubricant Company – Vietnam Oil and Gas Corporation	Deputy Head of Marketing Department
1993 - 2005	PETECHIM Petroleum Import- Export Company (renamed to Petec Investment and Technical Trading Company)	Petroleum Products Sales Department, Market Development Department for Russia and Eastern Europe
2005 - 2010	Petro Vietnam Finance Joint Stock Corporation (PVFC)	Deputy Head of Department of Management and Sales of Investment Products
2010 - 2012	Petroleum Securities Joint Stock Company	Head of Securities Trading Department
2012 - 2020	Vietnam Petroleum Institute	Expert in Economics and Management of Oil and Gas
2020 – current		Retirement

2. Name: VUONG THI HOANG YEN

Position: Independent Member of the Board

DOB: 1982

Qualification: Accounting – Auditing

Current positions at organization contributing capital to the fund: N/A

Current positions at other organizations: Director of Goldend Standards Auditing Company Limited, Member of Board of Representatives of of DCVFMVN DIAMOND ETF Fund, DCVFMVNMIDCAP ETF Fund

Working history (details of occupations, positions, work results at each position/reward, discipline if any):

Duration	Company	Position
8/2004 - 11/2007	Minh Thang Textile - Trading - Service Company Ltd	Chief Accountant
12/2007 - 04/2012	AS Auditing Limited Company	Department Head Auditor
09/2012 - 05/2013	FA Auditing Partnership Company	Auditing Director Auditor
6/2013 - 09/2016	Dai Tin Auditing Limited Company	Auditing Director Auditor
10/2016 - 12/2019	Dai Tin Auditing Limited Company – Branch Office	Auditing Director Auditor
01/2020 - current	Golden Standards Auditing Company Limited	Director

3. Name: TRAN NGOC HAN

Position: Member of the Board

DOB: 1980

Qualification: Law University

Current positions at organization contributing capital to the fund: N/A

Current positions at other organizations: Lawyer at DCVFM, Member of Board of Representatives of DCVFMVN DIAMOND ETF Fund

Working history (details of occupations, positions, work results at each position/reward, discipline if any):

Duration	Company	Position
2003 – 2006	Ca Mau province's trade promotion, tourism and investment promotion center	Executive
2006 – 08/2007	Cadovimex Seafood Import and Export Joint Stock Company	Executive
08/2007 – 04/2015	Vietnam Securities Investment Fund Management Joint Stock Company	Executive
05/2015 – 31/03/2021	Vietnam Securities Investment Fund Management Joint Stock Company	Associate, Legal Counsel
01/04/2021 – nay	Dragon Capital Vietfund Management Company	Associate, Legal Counsel

VIII. Fund's charter amendments

**PROPOSED CHARTER AMENDMENT
THE ANNUAL FINANCIAL GENERAL MEETING YEAR 2023
DC INCOME PLUS BOND FUND (DCIP)**

1. Amendment to Section – Definitions: *Adjust in accordance with legal regulations*

“2. CONCEPTS & DEFINITIONS

<p>"Supervisory Bank"</p>	<p>(hereinafter referred to as the Custodian Bank) means Standard Chartered Bank (Vietnam) is established under <u>Licence of Establishment and Operation no. 56/GP-NHNN issued by State bank of Vietnam on November 27th 2023, replaced for License no. 236/GP-NHNN issued by State bank of Vietnam on September 8th 2008 along with the related papers in adjusting or supplementing License (and any adjusted, supplemented or replaced versions at the certain point of time)</u> is a 100% foreign commercial bank which Vietnamese laws license No. 236/GP-NHNN, issued by the State Bank of Vietnam, dated 08 September 2008, Decision No. 1477/QD-NHNN issued by the State Bank of Vietnam, dated 25 August 2022, supplementing activities in the license of Standard Chartered Bank (Vietnam) LTD and the registration certificate No. 08/ GCN- UBCK for securities depository activities by the State Securities Commission, dated 07 May 2015 <u>(and any adjusted, supplemented or replaced versions at the certain point of time)</u>, undertaking following services for investment funds established in Vietnam: preservation and depository of securities, fund administration, fund accounting, Supervisory Bank and other services related to depository activities. Rights and responsibilities of The Custodian bank are defined in Chapter VII of this Charter.</p>
<p>"Transfer agency service"</p>	<p>means the services <u>self-executed or</u> authorized by the fund management company to the relevant service provider, including the following activities:</p> <ul style="list-style-type: none"> - Making and managing the Main Book; open and monitor the management of the system of fund certificate trading accounts, the signing accounts of distribution agents and the investor's fund certificate transactions; Certification of ownership of open-fund certificates; - Recording of investors' buy, sell orders, conversion orders; transfer of ownership of fund certificates; update the Main Book; - Assisting investors in exercise of rights related to the ownership of fund certificates of investors; - Maintain channels of communication with investors, distribution agents, state management agencies and other competent organizations; - Provide trading account statements, transaction confirmations and other documents to investors.

	Perform other activities in accordance with the law, the Fund Charter and the contract signed with the fund management company;
"Other definitions"	Other definitions (if any) shall be construed as set forth in the law on securities and other relevant <u>legal</u> documents.

2. Amendment and Supplement to Article 8. Supervisory bank: *Updating the information of supervisory bank*

"ARTICLE 8. Supervisory bank

Standard Chartered Bank (Vietnam) Ltd, is established under the license no.56/GP-NHNN issued by State bank of Vietnam on November 27th 2023, replaced for License no. 236/GP-NHNN issued by State bank of Vietnam on September 8th 2008 along with the related papers in adjusting or supplementing License (and any adjusted, supplemented or replaced versions at the certain point of time) No. 236/GP-NHNN issued by the State Bank of Vietnam dated 08/09/2008, Decision No. 1477/QD-NHNN issued by the State Bank of Vietnam, dated 25 August 2022, supplementing activities in the license of Standard Chartered Bank (Vietnam) Ltd and the registration certificate No. 08/ GCN-UBCK for securities depository activities by the State Securities Commission, dated 07 May 2015 (and any adjusted, supplemented or replaced versions at the certain point of time), undertaking following services for investment funds established in Vietnam: preservation and depository of securities, the economy contracts, the documents relating to the Fund's assets, and to supervise the activities of the Fund."

3. Amendment, supplement to Clause 4 Article 11. Investment restrictions: *adjust in accordance with legal regulations*

"ARTICLE 11. Investment restrictions

...

4. The fund management company is obliged to report, disclose information and adjust the fund's investment structure as follows:

...

- Within a limit of time as regulated 05 working days from the date of completion of the adjustment of the investment portfolio, the fund management company must disclose information as prescribed, and at the same time notify the State Securities Commission of the deviation of portfolio structure, causes, time of arising or discovery of the incident, level of damage and compensation for the fund (if any) or profits created for the fund (if any), measures remediation, execution time, correcting results."

4. Amendment, supplement Clause 4 Article 18. Partial redemption, suspension of trading of open-ended fund transactions. *adjust in accordance with legal regulations*

"ARTICLE 18. Partial redemption, suspension of trading of open-ended fund transactions

4. DCVFM Fund Management Company may be trading when one of the following events occurs:

- Force majeure condition;
- The fund management company is unable to determine the net asset value of the open-end fund on the date of the re-valuation of open-end fund certificates due to the securities in the fund's portfolio being suspended from trading in accordance with the provisions of the Stock Exchange.
- The fund management company may suspend in trading fund certificates in the purpose of copying trading database of investors during the system transferring process and operation. The suspension shall not exceed three (03) working days and the fund

management company has to announce publicly on the websites of the fund/the fund management company in ten (10) days preceeding the suspension.

Other cases as prescribed in the fund's charter or the State Securities Commission deems necessary...".

5. Amendment, supplement to Clause 10 Article 29. Rights and obligations of members of the Board of Representatives. *adjust in accordance with legal regulations*

"ARTICLE 29. Rights and obligations of members of the Board of Representatives

10. To request the fund management company, custodian bank promptly provide all documents, information on **asset fund** management activities and supervisory activities;"

6. Amendment, supplement to Point b.(vii) Clause 1 Article 35. Rights and obligations of the Fund Management Company. *Update the information of Vietnam securities Depository and Clearing corporation*

"ARTICLE 35. Rights and obligations of members of the Fund Management Company

1. The fund management company has the following obligations:

b. When managing fund's assets, the fund management company must:

vii. Establish a mechanism of examination, regular crosscheck of three parties to ensure the consistency of data of fund's assets on the system of accounts of funds managed in the company, the depository system of assets of funds in custodian bank with the issuers, the **Vietnam Securities Depository and Clearing Corporation Securities Depository Center**, the organization managing the registrars of shareholders, project owners, organizations receiving investment capital, banks of deposit. The fund management company shall establish a mechanism for custodian 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 fund's assets."

7. Amendment, supplement to Clause 1 Article 38. Standards for selection of monitoring banks. *Adjust in accordance with legal regulations*

"ARTICLE 38. Standards for selection of monitoring banks

1. The Custodian bank selected by the fund management company shall satisfy all requirements as provided in ~~Clause 1~~ Article 116 of the Securities Law."

8. Amendment, supplement to Clause 2 Article 55. Determination of the Fund's net asset value. *Adjust in accordance with legal regulations*

"ARTICLE 55. Determination of the Fund's net asset value

2, The net asset value of the fund and the net asset value of a fund unit must be certified by the supervisory bank. The value certification must be made in writing, or the access via the electronic information system of the supervisory bank is approved by the fund management company. Within 24 hours after detecting that the net asset value is mispriced, the custodian bank must notify and request the fund management company to make a timely adjustment or vice versa in the case of the supply custodian bank. Service level determining net asset value. Within **the limit of time as regulated 05 working days** from the date of detecting that the net asset value is mispriced, the fund management company or the custodian bank (in the case the custodian bank provides asset valuation services net assets) must correct and disclose information in accordance with regulations, and notify the State Securities Commission of the wrong valuation, including the cause of the incident, time of incorrect

valuation, legal handling. The content of the notice must be signed for certification by the fund management company and the Custodian bank.”

9. Amendment, supplement to Clause 2 Article 56. Method of determining the net asset value of the Fund. Adjust in accordance with legal regulations

“ARTICLE 56. Method of determining the net asset value of the Fund

2. Method of determining net asset value

No.	Asset type	Principles of valuation of trading in the market
Money and cash equivalents, currency market instruments		
Bonds		
5.	Listed bond / <u>Private Placement Corporate Bond (PPC Bond)</u>	<p>The average quoted price (clean price) for outright transactions on the trading system or other name, subject to the internal regulations of the Stock Exchange on the day of the most recent transaction before the valuation date plus accumulated interest. (if the listed price does not include accumulated interest). The following cases:</p> <ul style="list-style-type: none"> - There are no trading on the trading system at the Stock Exchange for more than 15 days up to the valuation date; or - <u>Weighted average quoted price as mentioned above</u> Only transactions on the trading system at the Stock Exchange at prices have unusual fluctuations according to the details mentioned in the Valuation Handbook, the bond price shall comply with the details mentioned in the Valuation Handbook approved by the Board of Representative.
6	Unlisted bond	<p>- The average value (clean price) of successful transactions at the last day before the valuation date is based on quotes of at least three (03) non-relevant quote organizations and approved by the Board of Representative plus accumulated interest (*).</p> <p>In case there is one (01) quote organization cannot identify the price, the bond price is the average value (clean price) of successful transactions at the last day before the valuation date is based on quotes of two (02) quote organizations plus accumulated interest (*).</p> <p>Case:</p> <ul style="list-style-type: none"> - insufficient quotes of at least three (03) quote organizations; or - have sufficient quotes but there are between two (02) and three (03) quote organizations that fail to determine the price; or

		- the above-mentioned average <u>clean</u> price (*) has unusual fluctuations according to the details mentioned in the Valuation Handbook, the bond price shall comply with the details mentioned in the Valuation Handbook approved by the Board of Representative.
...		
Derivative securities		
15	Listed derivative securities	<u>The closing price, or otherwise called according to Stock Exchange's internal regulations, of the latest trading day before the valuation date. In the absence of closing price of Stock Exchange as prescribed in this Article, the price is determined based on the daily settlement price/final settlement price (in case of maturity) provided by VSDC to clearing derivative members and published on VSDC website at the latest trading date preceding the valuation date.</u> -The payment price at the end of the day as prescribed or other name is listed on the trading system at the Stock Exchange at the most recent trading day before the valuation date. On the maturity date, the payment price at the end of the day is the final payment price announced by Transfer agent. -In case there is no late-day payment price or no listed price on the trading system at the stock exchange on the most recent trading day before the valuation date, the price will be determined according to the Method approved by the Board of Representative

10. Amendment, supplement to Clause 1 Article 57. Procedures of valuating the fund's assets. Adjust in accordance with legal regulations.

"ARTICLE 57. Procedures of valuating the fund's assets

1. Before the date of valuation:

All transactions up to prior date of valuation will be recorded following the fund accounting rules at the date of occurrence:

...

- Reconcile balances at the supervisory and custodian bank."

11. Amendment, supplement to Clause 2 Article 63. Types of service prices and fees paid by the Fund. Update the information of Vietnam Securities Depository and Clearing corporation

"ARTICLE 63. Types of service prices and fees paid by the Fund

2. Custody and supervisory service prices

...

- The above service price does not include non-ordinary non-expenses such as payment costs to the Vietnam Securities custoditory and clearing Corporation ~~Custody Center~~, legal costs, postage

stamp costs, transaction modification/cancellation fees, share registration fees from unlisted to listed or from convertible bonds to shares, etc...”

12. Amendment, supplement to Article 64. The fund’s expenses. *Adjust in accordance with legal regulations.*

“ARTICLE 64. The fund’s expenses

19. Other reasonable expenses in accordance with the laws.

The Fund Management Company, on behalf of the Fund, will sign reasonable and valid services contracts ensuring the compliance with the laws for the Fund and Fund Charter.”

13. Amendment, supplement to Clause 1 Article 71. Registration of the Charter *Update Charter*

“ARTICLE 71. Registration of the Charter

1. ...

The DCIP Charter is supplemented and amended for the 7th time including 16 Chapters, 72 Articles and 03 Annexes according to the Resolution of the Annual General Investor Meeting of financial year 2023 of DCIP convened thetime dated .../.../2024, effective from .../.../2024.”

14. Add the company management fund's signature to the Fund Charter: *Adjust in accordance with legal regulations*

<u>Representative of the Fund Management Company</u>	On behalf of The General Meeting of Investors (signed) The Board of Representatives
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15. Amendment, supplement to Appendix 2: Commitments of the supervisory bank. *Updating the information of the Supervisory Bank*

“APPENDIX 2: Commitments of the supervisory bank

STANDARD CHARTERED BANK (VIETNAM)

Operation license No:**56/GP-NHNN issued by State bank of Vietnam on November 27th 2023, replaced for License no. 236/GP-NHNN issued by State bank of Vietnam on September 8th 2008 along with the related papers in adjusting or supplementing License (and any adjusted, supplemented or replaced versions at the certain point of time) 236/GP-NHNN issued by the State Bank of Vietnam, dated 08/09/2008 and Decision No. 1477/QD-NHNN issued by the State Bank of Vietnam, dated 25 August 2022, supplementing activities in the license of Standard Chartered Bank (Vietnam) Ltd.**

Certificate of registration for securities depository operation no. 08/ GCN-UBCK issued on dated 07 May 2015 by SSC **(and any adjusted, supplemented or replaced versions at the certain point of time).**”

16. Supplement to Appendix 3: Common commitments by fund management company and supervisory bank. *Updating the information of the Supervisory Bank*

“APPENDIX 3: Common commitments by fund management company and supervisory bank

...

STANDARD CHARTERED BANK (VIETNAM)

Operation license No:**56/GP-NHNN issued by State bank of Vietnam on November 27th 2023, replaced for License no. 236/GP-NHNN issued by State bank of Vietnam on September 8th 2008**

along with the related papers in adjusting or supplementing License (and any adjusted, supplemented or replaced versions at the certain point of time) 236/GP-NHNN issued by the State Bank of Vietnam, dated 08/09/2008 and Decision No. 1477/QĐ-NHNN issued by the State Bank of Vietnam, dated 25 August 2022, supplementing activities in the license of Standard Chartered Bank (Vietnam) Ltd.

Certificate of registration for securities depository operation no. 08/ GCN-UBCK issued on dated 07 May 2015 by SSC (and any adjusted, supplemented or replaced versions at the certain point of time).”

.....&.....

Sincerely./.

On behalf of
Dragon Capital Vietnam Investment Fund Management Joint Stock Company
(DCVFM)



VIỆM HOANG ANH
Hanoi Branch Director cum Acting Director
Investment Service Department

C. DRAFT OF VOTING AND ELECTION REGULATIONS

DRAFT

DC INCOME PLUS BOND FUND (DCIP)

ANNUAL GENERAL MEETING OF INVESTORS- FINANCIAL YEAR 2023

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VOTING AND ELECTIONS OF THE FUND'S BOARD OF REPRESENTATIVE REGULATIONS AT THE ANNUAL GENERAL MEETING OF INVESTORS

1. Purpose

To accurately conclude the issues raised, discussed and voted, election at the General Meeting.

2. Voting principle

- Exactly, comply with the Law and The Fund Charter.
- The number of votes and elections is calculated according to the number of units owned by the fund or its representative.
- Voting and elections results are calculated based on the total number of votes and elections of all investors attending the meeting.

3. Process

3.1. General rules

- Investors/persons authorized to attend the General Meeting in the following forms: direct attendance; authorize others to attend; send voting and election ballots to the General Meeting.
- Investors/persons authorized to attend the General Meeting with voting rights will be issued Voting Cards before attending the General Meeting. Voting cards are only distributed once for each Investor code and can not be canceled for any reason during the time of the General Meeting.
- Investors send votes and elections to the General Meeting by mail, fax, email.
- On the Voting and Elections Card there is the following information:
 - o The Annual General Meeting of Investors- Financial Year 2023
 - o Code and/or investor name/voting and elections number...
 - o Voting method:
 - Agree.
 - Disagree.
 - No opinion

3.2. Classification of votes and elections

- Valid voting and elections cards:
 - o For investors directly attending at the General Meeting/Authorized investors: apply the form not erase, scrape or edit that issued by the Fund Management Company (with stamp). When an issue is raised for voting and elections, each investor code/investor can only use one Voting and Elections Card. Choose one of the three voting methods mentioned above.
 - o For investors send votes and elections to the General Meeting: Investors shall send their votes and elections according to the prescribed form to the General Meeting by post, fax and emails to Dragon Capital VietFund Management Joint Stock Company (DCVFM) before 5:00 p.m. the opening day of the meeting. Choose one of the three voting methods mentioned above.

- Invalid vote and elections: Failure to comply with the provisions of the valid vote.

3.3. Summary of results

- The Voting Committee is responsible for summary, making minutes of vote counting, and notify the voting and elections results for each issue.
- When summary the results, invalid votes and elections are counted as not voting.
- The vote and elections minutes must have information as follow:
 - o Ratio of "Agree" votes per total votes and elections of investors directly attending at the General Meeting and/or sending votes and elections to DCVFM according to regulations and/or authorized representative present at the General Meeting.
 - o Ratio of "disagree" votes and elections per total votes of investors directly attending at the General Meeting and/or sending votes and elections to DCVFM according to regulations and/or authorized representative present at the General Meeting.
 - o Ratio of "no opinion" votes per total votes and elections of investors directly attending at the General Meeting and/or sending votes and elections to DCVFM according to regulations and/or authorized representative present at the General Meeting.

4. Voting results

- Voting results in percent are rounded to 02 (two) decimal places.
- Issues for voting at the General Meeting are approved when approved by over fifty percent (50%) of total votes of investors directly attending at the General Meeting and/or sending votes to DCVFM according to regulations and/or authorized representative present at the General Meeting.
- Except the case: Fundamental changes in the investment policy, investment objectives of the fund; Increase service rates paid to fund management company and custodian bank; change the fund management company, custodian bank; Division, separation, merger, consolidation of funds; fund dissolution; change to the operation term of the fund shall be approved when approved by over sixty-five percent (65%) of total votes of investors directly attending at the General Meeting and/or sending votes to DCVFM according to regulations and/or authorized representative present at the General Meeting.
- Voting results announced before the closing of the General Meeting.

5. REGULATIONS FOR THE ELECTION OF THE FUND'S BOARD OF REPRESENTATIVE

5.1. Standard for electing Investors to the Fund's Board of Representative

In accordance with the Charter on organization and operation of the Fund.

5.2. Nomination and self – nomination to the Fund's Board of Representative

- a) Information related to candidates for the election of the Fund's Board of Representative must be published on the fund management company's website at least 10 days before the date of convening General Meeting of Investors for electing members of the Fund's Board of Representative. Minimum information must include: full name, date of birth; qualification; management level; experience in asset management activities, investment analysis or experience in securities, banking, insurance sector; working experience and achieved results; companies and funds where the candidates are holding the position of member of the Board of Management/Fund's Board of Representative; benefits related to the fund management company and custodian bank (if any); other information if relevant;
- b) In case the number of candidates for the election of the Fund's Board of Representative through nomination and self - nomination is insufficient, the current Fund's Board of Representative can nominate additional candidates or organize the nomination as stipulated in the Fund's Charter. The nomination mechanism or method for the current Fund Representative Board to nominate candidates for the election of the Fund's Board of Representative shall be clearly announced and approved by the General Meeting of Investors before the carrying out of nomination;
- c) Procedure for nominating/self – nominating to the Fund's Board of Representative:

- In case the candidates are determined, the Board of Representative must publish the information of such candidates on the fund management company's website at least 10 days before the date of General Meeting of Investors convention so that the investors may research the candidates before voting;
- In case the number of candidates for the election of the Fund's Board of Representative through nomination and self - nomination is insufficient, the current Fund's Board of Representative can nominate additional candidates or organize the nomination as stipulated in the Fund's Charter.
- An investor or group of investors owning 10% or more of the total fund certificates has the right to nominate candidates to the Fund's Board of Representative election. The nomination of candidates to the Fund's Board of Representative is conducted as follows:
 - o Investors forming a group to nominate candidates to the Fund's Representative Board election must notify the group forming to participating investors before the opening of the General Meeting of Investors;
 - o Subject to the number of the members of the Fund's Board of Representative, an investor or a group of investors specified in this item has the right to nominate one or several candidates to the Fund's Representative Board election as decided by the General Meeting of Investors. In case the number of candidates nominated by the investor or group of investors is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Investors, the remaining candidates shall be nominated by the Fund's Board of Representative or other investors.

5.3. Standard for candidates to be elected as the Funds' Board of Representative

- Achieving highest number of votes and being approved by at least 50% of the total votes of all participating investors or the total votes of all investors having voting right (in case of circulation voting). Voting result is calculated in percentage and rounded to 2 decimal numbers.
- If the number of qualified candidates is higher than the number of vacancies in the Fund's Board of Representative, candidates with a higher number of votes will be elected.

5.4. Election method

- The election of members of the Fund's Board of Representative shall be conducted by cumulative voting, which means an investor will have a number of votes that is proportional to the number of owned fund certificates multiplied by (x) the number of members of the Fund's Board of Representative to be elected. The investor may use all or part of their votes for one or some candidates. Elected candidates shall be chosen according to the votes they receive in descending order until the number of members of the Fund's Board of Representative reaches the number specified in the Fund's charter. In case 02 or more candidates receive the same number of votes for the last member of the Fund's Board of Representative, these candidates will undergo an additional election or be chosen according to the criteria specified in the election regulations or the Fund's charter.
- President, Vice President Election: The election shall be carried out by vote rising or written vote sending. The "Agree" votes are considered as votes approving the candidates, while "Disagree" votes or "No opinion" votes are considered as votes opposing to the candidates.

6. Effect: The Voting and Elections Regulations takes effect after the approval of the General Meeting.

Hochiminh,, 2024

On behalf of the Board of Representatives

(signed)

**NGUYEN BOI HONG LE
CHAIRWOMAN**

D. DRAFT RESOLUTION

DC INCOME PLUS BOND FUND
(DCIP)

No.: 02.23 /DCIP-2024/NQDH

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

-----oOo-----
Ho Chi Minh City, 2024

DRAFT

RESOLUTION

THE ANNUAL GENERAL MEETING OF INVESTORS- FINANCIAL YEAR 2023

- Pursuant to Law No. 54/2019/QH14 on Securities Law dated 26 November 2019 by the National Assembly.;
- Pursuant to Decree No 155/2020/NĐ-CP dated 31 December 2020 by the Government, guiding the implementation of a number of articles of the Securities Law.
- Pursuant to Circular 99/2020/TT-BTC dated 16 November 2020 by the Ministry of Finance guiding the establishment, organization and operation of the fund management company;
- Pursuant to Circular 98/2020/TT-BTC dated 16 December 2020 by the Ministry of Finance guiding the establishment and management of the securities Fund;
- Pursuant to current Charter of DC Income Plus Bond Fund;
- Pursuant to the result of the Annual General Meeting of Investors- Financial Year 2023 dated 30/03/2024.

RESOLUTES

The Annual General Meeting of Investors unanimously passed the Resolution as follows:

Article 1: Reports on operation result of the Fund in 2023.

Article 2: Audited Annual financial statement of the Fund in 2023.

Article 3: Profit distribution plan of the Fund in 2023.

Article 4: Operational plan of the Fund in 2024.

Article 5: Auditor selection for the Fund in 2024.

Article 6: Total operating budget for BOR in 2024.

Article 7: Amendment, supplement to the Fund Charter.

Article 8: Election Board of Representative for the term 2024 – 2029.

Article 9: Effectiveness of the Resolution.

The resolution is effective from its signing date.

On behalf of The General Meeting
(signed)

NGUYEN BOI HONG LE
Chairwoman of the BOR

On behalf of Fund Management Company
(signed & sealed)

LE HOANG ANH
Hanoi Branch Director cum Acting Director
Investment Service Department

