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**VFMVN30 ETF FUND
(E1VFN30)**

No.: 02.18/NQ-ETF-2018

**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

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Ho Chi Minh City, 13 April 2018

RESOLUTION

VOTING ISSUES OF THE ANNUAL MEETING OF FINANCIAL YEAR 2017 VFMVN30 ETF FUND (E1VFN30)

- Pursuant to Law on Securities dated 29 July 2006 by the National Assembly and Law No. 62/2010/QH12 dated 24 November 2010 by the National Assembly amending, supplementing a number of articles of Law on securities;
- Pursuant to Circular 212/2012/TT-BTC dated 05 December 2012 by the Ministry of Finance guiding the establishment, organization and operation of the fund management company;
- Pursuant to Circular 183/2011/TT-BTC dated 16 December 2011 by the Ministry of Finance guiding the establishment and management of the open-ended Fund;
- Pursuant to Circular 15/2016/TT-BTC dated 20 January 2016 by the Ministry of Finance Amending and Supplement a number of Circular 183/2011/TT-BTC dated 16 December 2011 by the Ministry of Finance guiding the establishment and management of the open-ended Fund;
- Pursuant to current Charter of VFMN30 ETF Fund approved by the General Meeting of Investor
- Pursuant to the result of Voting Issues Of The Annual Meeting Of Financial Year 2017 dated 13/04/2018

RESOLUTES

The Voting Issues Of The Annual Meeting Of Financial Year 2017 ("The Voting") unanimously passed the Resolution as follows:

Article 1: Reports on operation result of the Fund in 2017.

The Voting unanimously agreed Reports on operation result of the Fund in 2017 as follow:
For the year ended December 31, 2017, the VFMVN30 ETF's net asset value per share was VND16,105.1, returned 58.3% compare with 59.0% return of VN30 Total Return Index (VN30-TRI).

The Tracking Difference between VFMVN30 ETF and VN30-TRI was 0.7%. The Tracking Error was 0.24%.

VFMVN30 ETF portfolio was rebalanced in January and July 2017, with total purchase value and sales value accounted for 31% of total portfolio value on average.

In 2017, total net creation value was about VND1.800 billion, increasing the total fund value to VND2.749 billion. The number of share increased four times in 2017.

The asset under management increased six times in this year, mainly attributed to new creations of foreign investors and the growth of market price.

Article 2: Audited Annual financial statement of the Fund in 2017.

The Voting unanimously agreed Audited Annual financial statement of the Fund in 2017.

Article 3: Profit distribution plan of the Fund in 2017.

The Voting unanimously agreed Profit distribution plan of the Fund in 2017 as follow:

The objective of VFMVN30 ETF is to replicate the performance of VN30 Total Return Index as closest as possible after subtracting Fund’s expenses. Therefore, the Fund has no dividend in 2017 to avoid increasing the tracking error.

Article 4: Operational plan of the Fund in 2018

The Voting unanimously agreed Operational plan of the Fund in 2018 as follow:

To achieve the objective of the VFMVN30 ETF Fund is to replicate the performance of the Benchmark Index as closest as possible; VFMVN30 ETF will focus on the main points as follow:

- Monitor and update the volume and corporate action events of constituents in Benchmark Index to adjust the proportion of the portfolio closely the proportion of the Benchmark Index.
- Analyze the factors affecting the tracking error between the Fund and the Benchmark Index (if any) to have portfolio management solutions effectively.
- Research rebalancing strategies to adjust the proportion of the portfolio when Benchmark Index changes its constituents.

Article 5: Auditor selection for the Fund in 2018

The Voting unanimously authorized the Board of Representatives (“BOR”) to select the auditing company for auditing financial statements of the Fund in 2018.

Article 6: Total operating budget for BOR in 2018.

The Voting unanimously agreed Total operating budget for BOR in 2018 as follow:

Proposal of BoR budget in 2018:

No.	Name of cost	Budget 2018	Actual 2017	% increase
<i>I</i>	Remuneration	58,500,000	58,500,000	0%
<i>II</i>	Transportation	-	-	
1	Air tickets	-	-	
2	Hotels	-	-	
3	Taxis	-	-	
<i>III</i>	Others (meeting rooms, meals,..)	-	-	0%
	TOTAL	58,500,000	58,500,000	0%

(% increase is the percentage differences between the actual 2017 and the budget 2018)

Note: The budget of BoR in 2018 is proposed based on:

- All meetings of BoR are held via teleconference or papers.
- The budget in 2018 will be paid for 3 members and 1 secretary with the following structure:
 - Chairman: 2 million VND/ month
 - Member: 1 million VND/ month
 - Secretary: 500 thousand VND/ month
- In case the number of BoR members changes, the budget will be renewed based on the reality.

Article 7: Amendment, supplement to the Fund Charter

The Voting unanimously agreed Amendment, supplement to the Fund Charter as follow:

7.1. Supplement, Amendment to LEGAL BASIS: to match with regulation

LEGAL BASIS:

- **Decree No. 145/2016/NĐ-CP dated November 01, 2016 by the Government on amendments to the government’s Decree No. 108/2013/ND-CP dated September 23, 2013 on penalties for administrative violations against regulations on securities and securities market;**
- **Circular No. 123/2015/TT-BTC dated 18 August 2015 ~~213/2012/TT-BTC dated 06 December 2012~~ by the Ministry of Finance guiding the activities of foreign investors on the stock market;**
- **Circular No. 197/2015/TT-BTC dated December 03 2015 ~~Decision No. 15/2008/QĐ-BTC dated 27 March 2008~~ by the Ministry of Finance issuing Regulations on Securities practise;**
- **Circular No. 147/2012/TT-BTC dated 10 September 2012 by the Ministry of Finance to amend and supplement a number of articles of "Securities Regulation practice" is attached under ~~Decision No. 15/2008/QĐ-BTC 27 March 2008 of the Ministry of Finance;~~**
- **Circular No. 242/2016/TT-BTC dated November 11, 2016 by the Ministry of Finance issuing Regulations on prices of securities-related services applied at securities trading organizations and commercial banks joining Vietnam’s securities market;**

7.2. Supplement, Amendment to CONCEPTS & DEFINITIONS: to match with regulation

CONCEPTS & DEFINITIONS

"The prices of services"	hereinafter referred to as the "fee"
"IPO Creation Price"	A price that investors/ Authorized Participants must pay to create the Creation Units from fund management to exchange the basket of component securities. The Creation price shall be the total par value of a Creation Unit (at the initial public offering) plus the price of service of creation fee as determined at article 16.9 of this Charter.
"Creation / Redemption price"	The price that the fund management company uses to create/redeem a Creation Unit from Investors and/or Authorized Participants and vice versa.

	<p>Price of Creation of a Creation Unit (also called “Creation Price”) equals the net asset value per Creation Unit at the end of the day preceding the Creation Day plus price of service of creation fee.</p> <p>Price of Redemption of a Creation Unit (also called “Redemption Price”) equals the net asset value per Creation Unit at the end of day preceding the redemption day deducts the price of service of redemption fee.</p>
<p>“Price of service of Creation” or “Creation Fee”</p>	<p>The price of service of fee that investors must pay the Fund management company when purchasing Creation Units in initial public offering or performing the Creation of Creation Units.</p> <p>Such price of service fee shall be collected when performing the transaction and shall be calculated on the percentage ratio of transaction value of Creation Units.</p> <p>Such price of service of Creation fee shall be described at article 16.9 of this Charter.</p>
<p>“Price of service of Redemption” or “Redemption fee”</p>	<p>The price of service fee that investors must pay the Fund management company, Authorized Participants when performing the Redemption of Creation Units.</p> <p>Such price of service fee shall be calculated on the percentage ratio of Redemption value. The price of service of Redemption fee shall be described in section 1.2, Part XI of this Prospectus.</p>

7.3. Amendment Clause 9- Article 16 - Creation of Creation Units (Primary trading): amend “fee” to “price of service”: to match with regulation

“ Article 16. Creation of Creation Units (Primary trading)

...

9. Price of service of Creation fee, Price of service of Redemption fee:

- a. **Price of service of Creation fee:** is the **price of service fee** that Investors, Authorized Participants pay to VFM when purchasing Creation Units at IPO or when performing the Creation of Creation Units. This **price of service fee** shall be payable upon the issuance and counted as percentage of the transaction value of a VFMVN30 ETF Creation Unit.
- **Price of service of Creation fee** applied to Authorized Participant as stipulated in fund contribution contract and shall not exceed 0.5% of transaction value.
- **Price of service of Creation fee** applied to Authorized Participant cum Market Maker as stipulated in Market Maker contract and shall not exceed 0.5% of transaction value.
- **Price of service of Creation fee** applied to Investor shall not exceed 1% of on transaction value.

- The specific **price of service fee** were announced in the prospectus, summary prospectus, website of the fund management company, the Distributor Agent or under other forms
- b. **Price of service of redemption fee**: is the **price of service fee** that Authorized Participants, investors pay to VFM when selling Creation Units. This **price of service fee** shall be payable upon the redemption and counted as percentage of the transaction value of a VFMVN30 ETF Creation Unit.
 - **Price of service of redemption fee** applied to Authorized Participant as stipulated in fund contribution contract and shall not exceed 0.5% of transaction value.
 - **Price of service of redemption fee** applied to Authorized Participant cum Market Maker as stipulated in Market Maker contract and shall not exceed 0.5% of transaction value.
 - **Price of service of Redemption fee** applied to Investor shall not exceed 1% of on transaction value.
- The specific **price of service fee** were announced in the prospectus, summary prospectus, website of the fund management company, the Distributor Agent or under other forms
- Such **price of service fee** is subtracted from the discrepancy amount (in case the value of Creation Unit is higher than the value of the basket of component securities during Redemption of Creation Unit). If the difference amount is less than the price of service of redemption **fee**, then such surplus difference amount shall assure to be paid into the Fund's account by the Authorized Participants and Investors at Supervisory Bank, as stipulated in details in the Prospectus.
- c. The adjustment of **price of service of Creation fee** and **price of service of Redemption fee** applicable to Authorized Participants, Authorized Participant cum Market Maker is implemented in accordance with Agreement between The Fund Management Company and Authorized Participants, Authorized Participant cum Market Maker.
- d. The increase of **price of service of Creation fee** and **price of service of Redemption fee** applicable to Investors may only be implemented if after the increase they still do not exceed 1% of transaction value. The earliest date of application of the new **prices of services fees** shall be ninety (90) days as from the date on which the fund management company announces new **prices of services fee** rates on its website. In case of decrease of **price of service of Creation fee** and **price of service of Redemption fee** applicable to investors in comparison with regulations in this Article, the earliest date of application of the new **price of service fees** shall be thirty (30) days as from the date on which the new **prices of service fees** are announced in the Prospectus; the Fund management company shall update such new **prices of service fees** in the Fund Charter in the latest annual General meeting.”

7.4. Amendment Article 18 - Creation of Creation Units (Primary trading): amend “fee” to “price of service”: to match with regulation

“ Article 18. IPO Creation price and Creation/Redemption price

1. IPO Creation price: is the price that the Authorized Participants and/or Investors must pay to create the Creation Units from the Fund management company to exchange the basket of component securities. The IPO Creation price shall be the total par value of a Creation Unit (at the initial public offering) plus the **price of service of creation fees** as stipulated in Section 9 Article 16 of this Charter.
2. Creation/Redemption Price: is the price that the Fund management company uses to create/redeem a Creation Unit from Authorized Participants and/or Investors and vice versa.
 - a. Price of Creation of a Creation Unit that the fund management company receive the basket of component securities and create the creation unit to Authorized Participants/investor (also called Creation Price) equals the net asset value per Creation Unit at the end of the day preceding the Creation Day plus **price of service of Creation Fee**.
 - b. Price of Redemption of a Creation Unit that the fund management company redem the creation unit and return basket of component securities to Authorized Participants/investor (also called Redemption Price) equals the net asset value per Creation Unit at the end of the day preceding the redemption day deducts the **price of service of redemption Fee**”.

7.5. Amendment Clause 5 Article 21 - Rights and tasks of the General Meeting of Investors: amend “fee” to “price of service”: to match with regulation

“ Article 21. Rights and tasks of the General Meeting of Investors.

...

5. To decide basic changes under the investment policies and objectives of the Fund; to increase the **prices of services**, charges paid to the Fund Management Company and the Supervisory Bank; change of the Fund Management Company and the Supervisory Bank;

...”

7.6. Supplement Point g Clause 2 Article 32 - Rights and obligations of the Fund Management Company: to match with regulation

“ Article 32. Rights and obligations of the Fund Management Company

...

2. The Fund Management Company shall be entitled to following rights:
 - g. To be entitled to **prices of services**, fees as set forth under the Fund Charter appropriate with legal regulations;

...”

7.7. Supplement Clause 3 Article 34 - Operational restrictions of the Fund Management Company: to match with regulation

“ Article 34. Operational restrictions of the Fund Management Company

...

- 3. Members of the board of directors or member council, managing board, staff of the Fund Management Company shall not be allowed requesting, asking or receiving, in the personal or company name, any remuneration, profit or benefit other than **price of service**, fees and **price of service rates**, fee rates as clearly set forth under the Fund Charter.

..."

7.8. Supplement Point o Clause 1 and Point 2 Clause 2 Article 36 - Operational restrictions of the Fund Management Company: to match with regulation

“Article 36. Rights, obligations and operations of the Supervisory Bank

- 1. Obligations of the Supervisory Bank:

...

- o. Not to receive any other benefit in respect of custodian and depository of the bank to the Fund (other than **prices of services**, fees as set forth under the supervision contract) itself or any third person.

- 2. Rights of the Supervisory Bank

- a. The Supervisory Bank shall be entitled to **prices of services**, fees of supplying services of supervising and management of the fund assets in accordance with the Fund Charter and this must be appropriate with legal provisions;

..."

7.9. Supplement Point f Section A Clause 2 and Point 3 Section D Clause 2- Article 52. Methods of determining the net asset value of the fund: to match with regulation

“ Article 52. Methods of determining the net asset value of the fund

...

- 2. Principles and methods of determining the net asset value

- A. The Fund Management Company: the Fund Management Company ensure:

...

- f. Taxes, charges, **prices of services**, and fees should need considering and changing timely in accordance with provisions of laws;

...

- D. The net asset value shall be determined in accordance with following methods

No.	Asset type	Methods of valuating transactions on market
Bonds		
3	Listed bond	<ul style="list-style-type: none"> - Quoted price or other name, depending on internal regulations of the Stock Exchange (clean price) on the trading system of the Stock Exchange for outright bond transaction at the day of the latest transaction preceding the valuation date plus accrual interests; - If there is no transaction in two (02) weeks or more as of the day prior to the valuation date, it is priority to

		<p>perform the order from the top one of following price levels:</p> <ul style="list-style-type: none"> + The price determined in accordance with the methods approved by the Board of Representatives (detailed in the Valuation Manual); + The purchase price plus accumulated interest; + The face value plus accumulated interest. <p><i>In the case of successful in bond auction, the bond will be valued based on the latest bid winning interest rate during the time for additional listing.</i></p>
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7.10. Amendment Clause 1-2-3-7- Article 55. Prices of services, Fees paid by the fund:

amend “fee” to “price of service”: to match with regulation

“ Article 55. Prices of services, Fees paid by the fund

1. Price of service of managing public securities investment fund (Price of service of Management)

~~1. Management fee of the fund~~

- **Price of service of management fee** is 0.65% of the net asset value of VFMVN30 ETF per fiscal year. This **price of service fee** shall be paid for VFM to perform the fund management services for VFMVN30 ETF.
- The monthly payable fee shall be total fee calculated (deducted) of valuation period in a month.
- Formula to calculate the management fee for each valuation period shall be determined as follows:
Management fee for the valuation period = percentage ratio of 0.65% of the **price of service of management fee** (year) x NAV at the day prior to the valuation date x number of days in accordance with actual calendar of the valuation period/actual days of a year (365 or 366)
- For the monthly valuation period of NAV, the management fee of the fund shall be the total fee at the valuation periods in a month.

2. Price of service of Depository and supervision fee

- **Price of service of Depository and supervision** shall be paid to the Custodian and Supervisory Bank to provide the services of the Custodian and Supervisory Bank to the Fund. The **price of service fee** shall be calculated on each valuation period basing on NAV at the day prior to the valuation date and to be paid every month. The monthly payment fee shall be the total fee calculated (deducted) for the valuation periods done in a month.
- **Price of service of Supervision fee** is 0.02% NAV/year (The fees are exclusive of VAT (if applicable)).
- The maximum **price of service of depositing fee** is 0.06% NAV/year. This **price of service fee** is exclusive of securities transaction fee of VND 100,000/trading, excluding exchange trading.

- Such above **price of service fee** does not include normal external fees such as payment fee for the depository, legal fees, fee for unlisted securities withdrawal, etc...
 - Formula for calculating the supervision and depository fees per valuation period shall be determined as follow:
The supervision and depository fees (exclusive of stock trading fee) for the valuation period = percent (%) of the **price of service of** supervision and depository **fee** (year) x NAV at the day before the valuation date x number of actual days in accordance with the actual calendar of the valuation period/number of actual days of a year (365 or 366)
 - For the monthly valuation period of NAV, the **price of service of** supervision and depository **fee** shall be the total **price of service fee** at the valuation periods in the month.
3. Fund administrative fee
- The administrative service fee of the fund shall be paid by VFMVN30 ETF for the agencies supplying the administrative service fees for the fund.
 - The maximum administrative service fee of the fund is 0.035% NAV/year.
 - The monthly payable fee shall be the total fee calculated (deducted) for the valuation periods done in a month.
 - Formula to calculate the administrative service fee of the fund per valuation period shall be determined as follow:
The administrative service fee of the fund per valuation period = percent (%) of the administrative service fee of the fund (year) x NAV at the day before the valuation day x number of days in accordance with actual calendar of the valuation period/actual days of a year (365 or 366)
 - For the monthly valuation period of NAV, the administrative service fee of the fund shall be the total fee at the valuation periods in the month.
 - For the monthly valuation period of NAV, the administrative service fee of the fund shall be the total fee at the valuation periods in the month
 - Total monthly **price of service fees** of supervision, depositing and administrative service shall be the minimum of 42million/month in the first two years (The fees are exclusive of VAT (if applicable)). From the third year onwards, this minimum fee shall be 50million/month.
 - The maximum monthly **price of service fee** of supervision, depositing and administrative shall be maximum of 0.5%NAV/weighted average/year (The fees are exclusive of VAT (if applicable)).
 - The above minimum **price of service fee** is always applied
- ...
7. Other expenses and fees:
- ...
- Other reasonable, valid fees, **prices of services**, and expenses in accordance with the laws.”

7.11. Amendment Point a,b,c Clause 1 Article 56: Operational expenses of the fund: amend “fee” to “price of service”: to match with regulation

“ Article 56: Operational expenses of the fund

1. The operational expenses of the ETF fund shall include following costs and expenses after tax:
 - a. **Price of service of** management **fee** of assets paid for the Fund Management Company;

- b. **Price of service of** depository **fee** for the fund assets and price of service of supervision **fee** paid for the Fund Management Company;
 - c. Administrative service fee of the fund, management service fee of the register of the investors and transferring agents and other **prices of services**, fees that the Fund Management Company shall pay for VSD and related service providers;
- ...

7.12. Amendment Clause 4 Article 58. Sequences and procedures of dissolving the fund:
amend “fee” to “price of service”: to match with regulation

“ Article 58. Sequences and procedures of dissolving the fund

...

- 4. The liquidation of the assets and time for liquidation of the assets of the fund shall be made in accordance with the dissolving plan as approved by the General Meeting of Investors, but the maximum time shall not exceed six (06) months from the day of disclosing the notice on dissolving the fund. As the fund is liquidating the assets to liquidate, **price of service of** management **fee**, **price of service of** supervision **fee** and other **prices of services**, fees shall be collected in accordance with the charge rate approved by the General Meeting of Investors. After the day of dissolving the fund, on monthly basis, the Fund Management Company shall provide the investors information on arising costs during the period, remaining net asset value of the fund, list of the remaining assets undistributed to investors in accordance with forms as prescribed by applicable laws. The notices sent to investors must be submitted to the State Securities Commission in enclosed with reports on the assets and reports of the investment portfolios of the fund in accordance with the form as prescribed by applicable laws.

...”

7.13. Supplement to Clause 1 Article 62 - Registration of the Charter: update charter

[“ARTICLE 71. Registration of the Charter](#)

1. ...

This Charter is amended and supplemented at the forth time including 16 Chapters, 63 Articles and 3 Appendixes according to Resolution of the Annual Financial General Meeting of Investors 2017 passed by absentee voting, dated on 13/04/2018 and takes effect from 13/04/2018.”

7.14. Amendment Point 8- Appendix 2- COMMITMENTS OF THE CUSTODIAN BANK:
amend for suitable.

“ APPENDIX 2: COMMITMENTS OF THE CUSTODIAN BANK

...

~~8. To record and monitor all transactions, interest, dividends and income of the Fund to be received or distributed.”~~

Article 8: Effectiveness of the Resolution

The resolution is effective from its signing date

On behalf of The General Meeting

(signed)

NGUYEN BOI HONG LE

Chairman of the BOR

On behalf of Fund Management Company

(signed & sealed)

TRAN THANH TAN

CEO