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**VIETNAM BOND FUND
(VFMVFB)**

No.: 04.19/VFB-2019/NQDH

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

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Ho Chi Minh City, 18 April 2019

RESOLUTION

ANNUAL GENERAL MEETING 2018

VIETNAM BOND FUND (VFMVFB)- THE SECOND TIME

- 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 Vietnam Bond Fund;
- Pursuant to The Resolution 1st of The Annual Meeting Of Financial Year 2018 dated 02/04/2019.
- Pursuant to the result of The Annual Meeting Of Financial Year 2018 dated 18/04/2019.

RESOLUTES

The General Meeting unanimously passed the Resolution as follows:

Article 1: Reports on operation result of the Fund in 2018.

VFB has had magnificent investment results in 2018 with the NAV growth per fund certificates reaching 11.25%, continuing to be the best-performance fund of 2018 (the 3rd consecutive year). These excellent results are derived from the active investment strategy of the fund. VFB fund has traded Government bonds in the first half of 2018 in accordance with fluctuations in fixed income market and increased investment in certificates of deposit and corporate bonds in the second half of the year (significantly increasing the income from deposit interest of the fund in 2018). The total net asset value of the fund increased from VND 359.36

billion to VND 671.78 billion in 2018 with the major contribution from the profit of investment activities and additional issuance of new fund certificates. In 2018, the fund issued 73,842,160,94 more fund certificates with a total value of VND1,272,766,866,600 and repurchased 58,581,117,67 fund certificates with a total value of VND1,009,206,898,694. The size of capital contributed by the investor's face value is VND 263,559,967,906 as at December 31, 2018. As of December 31, 2018, VFB has risen to become the second largest fund in term of size, from the 3rd position last year.

Article 2: Audited Annual financial statement of the Fund in 2018.

The General Meeting unanimously agreed audited annual financial statements of the Fund in 2018.

Article 3: Profit distribution plan of the Fund in 2018.

The General Meeting unanimously agreed not to distribute profit in 2018.

Article 4: Operational plan of the Fund in 2019

2019 is forecasted to be a difficult year for fixed-income investment activities when bond yields are tending to increase under the pressure from the domestic market (after adjusting sharply to the historical low level in 2018) and international markets (trade war and FED hike rates). In that situation, VFMVFB will maintain a flexible asset allocation strategy for Government bonds, corporate bonds and certificates of deposit, focusing on interest-income-generating assets. The issuance of Circular 163/2018 TT-BTC applied to the corporate bond market from the beginning of Feb 2019 may reduce investment opportunities for corporate bonds. VFB has to seek more opportunities in financial companies to diversify investments while actively trading government bonds to increase sustainable profitability for the fund.

Article 5: Auditor selection for the Fund in 2019

The General Meeting unanimously authorized the Board of Representatives ("BOR") to select the auditing company for auditing financial statements of the Fund in 2019.

Article 6: Total operating budget for BOR in 2019.

The General Meeting unanimously authorized the Proposal of BoR budget in 2019:

No.	Name of cost	Budget 2019	Actual 2018	% increase
<i>I</i>	Remuneration	117,000,000	117,000,000	0%
<i>II</i>	Transportation	32,300,000	0	
1	Air tickets	24,000,000		
2	Hotels	8,000,000		
3	Taxis	300,000		
<i>III</i>	Others (meeting rooms, meals,..)	4,000,000		
	TOTAL	153,300,000	117,000,000	31.03%

Note: The budget of BoR in 2019 is based on:

- Number of BoR is 3 members and 1 secretary.
- 2 meetings will be held via teleconference or via papers and 2 direct meeting in 2019/

- The remuneration structure is as follows:
 - Chairman: 4 million VND / month
 - Member: 2 million VND / month
 - Secretary: 1 million 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

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

CONCEPTS & DEFINITIONS

“number of fund units in circulation attend voting”	Is the number of fund units in circulation attend the voting at the voting time.
“The prices of services”	hereinafter referred to as the “fee”
“Price of service of managing public securities investment funds” or “Management Fee”	Defined as the price of service payable to the Fund Management Company for its provision of fund management service as defined in Article 1.1 – Chapter X of the Prospectus.
“Price of service of Initial subscription” or “Initial subscription fee”	is the price of service that investors must pay when buying a fund unit at the issue of fund certificates to the public. Such price of service shall be added to the par value of a fund unit and payable upon the issuance and counted as a percentage of the par value of a VFMVFB fund unit.
“Price of service of Subscription at the next subsequent trading cycle” or “Subscription fee at the next subsequent trading cycle”	is the price of service that investors must pay when buying a fund unit at the next subsequent trading cycle. Such price of service is counted as a percentage of the subscription amount of a fund unit and payable upon the issuance.
“Price of service of Redemption” or “Redemption fee”	is the price of service that investors must pay when selling a fund unit. Such price of service is subtracted from the redeemed amount and payable as the fund pays to investors and counted as a percentage of the redeemed amount

7.2. Amendment to Article 10. Investment Strategy: amend for suitable.

“ ARTICLE 10. Investment Strategy

VFMVFB's strategy is active management based on fundamental analysis of macro conditions, **analysis of the movement of the fixed-income market**, as well as quantitative models, statistic or corporate analysis **of issuers** in making decision. The objective is optimizing profit for the portfolio.

...

7.3. Supplement to Clause 6 Article 17. Fund certificate transactions: to match with regulation

“ ARTICLE 17. Fund certificate transactions

...

6. Detail of Investment in fund certificates under the Periodic Investment Program (VF-Isaving) is stipulated in Propeustus of VFMVFB.”

7.4. Supplement to Clause 2- Article 49. General provisions on fund certificate distribution: amend “fee” to “price of service”: to match with regulation

”ARTICLE 49. General provisions on fund certificate distribution

1. ...

2. Distribution officers may offer fund certificates only after investors are provided with the fund's charter, prospectus, simplified prospectus, contracts which are referred in the prospectus and the most updated reports on the fund performance. Distribution officers shall explain to the investors to ensure that investors understand contents of the fund's charter and prospectus, especially investment objectives and policies, investment strategy to achieve such objectives, features of risks and profit, profit distribution policies, taxes, **prices of service**, fees and charges and other expenses, mechanism of fund certificates transactions.”

7.5. Amendment to Article 61. Dividend policy: amend for suitable.

” **ARTICLE 61. Dividend policy**

1. To minimize the cost incurred, VFMVFB funds will not distribute profits.

2. The entire profit of the Fund arising during operation will increase the cumulative net asset value of the Fund.

~~VFMVFB consistently target to optimize profit distributions to its investors. Thus, VFMVFB's dividend policy is at follow:~~

~~1. Dividend could be distributed once a year base on performance of the Fund which is audited, be proposed by Fund Management Company and Board of Representative and approved by Annual General Meeting.~~

~~2. The sources of dividend must satisfy all following three conditions:~~

~~— At the end of fiscal year before payment date, the net accumulated profit since inception must be positive.~~

~~— Dividend source must be from realized profits.~~

~~— After distributing dividend, the net remaining profit since inception at the end of fiscal year before payment date must be equal or higher than zero.~~

~~3. The Fund VFMVFB can distribute dividend only after it completely pay off or has ability to pay all tax liabilities and other liabilities regulated by law; completely fulfill funds' payment according to this Charter; and after distributing dividend VFMVFB still assure the liquidity and ability to pay other coming due liabilities.~~

~~4. Fund Management Company must deduct all taxes, fees, services fee regulated by laws when paying dividend.~~

~~5. VFMVFB's dividend shall be in cash or fund units. Only investors' identity being on fund's investor list, at the ex-dividend date, shall have right to receive dividend, regardless of who holds VFMVFB unit after ex-dividend date.~~

~~6. After receiving dividend, Fund Management Company have to public the following information:~~

~~a. Dividend distribution in cash or in fund unit.~~

~~b. Total profit during the reporting time and total accumulated profit since inception, detailing each of profit's categories.~~

~~c. Total distributed dividend amount, total new issued fund units (if dividend distribution would be in fund units).~~

~~d. Net asset value per fund unit before and after dividend distribution.~~

~~e. Other effects on VFMVFB's net asset value.”~~

7.6. Amendment to Clause 1, Clause 2, Clause 3 and Clause 4- ARTICLE 63. Price of services paid by the fund: Change Price of service of managing public securities investment fund (Price of service of Management) and amend “fee” to “price of service”: to match with regulation

” ARTICLE 63. Price of services paid by the fund

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

- Price of service of Management is ~~0.9%~~ **1%** of VFMVFB's NAV per fiscal year. This price of service is paid to VFM for carrying out fund management services for VFMVFB. This price of service is fixed during the term of fund management service provision rendered by VFM for VFMVFB.
- The monthly **price of service fee** is the total **price of service fee** calculated (accrued) at valuation cycles in a month.
- **Price of service of Management fee** for VFMVFB at each valuation cycle is calculated as below:

Price of service of Management fee = ~~0.9%~~ **1%** price of service of management (year)/12 x NAV on the day prior to the valuation day x actual days in the valuation cycle/ actual days in a year (365 or 366)

- In case that the fund shall value NAV monthly, the monthly **price of service of Management fee** is calculated as below:

Monthly **price of service of Management fee** = [~~0.9%~~ **1%** price of service of management (year) x NAV on the day prior to the valuation day of the first valuation cycle in the month x actual remaining days from the beginning of the month to the day prior to the valuation day/ actual days in a year (365 or 366)] + total **price of service of Management fees** of the remaining valuation cycles in the month + [~~0.9%~~ **1%** price of service of management (year) x NAV on the day prior to the valuation day of the last valuation cycle in the month x actual remaining days in the month/ actual days in a year (365 or 366)]

2. Price of service of Depository and supervision

- Price of service of Depository and supervision shall be paid to the Custodian Bank for providing the Custodian Bank services and detailed in the Supervisory contract. Such price of service is calculated at every valuation cycle based on the NAV of day prior to the valuation day and payable every month. The monthly price of service is the total **price of service fee** calculated (accrued) at every valuation cycle in a month.

Kind of price of service	Price of service (NAV/year)	Minimum price of service per month (VND/month)
Price of service of Supervisory	0,04%	15.000.000 (If the trading frequency is 01 time/week) (The above price of service fees are exclusive of VAT (if applicable))
		17.000.000 (If the trading frequency is daily) (The above price of service fees are exclusive of VAT (if applicable))
Price of service of Depository	0,03%	10.500.000
	0,04%	15.000.000 (If the trading frequency is 01 time/week)
		18.000.000 (If the trading frequency is daily)

- The above prices of services does not include transaction fees that is VND100.000/1 transaction
- Other prices of services are details in Agreement between FMC and Service Provider.
- Total price of service of Depository and supervision shall be complied with regulations of law. The NAV is used for this calculation is the average NAV of NAVs within a month.
- The above prices of services shall not include other fees such as fee payable to Depository center, legal fee, mailing fee, fee for change or cancel any trade, fee for registering nonlisted stock to listed stock or convertible bond to stock etc.
- The monthly **price of service fee** is the total **price of service fee** calculated (accrued) at valuation cycles in a month.
- **Price of service of** Depository and supervision **fee** for VFMVFB at each valuation cycle is calculated as below:

Price of service of Depository and supervision **fee** (not include securities trading fee) = % price of service of Depository and supervision (year) x NAV on the day prior to the valuation day x actual days by calendar of the valuation cycle/ actual days in a year (365 or 366)

- In case that the fund shall value NAV monthly, the monthly **Price of service of** Depository and supervision **fee** is calculated as below:

Monthly **Price of service of** Depository and supervision **fee** (not include securities trading fee) = [% price of service of depository and supervision (year) x NAV on the day prior to the valuation day of the first valuation cycle in the month x actual remaining days from the beginning of the month to the day prior to the valuation day/ actual days in a year (365 or 366)] + total **Price of service of** Depository and supervision **fees** of the remaining valuation cycles in the month + [% price of service of depository and supervision (year) x NAV on the day prior to the valuation day of the last valuation cycle in the month x actual remaining days in the month/ actual days in a year (365 or 366)].

3. Price of service of Fund administration fee

- The **price of service of** Fund administration **fee** shall be paid to the fund administration service provider by the VFMVFB fund.
- The **Price of service of** Fund administration **fee** is payable monthly, details as below:

Price of service fee (NAV/year)	Minimum Price of service fee per month (VND/month)
0,03%	10.000.000 (If the trading frequency is 01 time/week)
	15.000.000 (If the trading frequency is daily)

- The monthly **price of service fee** is the total **Price of service fee** calculated (accrued) at valuation cycles in a month.
- **Price of service of** Fund administration **fee** for VFMVFB at each valuation cycle is calculated as below:

Price of service of Fund administration **fee** = % **Price of service of** Fund administration **fee** (year) x NAV on the day prior to the valuation day x actual days by calendar of the valuation cycle/ actual days in a year (365 or 366)

- In case that the fund shall value NAV monthly, the monthly **Price of service of Fund administration fee** is calculated as below:

Monthly **Price of service of Fund administration fee** = $[\% \text{Price of service of Fund administration fee (year)} \times \text{NAV on the day prior to the valuation day of the first valuation cycle in the month} \times \text{actual remaining days from the beginning of the month to the day prior to the valuation day} / \text{actual days in a year (365 or 366)}] + \text{total Price of service of Fund administration fee of the remaining valuation cycles in the month} + [\% \text{Price of service of Fund administration fee (year)} \times \text{NAV on the day prior to the valuation day of the last valuation cycle in the month} \times \text{actual remaining days in the month} / \text{actual days in a year (365 or 366)}]$

4. Price of service of Transfer agent fee

- **Price of service of Transfer agent fee** is the fee paid by VFMVFB to Transfer Agent Service Provider of the fund. **Price of service of Transfer agent fee** includes services stipulated in Article 42.2 of this Charter.
 - Fixed monthly **Price of service of Transfer agent fee** is 10 million per month calculated (accrued) at valuation cycles in a month.
 - **Price of service of Subscription, redemption and switching fee** is 0.01% of the transaction value of subscription, redemption and switching order, free for the first 400 transactions/month.
 - **Price of service** for execution of right is 1,000,000 VND per one list for execution of right.
 - The maximum transfer agent fee is 0.03% of NAV per year.
 - Total minimum **Price of service of Transfer agent fee** is VND 96 millions per year (VND 8 millions per month). Always apply the **Price of service fee**.
 - **Price of service of Transfer agent fee** will be recalculated based on the NAV average of year at the end of the year and will be adjusted on the first month of the next year (if any). Details of **Prices of service fees** and payment term are regulated in the service agreement between FMC and the transfer agent service provider.
- The above **Prices of service fees** are exclusive of VAT (if applicable) in accordance with the law.

7.7. Supplement to Clause 14 Article 64. The fund's operation expenses: to match with regulation

" **ARTICLE 64. The fund's operation expenses**

...

14. Tax, cost, **prices of service** and fee payable in accordance with the laws;"

7.8. Supplement to Article 71. Registration of the Charter: Update Charter

" **ARTICLE 71. Registration of the Charter**

1. ...

VFMVFB Charter is amended and supplemented at the 9th time including 16 Chapters, 72 Articles and 3 Appendixes according to Resolution of the Annual Financial General Meeting of Investors 2018- the second time, dated on 18/04/2019 and takes effect from 18/04/2019."

Article 8: BOR of fund for the term 2019 – 2022

The General Meeting unanimously agreed BOR term from 2019 – 2022 of VFMVF1

List of BOR of fund for the term 2019 – 2022 as follow

1. Chairman : MRS. NGUYEN BOI HONG LE.
2. Member : MRS. LE THI THU HUONG
3. Member : MRS. PHAM THI THANH THUY

BOR of the fund term 2019-2022 will inherit all rights and obligations from the predecessor.

Article 9: Effectiveness of the Resolution

The resolution is effective from its signing date.

On behalf of The General Meeting

(signed)

LE THI THU HUONG

BOR

On behalf of Fund Management Company

(signed & sealed)

TRAN THANH TAN

CEO