

Translation Accuracy Disclaimer

This document is a translation of Resolution on Voting Issues Of The Annual Meeting Of Financial Year 2018. 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.vfm.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.

**VIETNAM BLUE-CHIPS FUND
(VFMVF4)**

Số: 06.19/NQĐH-VF4-2019

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

-----oOo-----

Ho Chi Minh City, 07 May 2019

RESOLUTION

THE ANNUAL MEETING OF FINANCIAL YEAR 2018 OF VIETNAM BLUE - CHIPS FUND (VFMVF4) THE THIRD 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 Charter of Vietnam Blue-Chips Fund approved by the General Meeting of Investor on 06/04/2018;
- Pursuant to the result of Voting Issues Of The Annual Meeting Of Financial Year 2018 dated 11 April 2019.
- Pursuant to the Resolution 1St of the Voting Issues Of The Annual Meeting Of Financial Year 2018 dated 11 April 2019.
- Pursuant to the – the second time of the Voting Issues Of The Annual Meeting Of Financial Year 2018 dated 23 April 2019.
- Pursuant to the result of The Annual Meeting Of Financial Year 2018- the third time dated 07/05/2019.

RESOLUTES

The Voting Issues Of The Annual Meeting Of Financial Year 2018 (“The Voting”) unanimously passed the Resolution as follows:

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

The Voting unanimously agreed Reports on operation result of the Fund in 2018 as follow:

Vietnam Blue-chip Fund ("VF4") ended 2018 with -11.7%, following the downtrend of the market. The sectors that mostly contributed to VF4 result were Consumer Durables and Apparel (+7.5%), Utilities (+32.4%) and Real Estate (+5.5%). Top stocks that impacted the performance of VF4 included Phu Nhuan Jewelry (+7.5%), Taseco (+32.4%) and Vingroup (+36.3%). Meanwhile, many fundamental stocks with large proportion in VF4's portfolio were sold off like Vinamilk (-28.9%), Mobile World (-10.2%). VF4 portfolio was allocated with strong proportion in Blue Chips so it was influenced heavily with the net selling activity of foreign investors in latter half of 2018.

In 2018, VF4 focused on Banks (28% NAV), Real Estate (9% NAV), Food & Beverage (9% NAV) Consumer Durables and Apparel (8%) and Retail (7% NAV). These companies had very good business results that the stock prices didn't well reflect. Some of stocks with large proportion in the portfolio had achieved very impressive EBITDA but their price were affected by the market and therefore influenced to the fund performance. VF4 also adjust the proportion of cash and stocks in the latter half of 2018 to avoid the impact of the downtrend on the portfolio. At the end of 2018, the fund was holding 10.7% NAV in cash and will utilize this to catch up with good opportunities in 2019 when the market recover.

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

The Voting unanimously agreed Audited Annual financial statement of the Fund in 2018.

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

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

VFMVF4 not to pay dividends for 2018 and reinvest all dividends.

Article 4: Operational plan of the Fund in 2019

The Voting unanimously agreed Operational plan of the Fund in 2019 as follow:

For 2019 plan, the fund will focus on sectors with stable growth over the long term such as Food, Beverage & Tobacco and Consumer Durables & Apparel. In addition, VF4 will also consider adding Real Estate sector to its portfolio if there is good opportunities. Stocks belonged to Food Beverage and Tobacco and Consumer Durables & Apparel sectors did not perform well in 2018 but with the long term investment direction and belief in the fundamental support of those sectors, VF4 portfolio will have good result in mid – long term horizons. For stocks that reach the targeted profit, the fund will realize to reinvest in better opportunities. VF4 will also continue to maintain proper cash proportion in preparation for the market oscillation.

Article 5: Auditor selection for the Fund in 2019

The Voting 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 Voting unanimously agreed Total operating budget for BOR in 2019 as follow:

No.	Name of cost	Budget 2019	Actual 2018	% increase
<i>I</i>	<i>Remuneration</i>	<i>195,000,000</i>	<i>195,000,000</i>	<i>0.00%</i>
<i>II</i>	<i>Transportation</i>	<i>28,612,000</i>	<i>20,703,000</i>	<i>38.20%</i>
1	Air tickets	16,000,000	14,628,000	9.38%
2	Hotels	11,562,000	6,075,000	90.32%
3	Taxis	1,050,000	0	-

III	Others (meeting rooms, meals,..)	14,000,000	9,563,000	46.40%
	TOTAL	237,612,000	225,266,000	5.48%

Note: Proposed budget in 2019 may be increased 5.48% compared to actual costs in 2018 because of:

- Logistics cost (hotel, air tickets, meeting room rents) bases on market price in 2019.
- Face to face meetings are one, others are via teleconference or via papers.
- BoR member structure include one Chairman, 3 members and 1 secretary.
- BoR remunerations will be paid for 13 months with the following details:
 - * Chairman: 5 million VND / month
 - * Member: 3 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

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 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.

2. Supplement to Article 17. Fund certificate transactions: to match with regulation

“ ARTICLE 17. Fund certificate transactions

...

4. Detail of Investment in fund certificates under the Periodic Investment Program (VF-Isaving) is stipulated in Propestus of VFMVF4.”

3. 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.”

4. Amendment to Clause 2- Article 56. Principles of Valuation Method of the Net Asset Value: amend “fee” to “price of service”: to match with regulation.

” ARTICLE 56. Principles of Valuation Method of the Net Asset Value

1. ...

2. Method of valuation

The NAV means the total asset value owned by the Fund subtracts its related liabilities (such as **price of service of** brokerage ~~fees~~, **price of service of** Custodian Bank ~~fees~~, administrative duties, **price of service of** valuation ~~fees~~, bank interests, if any etc.) at the date prior to the valuation date. Asset value is determined by market value or reasonable price (in the absence of market value or the market price is highly volatile under the provisions of fund’s valuation Manual which is approved in written by the Board of Presentatives).”

5. Amendment to Clause 1, Clause 2, Clause 3, Clause 4 and Clause 5- Article 63. Price of services paid by the fund: amend “fee” to “price of service”: to match with regulation

“ ARTICLE 63. Prices of services paid by the fund

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

- The maximum price of service of management is 2% of VFMVF4’s NAV per fiscal year. This price of service is paid for VFM to carry out the fund management service for VFMVF4. This price of service applied for each period will be determined by VFM to ensure that the total amount of price of service of management and other fees (if any) paid by the fund to VFM comply with laws. When there is a change in price of service of management rate applied, VFM shall notify this change to the Board of Representatives and Supervising bank, and update this change in the Prospectus. VFM shall inform the price of service of management rate applied for the period immediately after the fund conversion to the Board of Representatives and Supervising bank, and announce this rate on VFM’s web site no later than the first valuation after the Fund is permitted to convert to open-ended fund.

- The monthly payable **price of service fee** is the total **price of service fee** calculated (accrued) of valuation cycles in a month.

- **Price of service of** Management **fee** of each valuation cycle is calculated as below:

Price of service of Management **fee** = price of service of management % per year 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 valuate NAV monthly, the monthly **price of service of** management **fee** is calculated as below:

Monthly **price of service of** management **fee** = [price of service of management % per 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 of the first valuation cycle in the month / actual days in a year (365 or 366)] + total **price of service of** management **fees** of the remaining valuation cycles in the month + [price of service of management % per 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 and Supervising Bank for providing the custodian and supervising services for the Fund. This 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) of valuation cycles in a month.

Type of Price of service	The application period	Price of service (NAV/year)	Minimum Price of service (VND/month)
Price of service of Supervision	From 1 April 2016	0.04%	23,000,000
Price of service of Depository	From 1 April 2016	0.04%	22,000,000

The above price of service does not include other regular operating fees such as fee payable to Depository center, legal fee, mailing fee, etc.

The total of price of service of supervision and depository is complied with law.

The monthly **price of service fee** is the total **price of service fee** calculated (accrued) of valuation cycles in a month.

- **Price of service of** Depository and supervision **fee** for VFMVF4 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 of the first valuation cycle in the month / 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 **fee** (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)].

Details of Prices of service and payment term are regulated in the service agreement between FMC and the service provider.

3. **Price of service of Fund administration fee**

- The **price of service of** fund administration **fee** is the fee VFMVF4 pay for the fund administration service provider.
- The **price of service of** fund administration **fee** is paid monthly as follows:

Price of service-Fee (NAV/year)	Minimum Price of service-Fee (NAV/year) (VND/month)
0.03%	5,000,000

- The monthly payable **price of service-fee** (NAV/year) is the total **price of service-fee** calculated (accrued) of valuation cycles in a month.
- Fund administration **price of service-fee** for VFMVF4 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 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** = [%**price of service of fund administration fee** (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 **prices of service of fund administration fees** of the remaining valuation cycles in the month + [%**price of service of fund administration fee** (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)].

Details of **prices of service of fund administration fees** and payment term are regulated in the service agreement between FMC and the service provider.

4. Other **price of service-fee** related to Fund's asset trading

Type of price of service-fee	Price of service-fee
Price of service of Securities transaction fee	100,000 VND/trade

- Other transaction fee paid for Custodian bank will be stipulated in Contract between the fund management company and Custodian bank.
- The monthly payable **price of service-fee** is the total fee calculated (accrued) based on actual transaction trade of month
- Other **price of service of transaction fee** include **price of service-fee** payable to Securities company, legal firm, asset appraisal company and other party related to trade Fund's asset.
- These **prices of service-fees** are paid base on actual amounts.

5. **Price of service of Transfer agent fee**

- **Price of service of Transfer agent fee** is the **price of service fee** the Fund pays for the transfer agent service-provider. This **price of service fee** pays for services mentioned in Clause 2 of Article 42 of this Charter and includes:
- 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 **price of service of 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**.

- **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).
- The maximum **price of service of** TA **fee** is 0.03% of NAV per year. The NAV is used for this calculation is the average NAV within a month and the cap will be reviewed and adjusted monthly
- 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.

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

" ARTICLE 71. Registration of the Charter

1. ...

VF4_Charter is amended and supplemented at the seven time including 16 Chapters, 72 Articles and 3 Appendixes according to Resolution of the Annual Financial General Meeting of Investors 2018- The third time, dated on 08/05/2019 and takes effect from 08/05/2019."

Article 8: New BOR 2019 – 2022

1. Mr. Dang Thai Nguyen- Chairman of VF4
2. Ms. Le Thi Thu Huong- Member
3. Ms. Pham Thi Thanh Thuy- Member

Article 9: Effectiveness of the Resolution

The resolution is effective from its signing date.

On behalf of The General Meeting

(signed)

DANG THAI NGUYEN

Chairman of the BOR

On behalf of Fund Management Company

(signed & sealed)

TRAN THANH TAN

CEO