

## Translation Accuracy Disclaimer

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**DC INCOME PLUS BOND FUND  
(DCIP)**

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No.: 02.23 /DCIP-2023/NQDH

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

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Ho Chi Minh City, 30 March, 2023

## **RESOLUTION THE ANNUAL GENERAL MEETING OF INVESTORS- FINANCIAL YEAR 2022**

- 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 2022 dated 30/03/2023.

## **RESOLUTES**

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

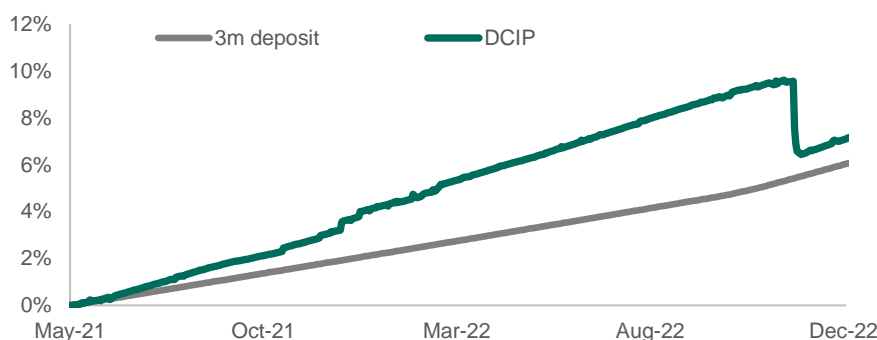
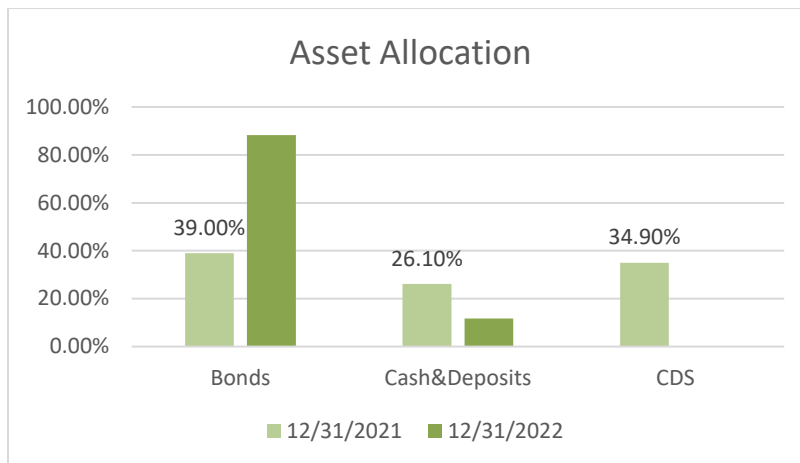
### **Article 1: Reports on operation result of the Fund in 2022.**

The Voting unanimously agreed Reports on operation result of the Fund in 2022 as follow:

The fund started the year 2022 with total NAV at only VND 274.5 billion in which bonds accounted of 45%, certificate of deposit accounted 33% and 22% was cash & short-term deposits. With the small size and limited listed corporate bonds, DCIP had to allocate more in short-term papers which had lower carry during the first of 4 months of 2022. This situation was the key reason for fairly moderate return such as 40bps per month in average.

The fund started to increase the size significantly in May as the low deposit rates environment that attracted retail investors to buy the bond and as a result the fund had hit the peak of VND1022 billion in September, then the financial crisis happened in terms of liquidity that made the investors rushed to redeem their investments in bond funds. As end of December 2022, the fund size had been shrunk to VND293.8 billion by selling investments to meet the huge redemption. As at 31-Dec-2022, DCIP held 04 listed corporate bonds, 02 unlisted corporate bonds and the rest was cash & short-term deposits. The performance of whole year 2022 was 2.97%, lower than the 3-month index at 3.98% due to liquidating the investments at adverse price to meet the big redemptions in the Nov-Dec.2022.

### **Asset allocation**



**Article 2: Audited Annual financial statement of the Fund in 2022.**

The Voting unanimously agreed Audited Annual financial statement of the Fund in 2022.

Fund’s audited financial statement in 2022 on DCVFM’s website [www.dragoncapital.com.vn](http://www.dragoncapital.com.vn)

**Article 3: Profit distribution plan of the Fund in 2022.**

The Voting unanimously agreed Profit distribution plan of the Fund in 2022 as follow: DCIP not to pay dividends for 2022.

**Article 4: Operational plan of the Fund in 2023.**

The Voting unanimously agreed Operational plan of the Fund in 2023 as follow:

Looking back, 2022 was the year that the whole world got bad hit after the Covid-19 with high inflation and high interest rate. In 2022, Vietnam GDP growth increased 8.02%, higher than the level of 2.58% in 2021, and was the best year in its high range since 2012. However, Real Estate and Corporate bond markets have been facing with difficulties such as credit, liquidity and market risks due to some policy changes that push some corporates to the edge of liquidity troubles, especially real estate companies. Hence, 2023 is the year for re-structuring debts.

Regarding investment strategy, with the target of maintaining good liquidity, keep low risk for the portfolio and delivering decent stable income, DCIP will seek for good investments in fixed income and money market. The fund may consider investing in government bonds when there is a good time. The government bonds had been at high levels for all tenors. The average rate of 5, 10 and 15 years were at only 0.865%, 2.038% and 2.379% as in Nov- 2021, but they are at 4.1%, 4.58% and 4.76%, respectively in Feb-2023. Liquidity of banking system is good given at high level compared to last year. Therefore, there is an opportunity for short-term trading in government bonds for the fund.

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 273 trillion in which VND102.57 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.

**Article 5: Auditor selection for the Fund in 2023.**

The Voting unanimously authorized the Board of Representatives (“BOR”) to select the auditing company on top 02 audit firm for auditing financial statements of the Fund in 2023, detail as follow:

Fund	NAV @	NAV @	Increase/decrease NAV	Audit fee 2022	Audit fee proposals for 2023	
	31/12/2021	31/12/2022			(Mil VND)	
	(Bil VND)	(Bil VND)	(%)	(Mil VND)	PwC	KPMG
DCIP	271.33	293.80	8%	100	122	150
				% Change	22%	50%

*Note:* The above fees exclude VAT.

The selection of the audit firm will base on the followings:

- Reasonable fee;
- Continuity of the audit firm;
- Professional;
- Capability to meet fund’s requirements.

**Article 6: Total operating budget for BOR in 2023.**

The Voting unanimously agreed Total operating budget for BOR in 2023 as follow:

**a. Remuneration budget in 2023:**

Name of cost	Budget in 2023	Actual in 2022	% increase/decrease
Remuneration	78,000,000	90,000,000	-13,3%

- The remuneration of the Board of Representatives will be planned for one Chairman, two members, and one secretary. The budget is reduced by 13, compared to 2022, because from the AGM 202,1 independent member or secretary will not receive remuneration from the Fund.
- The remuneration of the new member will be calculated based on the abovementioned constituents.

**b. Budget for the expenses related to activities of BoR:**

- All meetings of the Board of Representatives will be almost in the form of a teleconference via written consent or at the office of DCVFM; hence meeting costs will be minimal. Therefore, DCVFM will not propose the budget for meeting BoR costs and will not accrue this cost in periodic NAVs of the Fund. Instead, DCVFM will account for this cost in the relevant NAV when it incurs.
- The actual cost regarding meetings of BoR in 2023 will be reported to the BoR and the next AGM.

**Article 7: Amendment, supplement to the Fund Charter.**

The Voting unanimously agreed all content of Amendment, supplement to the Fund Charter:

**7.1. Amendment to Section – Definitions: Updating the information of the Supervisory Bank and adjust in accordance with legal regulations**

“2. CONCEPTS & DEFINITIONS

"Supervisory Bank"	Standard Chartered Bank (Vietnam) is a commercial bank which is established under Vietnamese laws license No. 236/GP-NHNN issued by the State Bank of Vietnam in the <del>Law on Credit Institution</del> , dated
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	08 September 2008, <b><u>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</u></b> and the registration certificate No. 08/ GCN- UBCK for securities depository activities by the State Securities Commission, dated 07 May 2015, 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.
“Prospectus”	means the documents or electronic data publicizing objective, truthful and accurate information about the offer for sale <b><u>and issuance</u></b> of Fund., <del>about the fund management company and related service provides of the fund</del>

**7.2. 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. 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, 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.

Rights and responsibilities of The Custodian bank are defined in Chapter VIII of this Charter.

The head office of Custodian bank is located at: **3rd Floor, Unit CP1.L01 & CP2.L01, Capital Place, 29 Lieu Giai, Ngoc Khanh Ward, Ba Dinh District, Hanoi, Vietnam Unit 1810 – 1815, Keangnam Hanoi Landmark Tower, E6 Pham Hung Street, Me Tri Ward, Nam Tu Liem Dist, Hanoi, Vietnam.**

Tel: (84-24) 3936 8000

Fax: (84-24) **3837 8356** 3248-4355

**7.3. Amendment, supplement to Clause 3 Article 23. Rights and obligations of the investors Congress:** *adjust in accordance with legal regulations*

“ARTICLE 23. Rights and obligations of the investors Congress

...

3.To approve **changing increasing** the prices of service payable to the Fund Management Company and the Custodian bank;

...”

**7.4. Amendment, supplement point a Clause 5 Article 25. Decisions of the investors’ Congress.** *adjust in accordance with legal regulations*

“ARTICLE 25. Decisions of the investors’ Congress

...

5. The decision of the Investor Congress on the following matters must be passed by way of voting at the Congress:

a. To make significant changes to the Fund’s investment policies and objectives, to **change increase** prices of service paid to fund management company, supervisory bank; to change fund management company, supervisory bank;

...”

**7.5. Amendment, supplement to Clause 1 Article 26. Objection to decisions of investors' Congress.** *adjust in accordance with legal regulations*

"ARTICLE 26. Objection to decisions of investors' Congress

1. Investors holding open-ended fund certificates who object to decisions passed by the Investors' Congress on significant changes to the Fund's investment policies and objectives, to **increase change** prices of service paid to fund management company, supervisory bank; to change fund management company, supervisory bank; split, merger, consolidation or dissolution of the fund; shall have the right to require the fund management company to redeem their fund certificates or convert their fund certificates to certificates of another open-ended fund which have the same fund's type that is under management of the fund management company. The request must be in writing, clearly stating the name, contact address of the investor, the number of fund units, the reason for requesting redemption or conversion to another fund of the fund management company. Investors must send the request to the head office of Fund Management Company, distribution agent within fifteen (15) days from the date the Investors' Congress approving the decision mentioned above issues.

..."

**7.6. Amendment, supplement to Clause 9 Article 29. Rights and obligations of members of the Board of Representatives of the fund.** *adjust in accordance with legal regulations*

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

...

9. To approve list of quotation service providers, valuation handbook; approved list of credit institutions receive deposits of funds, monetary **market** instruments and other assets funds are allowed to investment as prescribed at point a, b, e, Clause 1 Article 10 of this Charter; approve fund assets' transaction by jurisdiction for transactions in the form of negotiations, and transactions for buying, selling securities which are unlisted or not registered for trading;

..."

**7.7. 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

...

The valuation is specified as follows:

No.	Asset type	Principles of valuation of trading in the market
<b>Bonds</b>		
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><b><u>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 (*).</u></b></p> <p>Case:</p> <p>-insufficient quotes of at least three (03) quote organizations; or</p> <p>-have sufficient quotes but there are between two (02) and three (03) quote organizations that fail to determine the price; or</p>

		-the above-mentioned average 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.
7	Warrants attached to convertible bonds	- The method has been approved by the Board of Representative <b><u>on a case by case basis.</u></b>
8	Bonds of organizations in state of dissolution or bankruptcy	- The price determined by the method has been approved by the Board of Representative <b><u>on a case by case basis.</u></b>
<b>Stock</b>		
9	Shares listed on the Stock Exchange; Shares of public companies registered for trading on upcom system	- Closing price (or other name, subject to <del>internal regulations</del> <b><u>the procedures</u></b> of the Stock Exchange) of the day of the most recent transaction before the valuation date; ...
	...	
11	Shares of the organization in a state of dissolution or bankruptcy	Prioritizing top-down order is one of the following prices: - 80% of the liquidation value of such stock at the date of the latest balance sheet making before the valuation date; - The price determined by the method has been approved by the Board of Representative <b><u>on a case by case basis.</u></b>
12	Shares and other contributed capital (including shares offered for the first time to the public are in the process of listing procedures)	... + The price of the most recent <b><u>reporting-valuation</u></b> period but no more than 90 days before the valuation date; ...
<b>Fund certificates</b>		
13	Listed public fund certificate	... - Where there is no transaction for more than 15 days up to the valuation date, the price is determined as one of the following prices: + The net asset value <b><u>per unit at the nearest valuation day</u></b> of such fund certificate is published on the website of the fund management company; or on the Exchange; or on the SSC website as detailed in the Valuation Handbook; ...
	...	
<b>Derivative securities</b>		

15	Listed derivative securities	<p>- 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. <b><u>On the maturity date, the payment price at the end of the day is the final payment price announced by Transfer agent.</u></b></p> <p>...</p>
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**7.8. Amendment, supplement to Article 63. Types of service prices and fees paid by the Fund.**

*Adjust in accordance with legal regulations.*

“Article 63. Types of services prices and fees paid by the Fund

4. Transfer agent service price

...

- Details of prices of service and payment term are regulated in the service agreement between FMC and the transfer agent service provider. In addition, the fund will pay for the costs associated with exercising rights for **Transfer agent** ~~VSD~~ as agreed in the agreement.
- **Depending the circumstances, Fund management company can change the ratio limit of total expense ratio of funds (“TERo”) (after subtracting the related expenses of investment execution) in order to best support the Investros. Details of TERo (if any) and the date of effects shall be updated in prospectus and announced on the fund management company’s website.”**

**7.9. 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 6th time including 16 Chapters, 72 Articles and 03 Annexes according to the Resolution of the 2022 Annual General Investor Meeting dated 30/03/2023, effective from 30/03/2023.”**

**7.10. Amendment, supplement to Appendix 1: Commitments of the fund management company** *Adjust in accordance with legal regulations.*

“APPENDIX 1: Commitments of the fund management company

...

4. To pay all **fees prices of service** to the Supervisory bank and other service providers as specified in the fund's charter;

...

6. To provide free of charge or at a reasonable **fee prices of service** copies of the fund's charter (and attached appendixes), prospectus (and attached appendixes) to investors at their request.

...

10. To provide free of charge or at a reasonable **fee prices of service** copies of annual reports and other reports of the fund to investors at their request.

11. To provide free of charge or at a reasonable **fee prices of service** copies of annual reports of the supervisory bank on the fund management company's management of the fund to investors at their request.”

**7.11. 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: 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.**

**7.12. 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: 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.”**

**Article 8: Effectiveness of the Resolution.**

The resolution is effective from its signing date.

**On behalf of The General Meeting**

*(signed)*

PP. Chairman of the BOR

**VUONG THI HOANG YEN**

**Independent member of the BOR**

**On behalf of Fund Management Company**

*(signed & sealed)*

PP. General Director

**NGUYEN MINH DANG KHANH**

**COO**