

## Translation Accuracy Disclaimer

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**DC BLUE CHIP FUND  
(DCBC)**

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No.: 03.23/ DCBC-2023/NQDH

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

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Ho Chi Minh City, 22 May 2023

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

- Pursuant to Law No. 59/2020/QH14 on Enterprise Law dated 01 January 2021 by the National Assembly and guiding documents on the implementation of the Enterprise Law;
- 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.
- Circular No. 96/2020/TT-BTC dated November 16, 2020 on providing guidelines on disclosure of information on securities market
- 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;
- Other relevant legal documents;
- Pursuant to current Charter of DC Dynamic Securities Fund;
- Pursuant to the results of the Annual General Meeting of Investors for the fiscal year 2022 convened for the first time of the DC Blue Chip Fund (DCBC) on April 26, 2023.
- Pursuant to the Minutes of the Annual General Meeting of Investors for the fiscal year 2022 convening the 2nd time DC Blue Chip Fund (DCBC) on May 22, 2023.

## **RESOLUTES**

The Annual General Meeting ("The AGM") of Investors unanimously passed the Resolution as follows:

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

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

As of 12/31/2022, DCBC Fund fell 32.3% compared to end of last year, the VN-Index also dropped 32.8% over the same period. Sectors that strongly impacted the portfolio result were Financial Services (-54.9%), Materials (-49%) and Real Estate (-45.8%). Stocks that reduced the performance of the Fund including DGC (-47.7%), DPM (-46.2%), KDH (-36.5%) and VCI (-35.9%). On the other side, typical stocks that still maintained growth were PNJ (+27.9%), VHC (+5.9%), VCB (+4.6%), and FPT (+4.6%). 2022 was a

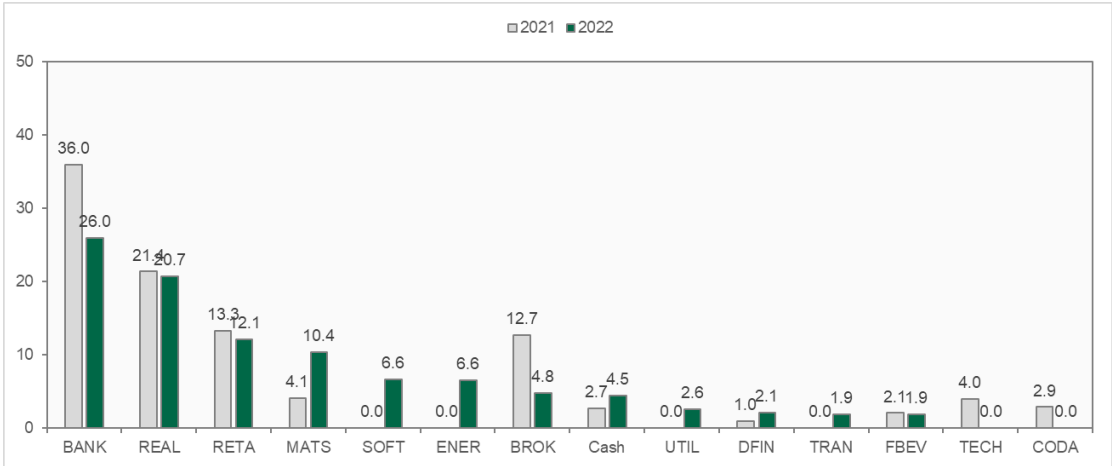
challenging year for the Vietnamese stock market in general and DCBC Fund in particular. From the first few months of the year, the market has been negatively affected by the Russia-Ukraine war which disrupted the global supply chain, and continued to escalate commodity prices, causing central banks around the world to accelerate interest rate hikes, directly affecting global financial assets. Domestically, Vietnam has continuously suffered from many events related to real estate, bond and capital markets due to many violations related to public land bidding to manipulating the equity and bond market. This has caused investors sentiment which was already fragile after many negative events, to cut losses and sell mortgages at all costs, making the stock market fall sharply.

With too much instable global and domestic macro conditions in a short time, DCBC Fund was forced to take drastic actions to protect the portfolio against unforeseen risks. The Fund had to sharply cut its investment proportion in directly affected industries such as Real Estate, Banking, Securities and Materials. At some point, the Fund had to raise cash to a very high level in order to minimize the impact of mortgages on the market. Besides, the Fund also has the flexibility to reinvest in more stable, less cyclical industries such as Food, Beverage & Tobacco, Consumer Durable & Apparel and Retail to rebalance the overall risk of the portfolio.

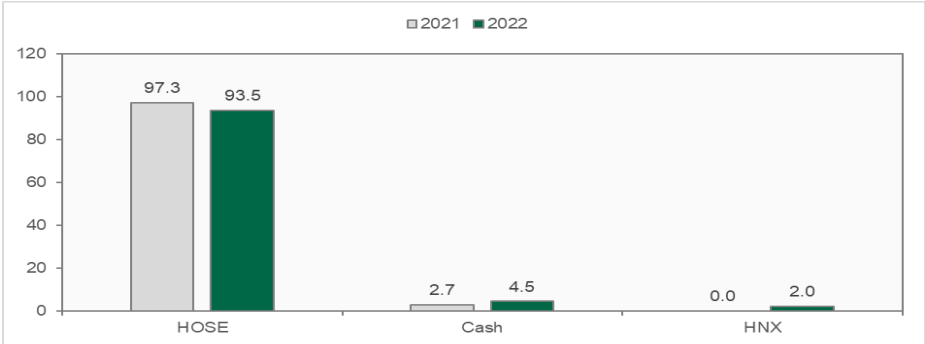
However, due to the perception that all these events only have a major impact in the short term and do not change the macroeconomic stability factors and the foundation of businesses in the long term, DCBC has started to disburse a large amount of money starting from the end of 2022. By the end of 2022, DCBC only had about 3.8% NAV as cash, completing the portfolio restructuring amid new market conditions.

Due to timely re-evaluation of events and their negative impacts on the portfolio, DCBC Fund has taken decisive and appropriate action plans to protect the portfolio from further decline if the Fund continued maintaining the weighting compared to the beginning of the year. Although the market has gradually stabilized since the end of 2022, factors causing downside risks and strong volatility in the near future are still present. DCBC will continue to closely monitor these indicators and will not rule out taking similar actions in the near future in order to maximize the interests of investors of the Fund.

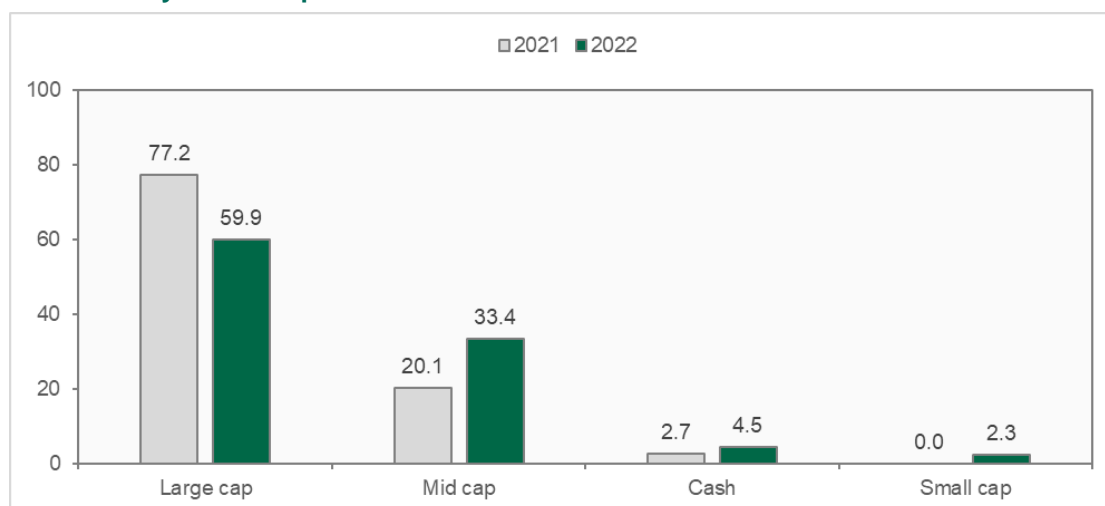
**Allocation by sector**



**Allocation by exchange**



## Allocation by marketcap



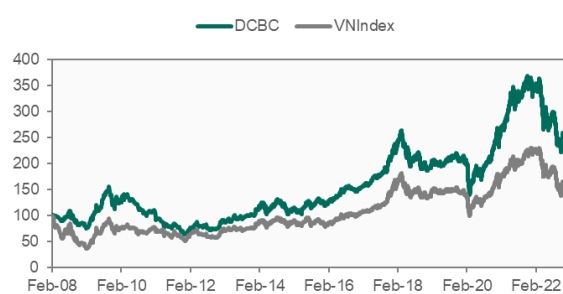
## Financial highlights

Net profit VND billion	2022	2021
Gains/(Losses) on disposals of investments	(103.5)	158.0
Gains/(Losses) on securities investments revaluation	(93.4)	16.4
Dividends	4.0	2.8
<b>Gains/(Losses) from investment activities</b>	<b>(192.9)</b>	<b>177.3</b>
Interest income	0.2	0.03
Total expense	(16.3)	(11.3)
<b>Net profit</b>	<b>(209.0)</b>	<b>166.0</b>

Performance in 2022 (%)



Performance since inception



Index	DCBC	VN-Index
P/E	8.5	10.5
P/B	1.5	1.6
ROE (%)	18.0	18.1
Dividend yield (%)	2.4	2.3
Number of stocks	38	402
Beta	1.1	1.0
Annualised standard deviation (%)	27.6	24.7
Sharpe ratio	-1.4	-1.5

<b>Net Asset Value of DCBC</b>	<b>2022</b>	<b>2021</b>
NAV (bn VND)	370.87	514.8
Outstanding shares (mn)	18.1	17.0
NAV/unit (VND)	20,506.6	30,286.8
NAV/unit 52 weeks high (VND)	30,706.1	31,054.9
NAV/unit 52 weeks low (VND)	18,641.5	19,463.4
Operation expense ratio (%)	2.2	2.8
Asset turnover ratio (%)	346.9	172.9
Annual growth (%)	-32.3	46.6
Market growth (%):		
<i>VN-Index</i>	-32.8	35.7
<i>HNX -Index</i>	-56.7	133.4

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

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

Please see the content of Fund's Audited Financial Statement in 2022 on DCVFM's website at [www.dragoncapital.com.vn](http://www.dragoncapital.com.vn).

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

The AGM unanimously agreed DCBC Fund not to pay dividend in 2022.

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

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

In 2023, Vietnam's economy is forecasted to continue to face many difficulties and challenges when major economies in the world such as the US and the European Union (EU) are expected to enter a period of decelerating growth in the next 2-3 years due to the impact of geopolitical issues. In addition, the tightening monetary policy in these economies also significantly affects Vietnam's macro stability goal in the coming time. One of the objective reasons why Vietnam's deposit and lending interest rates have increased continuously in recent years is because the US Federal Reserve (Fed) has raised interest rates continuously from 0% to 4.75% at present. The sharp increase in domestic deposit interest rates at the end of last year will certainly reflect on the economy this year, when lending rates have approached 15-16%/year in many banks. With interest rates maintained at such a high level, we believe that economic activities in many industries with high levels of debt and leverage such as Construction, Real Estate and SMEs will certainly face many challenges in maintaining profit margins. In addition, the deceleration of the world economy also makes it more difficult for exporters to access new orders. The labor market will therefore have a stricter screening and narrower in size than in 2022.

However, 2023 is forecasted to be a year with many bright spots in public investment when the Government has started many key projects in just the first 2 months of the year. Large projects such as Long Thanh airport, North-South expressway... if implemented and disbursed according to the set schedule, the public sector economy will contribute significantly to this year's GDP growth and offset the temporary difficulties faced by private sector enterprises.

In 2023, DCBC Fund is expected to maintain a reasonable and flexible cash ratio, as the market will have a certain differentiation between industries and stocks. Highly cyclical industries such as Real Estate, Construction are expected to have a stronger elimination in 2023, and industries such as Banking and Retail are forecasted to continue to have stable profit growth and will lead the general market in the near future. In addition, stocks of sectors that are suitable for this year's investment trends such as Infrastructure and Materials are also considered selectively in our investment portfolio if all basic factors, corporate governance and valuation of each enterprise are met.

## Article 5. Auditor selection for the Fund in 2023

The AGM unanimously authorized the Board of Representatives (“BOR”) to select one of the two proposed auditing companies for auditing financial statements of the Fund in 2023.

Fund	NAV @ 31/12/2021	NAV @ 31/12/2022	Increase/Decrease NAV	Audit Fee 2022	Audit Fee Proposal for 2023 (VND Million)	
	(VND Billion)	(VND Billion)	(%)	(VND Million)	PwC	KPMG
DCBC	514.77	370.88	-28%	164	174	175
				% change	6%	7%

### Note :

The above fees exclude VAT.

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

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

## Article 6. Total operating budget for BOR in 2023

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

### a. Remuneration budget for BOR in 2023:

Name of cost	Budget in 2023	Actual in 2022
Remuneration	104,000,000	124,000,000

- The remuneration of the Board of Representatives will be planned for one Chairman, two members, and one secretary. The budget is reduced since the independent member or independent secretary will not receive the 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. The General Meeting of Investors for approval the authorization of the Fund Representative Board

The General Meeting of Investors for approval the authorization of the Fund Representative Board to decide on the following issues:

- Profit distribution plan;
- Other issues within its competence as prescribed in the Law on Securities and the fund’s charter.

## Article 8. Amendment, supplement to the Fund Charter

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

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

#### "2. CONCEPTS & DEFINITIONS

"Supervisory Bank"	Means Standard Chartered Bank (Vietnam) Ltd, being established under the license No. 236/GP-NHNN issued by the State Bank of Vietnam <del>under the Law on Credit Institutions</del> dated 08/09/2008, <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 <del>(and any revisions, addition or replacement at the certain time)</del> , to carry out activities of custody of securities, economic contracts and documents and records related to the Fund's assets as well as to supervise DCBC's activities. Rights and responsibilities of The Supervisory bank are defined in Chapter VIII of this Charter.
"Fund's Charter"	Defined as the charter, attached Appendixes and regulated amendment (if any). <del>adopted by the investors at the General Meeting of Investors, to be prepared in accordance with the relevant regulations of the Vietnamese laws.</del>
"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 DCBC Fund Certificates, <del>about the fund management company and related service provides</del> of the fund.
"Fund's Charter Capital"	Defined as the total capital in cash, as recorded in this Charter, contributed by all Investors <b><u>at the initial public issuance of fund certificates.</u></b>

**8.2. 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 under the Law on Credit Institutions 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 revisions, addition or replacement at the certain 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.

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

The head office of Supervisory 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**"

**8.3. 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 03 months from the date on which deviations arise due to the reasons specified at Points a, b, c and d, Clause 3 of this Article, the fund management company is obliged to **report, public announce and** notify the Securities Commission. State and readjust the structure of the investment portfolio to comply with the provisions of Clause 2 of this Article.
- If the fund management company fails to comply with the investment restrictions as prescribed by law or the Fund Charter, the fund management company must **report, public announce and** adjust the investment portfolio within 15 days from date of detecting the discrepancy. The fund management company must compensate for the fund's damage (if any) and bear all arising costs related to the adjustment of the investment portfolio. If there is any profit, it must immediately record all profits to the fund.

...”

#### **8.4. Amendment, supplement to Clause 1 Article 12. Loan activities, loans, margin transactions.**

*adjust in accordance with legal regulations*

“ARTICLE 12. Loan activities, loans, margin transactions

Fund management company **must ay** not use the capital and assets of the fund to give or underwrite any loan;

1. Fund management companies may not take out loans for investment activities, except ~~for~~ short-term loans according to regulations on banks to defray necessary costs of the fund or make payments for fund certificate transactions with investors. The total value of short-term loans must not exceed five percents (5%) of the net asset values of the fund at any time and the longest loan term is thirty (30) days.

...”

#### **8.5. Amendment, supplement to point a Clause 5 Article 25. Decisions of the general investors meeting:** *adjust in accordance with legal regulations*

“ARTICLE 25. Decisions of the general investors meeting

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

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;”

#### **8.6. Amendment, supplement to Clause 1 Article 26. Objection to decisions of Investors' General meeting .** *adjust in accordance with legal regulations*

”ARTICLE 26. Objection to decisions of Investors' General meeting

1. Investors holding open-ended fund certificates who object to decisions passed by the Investors' General Meeting on 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; 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' General Meeting approving the decision mentioned above issues.

...”

**8.7. 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;"

**8.8. Amendment, supplement to Clause 2 Article 56. Principles of Valuation method of the Net Asset Value.** *Adjust in accordance with legal regulations*

"ARTICLE 56. Principles of Valuation method of the Net Asset Value  
 2. Method of valuation

...  
 The valuation is specified as follows:

No.	Asset type	Methods of valuating transactions on market
<b>Bonds</b>		
6.	Unlisted bond	- 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 Representatives plus accumulated interest(*). <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> Case: •insufficient quotes of at least three (03) quote organizations; or •have sufficient quotes but have from (02) to three (03) the quote organization does not determine the price; or •the above-mentioned average price (*) has unusual fluctuations according to the details mentioned in the valuation handbook, the bond price shall be carried out according to the details mentioned in the Valuation Handbook approved by the Board of Representatives.
<b>Shares</b>		
	...	
12	Other shares and contributed capital (including IPO shares in listing process)	... + Price of the latest <b><u>valuation reporting</u></b> period but not more than 90 days before the valuation date; ...
<b>Fund unit</b>		
	...	
<b>Derivative securities</b>		
15	Listed derivative securities	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>In the maturity date, the payment at the end of the day is the latest payment price announced by Custodian Agent.</u></b> ...
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**8.9. Amendment, supplement to Clause 5 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

“5. Transfer agent service price

...

- Service price and method of service fee payment are specified in the contract between the Fund Management Company and the Transfer Agency Service Provider. In addition, the Fund will pay the costs related to the exercise of rights for **Transfer Agent VSD** as agreed in the contract.”

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

“ARTICLE 71. Registration of the Charter

1. ...

**DCBC Charter is amended and supplemented at the 12th including 16 Chapters, 72 Articles and 3 Appendixes according to Resolution of the Annual General Meeting of Investors of financial year 2022- convened the second time, dated on 22/05/2023 and takes effect from 22/05/2023.**

2. This Charter is made five (05 ~~6~~) versions in Vietnamese. In which:

Two (02) is registered at the government agency as stipulated by law;

Two (02) is kept at the head office at the Fund;

One (01) is kept at the head office at the Fund Management Company;

One (01~~2~~) is kept at the head office at the Supervisory bank.

**8.11. 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.”

**8.12. 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.**

**8.13. 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 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**

PP. General Director

*(signed & sealed)*

**NGUYEN MINH DANG KHANH**

**COO**