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**VFMVN30 ETF FUND
(E1VFN30)**

No.: 02.20/NQ-ETF-2020

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

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Ho Chi Minh City, 09 April 2020

RESOLUTION VOTING ISSUES OF THE ANNUAL MEETING OF FINANCIAL YEAR 2019 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 2019 dated 09/04/2020.

RESOLUTES

The Voting Issues Of The Annual Meeting Of Financial Year 2019 ("The Voting") unanimously passed the Resolution as follows:

Article 1: Reports on operation result of the Fund in 2019.

For the year ended December 31, 2019, the VFMVN30 ETF's net asset value per share was VND14,624.0, returned 3.7% compared with 4.1% the return of VN30 Total Return Index (VN30-TRI). The Tracking Difference between VFMVN30 ETF and VN30-TRI was -0.4%. The Tracking Error was 0.05%. VFMVN30 ETF portfolio was rebalanced in January and July 2019, with total purchase value and sales value of stock accounted for 43.4% of total portfolio value on average.

In 2019, the total net creation value was about VND2.500 billion, increasing the total number of shares to 455.7 million. The number of shares increased 1.5 times compared to the previous year and 2.7 times compared to 2017. The asset under management increased 1.6 times in this year, which was mainly contributed by new creations of foreign investors.

Article 2: Audited Annual financial statement of the Fund in 2019.

The Voting unanimously agreed Audited Annual financial statement of the Fund in 2019.

Article 3: Profit distribution plan of the Fund in 2019.

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, we propose the Fund has no dividend in 2019 to avoid increasing the tracking error.

Article 4: Operational plan of the Fund in 2020

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 2020

The Voting unanimously authorized the Board of Representatives (“BOR”) to select the auditing company for auditing financial statements of the Fund in 2020.

Fund	NAV @ 31 Dec 2019 (bil VND)	Audit Fee for 2019 (mil VND)	Audit fee for 2020 (mil VND)		
			PwC	KPMG	E&Y
ETF VFMN30	6,664.20	105	150	150	105
% change			43%	43%	0%

Note: The above fees exclude VAT.

Article 6: Total operating budget for BOR in 2020.

The Voting unanimously agreed Total operating budget for BOR in 2020 as follow:

Proposal of BoR budget in 2020:

1. Board of Representatives’ remuneration:

No.	Name of cost	Budget 2020	Actual 2019	% increase
I	Remuneration	108,000,000	58,500,000	84.62%

(% increase is the percentage differences between the actual 2019 and the budget 2020)

Note:

- The budget in 2020 increases by 84.62% compared to actual cost in 2019 based on:
- BoR’s remuneration will be paid for 3 members and 1 secretary with the new rate as follows:
 - ✓ Chairman: 4 million VND/ month
 - ✓ Member: 2 million VND/ month
 - ✓ Secretary: 1 million VND/ month

- The new rate of remuneration will be effective since the beginning of the later month of AGM's approval.
- In case the number of BoR members changes, the budget will be renewed based on the reality.

2.2 Board of Representatives' budget:

As costs regarding meetings of BoR accounts for the insignificant amount in total operational cost of the Fund (less than 0.5%), therefore from 2020, VFM will not propose the budget of meeting costs of BoR. Instead VFM will calculate net asset value of the Fund based on actual meeting costs when incurred. These meeting cost of BoR will be less than VND 100 million in the year of 2020.

The actual cost regarding meetings of BoR's in 2020 will be reported to BoR before the AGM then will be reported to the AGM.

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 CONCEPTS & DEFINITIONS: amend to match with regulation.

CONCEPTS & DEFINITIONS

<p>“A basket of component securities”</p>	<p>A basket comprises of component securities which is designed to replicate the Benchmark Index's performance and is approved by VFM during the creation/redemption of VFMVN30 ETF.</p> <p>A basket of component securities must satisfy the following conditions:</p> <p>a) Include a minimum 85% 50% of number of component securities constituting the VN30-TRI (Basket of securities of the Benchmark Index);</p> <p>b) The value of basket of component securities shall not be less than 95% of the value of a basket of securities corresponding to the VN30-TRI.</p> <p>c) When HOSE makes a periodic or sudden adjustment of the basket of VN30-TRI, the number of securities in the basket of component securities could be lower than 85% of the number of Benchmark Index securities (but it must ensure a minimum of 50% of number of component securities constituting the Benchmark Index) and/or the value of basket of component securities could be lower than 95% of the value of corresponding securities basket of Benchmark Index.</p>
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7.2. Supplement, Amendment to Article 16. Creation of Creation Units (Primary trading): amend to match with regulation.

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

1. The creation of Creation Units shall apply to Authorized Participants and Investors in accordance with the following principles:

...

c. Exceptional cases for Cash Component in Creation:

- Deviation arising between the value of the basket of component securities and the creation/redemption price of a Creation Unit.

- Securities in the basket of component securities are restricted from investment by the Authorized Participants, investors in accordance with the current law, or **Authorized Participants, investors own more than 25% of outstanding shares but still has not completed the public offering procedures, or** the Authorized Participants still has not completed the trading in Treasury shares procedure ~~or public offering procedures~~ as regulated by law. APs/Investors have to announce to VFM on securities which are contributed by cash and shall be responsible to clarify with Authorities and Fund manager if needed. The detail procedure for Cash Component in Creation specified in the prospectus.

~~A corporate action (bonus shares, stock dividends, cash dividends, right to issuance) of securities in official basket of component securities has not been recorded during the time APs/Investor subscribe/redeem the VFMVN30 ETF.~~

The detail procedure for Cash Component in Creation **and settlement methods, procedures with Aps/ investors when the Fund purchases securities on a restricted case as above** specified in the prospectus.d. ...

The Creation frequency shall be on every **working** day. The specific trading time in a transaction tranche on Creation Day shall be performed as stipulated by the Notice of the VFM.

...

3. The basket of component securities is the main payment facility in Creation between the VFMVN30 ETF and Authorized Participant or Investor, except in the following cases:

...

- c. In case one of the securities in the basket of component securities is restricted investment by the Authorized Participants, Investors, or the Authorized Participants, Investors still have not completed the trading in Treasury shares procedure **or public offering** in accordance with provisions of the law, then Authorized Participants, Investors will receive additional payment in cash into the account of VFMVN30 ETF and vice versa, as specified in the Prospectus.

...

4. ...

b....

If the Fund places orders for purchase/sale of same securities of a basket during a day, the purchase order shall be **carried out record** before the sale order ~~so that the Authorized Participants or Investors be refunded with money in the cases mentioned in this clauses~~ shall be recorded later in the fund's accounting books.

..."

7.3. Amendment to Clause 10 Article 41. Obligations of the Fund Management Company to the authorized activities: amend to match with regulation.

" Article 41. Obligations of the Fund Management Company to the authorized activities

...

~~10. at least once every year, the Fund Management Company must make reports to evaluate the performance of the authorizing activities and the reports must contain following information:~~

- a. ~~Payables to the agency receiving the proxy in comparison with the profit, income, total operational costs of the fund;~~
- b. ~~Negative impacts (if any) of the authorized activities to profits and risk levels of the fund;~~

~~c. Total costs of the authorized activities payable to the agency receiving the proxy (if the agency receiving the proxy supplies many services to the Fund Management Company);~~

~~d. To evaluate the possibility of maintaining the systems of internal control, risk administration, confidentiality, infrastructure, facilities, techniques, system of heat prevention, system of disaster prevention, etc. of the agency receiving the proxy, ensure that the authorized activities will have thoroughly done without causing any impacts to the investment activities of the investors.~~

7.4. Supplement, Amendment to Point D- Clause 2- Article 52. Methods of determining the net asset value of the fund: amend 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

...

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

No.	Asset type	Methods of valuating transactions on market
Cash and equivalents, money market instruments		
Bonds		
3	Listed bond	<p>- Quoted price (clean 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 interest. In case there are many transactions on the trading system for outright bond transactions at the day of the latest transaction preceding the valuation date lead to having many quoted prices; the price used to value is the weight average price</p> <p>- If there is no transaction on the trading system of the Stock Exchange in two (02) weeks or in case of only have transactions on the trading system of the Stock Exchange with significant fluctuation of price according to Valuation Manual 's regulations which approved in writing by fund representative board, It shall be valued according to the following order: more as of the day prior to the valuation date, it is priority to perform the order from the top one of following price levels:</p> <p>+ The price determined in accordance with the methods approved by the Board of Representatives (detailed in the Valuation Manual);</p> <p>The purchase price plus accumulated interest;</p> <p>+ The face value plus accumulated interest.</p> <p>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.</p>
4	Unlisted bond	The purchase price plus accumulated interest;
5	Rights associated with convertible bonds	The purchase price The price determined in accordance with the methods approved by the Board of Representative on case by case.

Shares		
6	Shares listed on Ho Chi Minh City or Ha Noi Stock Exchange, shares listed on UpCom trading system	<p>- Closing price (or other name as prescribed by regulations of the Stock Exchange) of the latest transaction day prior to the valuation date;</p> <p>- If there is no transaction over two (02) weeks until the day prior to the valuation date, it is priority to perform the order from the top one of following price levels:</p> <p>+ Closing price (or other name, depending on the internal regulations of the Stock Exchange) of the latest transaction day within 12 months prior to the Valuation date;</p> <p>+ Purchase price (cost price);</p> <p>+ Book value;</p> <p>+ Price determined by the method as approved by the Board of Representatives.</p> <p><i>In the period the stock is waiting to transfer to other trading systems, using the closing price of the latest transaction day prior to the valuation date.</i></p>
Derivative securities		
9	Listed derivative securities	<p>The closing price on the latest trading day preceding the valuation date Daily settlement price or other name as prescribed by regulations of Stock Exchange.</p> <p><i>In case there is no daily settlement price or quoted price on Stock Exchange at the day preceding the valuation date, use the price determined in accordance with the methods approved by the Board of Representative.</i></p>

7.5. Supplement to Article 62. Registration of the Fund Charter: Update Charter

“ Article 62. Registration of the Fund Charter

1. ...

This Charter is amended and supplemented at the six time including 16 Chapters, 63 Articles and 3 Appendixes according to Resolution of the Annual Financial General Meeting of Investors 2019 passed by absentee voting, dated on 09/04/2020 and takes effect from 09/04/2020”

Article 8: New BOR 2020 – 2023

1. Ms. Nguyen Boi Hong Le- Chairwoman
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)

NGUYEN BOI HONG LE
Chairwoman of the BOR

On behalf of Fund Management Company

(signed & sealed)

TRAN THANH TAN
CEO