

The granting of the certificate of registration for public offering of this investment fund by the State Securities Commission of Vietnam shall strictly mean that the application for registration of public offering is undertaken in compliance with the applicable regulations, and such grant shall not be implied the responsibility for the content hereof, nor its investment objective and strategy.

The investment fund prescribed in this fund prospectus is incorporated under the Law on Securities No 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019 and other documents providing guidelines for its implementation. This prospectus has been registered initially with the State Securities Commission of Vietnam on 10/05/2024.

## PROSPECTUS

### UNITED VIETNAM DYNAMIC INCOME FUND

#### (INITIAL PUBLIC OFFERING)

#### FUND INFORMATION:

Fund name: UNITED VIETNAM DYNAMIC INCOME FUND

License for fund initially public offering No. 40/GCN-UBCK issued by the State Securities Commission of Vietnam on 10 May 2024

Fund type: Open-ended securities investment fund

Registration date of the Prospectus with State Securities Commission of Vietnam: 10/05/2024

Effective date of the Prospectus: 10/05/2024

#### INFORMATION DISCLOSURE

Nguyen Thi Kim Oanh

Position: Head of Legal Department – UOB Asset Management (Vietnam) Fund Management Joint Stock Company

Address: 07th floor, Central Plaza, 17 Le Duan street, Ben Nghe Ward, District 1, Ho Chi Minh City

Tel: (028) 3910 3757 Fax: (028) 3910 3794

#### DISTRIBUTION OF THE PROSPECTUS

The Prospectus and other fund documents (Fund Charter, net asset value report, periodical activities report, financial reports and other necessary documents) are available on the website of UOB Asset Management (Vietnam) Fund Management Joint Stock Company ([uobam.com.vn](http://uobam.com.vn)), and at the Headquarters of UOB Asset Management (Vietnam) Fund Management Joint Stock Company and the Distributors.

This translation is for reference purpose only.

## MỤC LỤC

I.	KEY PERSONS RESPONSIBLE FOR THE CONTENT OF THE PROSPECTUS.....	6
1.	Fund Management Company.....	6
2.	Custodian Bank.....	6
II.	TERMS/ DEFINITIONS.....	6
III.	INVESTMENT OPPORTUNITIES.....	9
1.	Overview of Vietnam's economy in 2023.....	9
2.	Vietnam stock market and investment opportunities.....	11
IV.	INFORMATION ABOUT THE FUND MANAGEMENT COMPANY AND SERVICE PROVIDERS.....	15
1.	Fund Management Company.....	15
2.	Custodian Bank.....	19
3.	Audit Company.....	20
4.	Distributors.....	20
5.	Authorised Service Providers.....	20
V.	GENERAL INFORMATION ABOUT THE FUND.....	21
6.	General information about the Fund.....	21
7.	Board of Representatives of the Fund (tentatively):.....	21
8.	Board of Representatives of the Fund.....	23
VI.	INVESTMENT OBJECTIVES AND STRATEGIES, ASSET ALLOCATION, INVESTMENT SELECTION METHODS AND RESTRICTIONS:.....	23
2.	Investment Strategy.....	23
	The Fund aims to build a diversified investment portfolio in accordance with investment regulations, including asset classes with expected allocation proportions as follows:.....	23
3.	In general, the Fund's investment strategy will be based on a cultural foundation that always emphasizes the role of risk management and complies with the risk management standards framework of UOB Asset Management Group, thereby preventing risks. risks for UOB Asset Management Group's Customers in Vietnam and countries around the world. ....	24
6.	Investment selection method.....	29
VII.	RISKS ASSOCIATED WHEN INVESTING IN THE FUND.....	29
1.	Market risk.....	30
2.	Inflation risk.....	30
3.	Interest rate risk.....	31
4.	Exchange rate risk.....	31
5.	Price volatility risk.....	32
6.	Legal risks.....	32
7.	Risks of investment strategies.....	32
8.	Risk of Investment restriction.....	32
9.	Valuation interest rate risk.....	33
10.	Settlement risk.....	33

This translation is for reference purpose only.

11. Liquidity risk .....	33
12. Conflict of interest risk .....	34
13. Force majeure risk: .....	34
VIII. INITIAL PUBLIC OFFERING (IPO) .....	34
1. Legal grounds .....	34
2. Initial Public Offering Plan (IPO) .....	35
2.1. Key terms of the IPO .....	35
2.2. Registration to purchase fund units during the IPO .....	36
IX. TRADING FUND UNITS .....	38
1. General regulations .....	38
- Investors can trade UVDIF Fund units twice a week from the Fund's first Trading Day...38	
2. Fund unit order transaction .....	40
3. Redemption transactions .....	41
4. Switching transactions .....	41
5. Partial execution of transactions .....	42
6. Suspension of transactions.....	43
The Fund Management Company is entitled to suspend the trading of fund units when one of the following events occurs:.....	43
7. Non-commercial transactions (transfer of ownership, present, gift, inheritance, etc.).....	44
8. Systematic Investment Plan (SIP) .....	44
9. Information for Investors concerning the United States .....	46
X. METHODS OF DETERMINATION OF THE NET ASSET VALUE .....	46
1. Frequency of determination of net asset value .....	46
2. Method of determination of net asset value .....	47
3. Announcement of the net asset value .....	48
XI. TYPES OF FEES AND EXPENSES .....	48
1. Types of service fees paid by Investors .....	48
2. Types of service fees paid by the Fund .....	49
3. Operational indicators .....	51
4. Method of calculating income and profit distribution of the Fund .....	52
5. Policy of tax .....	52
6. Forecast of the Fund performance.....	52
7. Time and place to provide Fund performance reports .....	53
XII. CONFLICT OF INTEREST .....	53
XIII. PROVIDE INFORMATION TO INVESTORS, REPORTING MODE .....	53
1. CONTACTS TO ANSWER QUESTIONS FOR INVESTORS .....	54
XIV. COMMITMENT .....	55
XV. APPENDIX .....	55
APPENDIX 1: PROCESS AND INSTRUCTIONS FOR REGISTRATION OF TRADING .....	56
APPENDIX 3: LIST OF DISTRIBUTION AGENTS, UVDIF CERTIFICATE ORDER	

This translation is for reference purpose only.

**POINTS AND PROSPECTUS ADDRESSES.....61**  
**APPENDIX 4: FUND CHARTER SUMMARY .....63**

This translation is for reference purpose only.

#### **RECOMMENDATIONS FOR INVESTORS**

1. Investors should carefully read the Fund Charter and this Prospectus before considering buying fund units and should pay attention to service charges when trading fund units. This Prospectus is generally developed by the Fund Management Company for different customers, not based on investment purposes, financial capacity or investment needs of any particular customer or group of investors. Therefore, before investing in the Fund, the Investor should consider carefully to ensure that the investment in the Fund is really suitable for their investment objectives;
2. The trading price of fund units may change depending on the market situation and investors may suffer losses in terms of the amount of capital invested in the Fund;
3. Investment results of the Fund Management Company and past investment results of the Fund (if any) do not mean or imply a guarantee of similar investment results in the future of the Fund and do not guarantee the return or preservation of the Investor's principal.
4. Fund units are securities that are different in nature and in terms of risk compared to investment instruments issued by credit institutions such as certificates of deposit, negotiable instruments and other valuable papers with fixed or guaranteed interest rates. Investment in fund units shall not mean that the Investor is committed to the return of any payment, profit or fixed capital. Investors should refer to the risks when investing in the Fund in Section VII of this Prospectus.
5. Investors should consult financial experts before deciding to invest in the Fund.

This translation is for reference purpose only.

## I. KEY PERSONS RESPONSIBLE FOR THE CONTENT OF THE PROSPECTUS

### 1. Fund Management Company

UOB Asset Management (Vietnam) Fund Management Joint Stock Company

Mr: Lee Wai Fai Designation: Chairman of the Board of Directors

Ms: Thieu Thi Nhat Le Designation: General Director

Ms: Phung Thi Cam Nhung Designation: Chief Accountant

We undertake that the information and figures contained in this Prospectus are consistent with facts that the Company is reasonably aware of, or has investigated or collected.

### 2. Custodian Bank

Standard Chartered Bank (Vietnam) Limited

Legal representative: Ms. Michele Wee Sung San

Designation: General Director

This Prospectus is part of the application for the registration of the offering of United Vietnam Dynamic Income Fund (hereinafter referred to as "UVDIF") prepared by UOB Asset Management (Vietnam) Fund Management Joint Stock Company (hereinafter referred to as "UOBAM (Vietnam)"). We, as the custodian bank of UVDIF, confirm the relevant information in this prospectus and will be responsible in accordance with the provisions of our Custodian Service Agreement with UOB Asset Management (Vietnam) Joint Stock Company which is the fund management company of UVDIF and in accordance with the law.

## II. TERMS/ DEFINITIONS

The following terms and abbreviated terms shall be defined and used throughout this Prospectus:

"Fund"	As United Vietnam Dynamic Income Fund (hereinafter referred to as "UVDIF"), is an open-ended securities investment fund, offers its units publicly and established in accordance with the Law on Securities and the Fund Charter.
"Fund Management Company"	Means UOB Asset Management (Vietnam) Fund Management Joint Stock Company, incorporated under the License of establishment and operation No. 49/UBCK-GP issued by the State Securities Committee (SSC) on January 23, 2009 and is amended from time to time, with the activities of securities investment fund management, securities portfolio management and securities investment advisory. Fund Management Company is appointed by Investors to manage UVDIF, has the rights and obligations as prescribed in Chapter VI of the Fund Charter.
"Custodian Bank"	Means Standard Chartered Bank (Vietnam) Limited (hereinafter referred to as Standard Chartered Bank) is a 100% foreign owned bank, established under the License for establishment and operation No. 56/GP- NHNN issued by the State Bank of Vietnam on 27 November, 2023 replaced for the License No. 236/GP-NHNN by State Bank of Vietnam on 08 September 2008 and other relevant-documents to the amendment and supplement of the License (and its amendments, supplements or replacements from time to time) and was granted the Certificate of Registration of Securities Depository No. 08/ GCN-UBCK issued by the State Securities

This translation is for reference purpose only.

	Commission on 7 May, 2015, providing the following services: (i) preserving and depositing securities, documents certifying the ownership of legal assets of investment fund; economic contracts and documents related to the assets of investment fund and at the same time supervise the operation of investment fund; (ii) perform the function of supervising all asset management activities of the fund performed by the Fund Management Company. The rights and obligations of the Custody Bank are specified in Chapter VI of the Fund Charter.
"Audit Company"	Means the independent audit company of the Fund, which is appointed by the General Meeting of Investors to perform the annual audit of the assets of the Fund. The auditing company must be in the list of auditing companies approved by the State Securities Commission.
"UVDIF Fund Charter"	Means the Charter of organization and operation of UVDIF, its accompanied appendices and lawful amendments and supplements (if any).
"Prospectus"	Means the documents or electronic data publicizing accurate, truthful, and objective information about the offer for sale and issuance of the fund units.
"Custodian Agreement"	Means the agreement signed between the Fund Management Company and the Custodian Bank approved by the General Meeting of Investors of the Fund.
"Investor"	Means any domestic and foreign individual, institution holding the fund units.
"General Meeting of Investors"	Means a periodic or extraordinary General Meeting of Investors where Investors are entitled to approve important issues relating to the Fund. General Meeting of Investors is the highest decision-making body of the Fund.
"Board of Representatives of the Fund"	Means persons who represents on behalf of Investors, elected by the General Meeting of Investors to act on behalf of Investors to supervise the operations of the Fund, the Fund Management Company and the Custody Bank.
"Charter Capital"	Means the total capital in cash, contributed actually by all Investors during the initial public offering period, and recorded in the Fund Charter.
"Fund unit"	Means Charter Capital divided into equal units. The par value of a fund unit of the initial issuance is VND10,000 per unit. Each fund unit represents an equal share of profits and capital of the Fund.
"UVDIF Investment Fund Certificate"	Hereinafter referred to as Fund Certificate. Means the securities certifying the ownership of Investors with regard to a part of capital contribution of the Fund.
"Subscription Price"	Means the price that Investor(s) must pay to buy a unit. The Subscription Price shall be determined as par value plus subscription fee in the initial public offering; or as net asset value per fund unit plus the subscription fee at the periodic trading dates as specified in the Fund Charter.
"Redemption Price"	Means the price that Fund Management Company must pay to Investor(s) to repurchase a unit. The Redemption Price shall be

This translation is for reference purpose only.

	determined as net asset value per fund unit minus redemption fee as specified in the Fund Charter.
"Management Fee"	Means the fee payable to the Fund Management Company that provides management services to the Fund as prescribed in the Fund Charter.
"Subscription Fee"	Means the fee payable by Investor(s) when subscribes a fund unit from the Fund. The Subscription Fee shall be collected upon issuance and calculated as a percentage of the net asset value per fund unit as specified in the Fund Charter.
"Redemption Fee"	Means the fee payable by Investor(s) when redeems a fund unit to the Fund. The Redemption Fee shall be calculated as a percentage of the net asset value per fund unit as specified in the Fund Charter.
"Fiscal Year"	Means twelve (12) months, which commences on the beginning of the 1st calendar day of January to the end of the 31st calendar day of December. The first fiscal year of the Fund is counted from the day on which the SSC granted the license of registration of establishment to the Fund until the end of the 31st calendar day of December of the year.
"Net Asset Value of the Fund"	Means the total value of assets and investments owned by the Fund minus the liabilities of the Fund at the preceding date of the valuation date.
"Valuation Date"	Means the day when the Fund Management Company determines the Net Asset Value of the Fund.
"Trading Date"	Means the date when the Fund Management Company, on behalf of the Fund, issues and repurchases fund units from Investors according to the trading mechanism of the Fund.
"Cut-off time"	Means the latest time that the Distributor receives transaction orders from Investors to process the transaction orders on the Trading Date.
"Fund Administration Service"	Means a service authorized by the Fund Management Company to a relevant service provider, including the following activities: <ul style="list-style-type: none"> <li>- Accounting recording of the transactions of the fund: recording the fluctuations reflecting cash flows in and out of the fund;</li> <li>- Preparing financial statements of the fund; coordinating and supporting the audit company of the fund in performing the audit for the fund;</li> <li>- Determinating of net asset value of the fund, net asset value per fund unit in accordance with the law and at the fund charter;</li> <li>- Performing other activities in accordance with the law and the service provision contract signed with the Fund Management Company.</li> </ul>
"Transfer Agent Service"	Means a service authorized by the fund management company for the relevant service provider to provide, including the following activities: <ul style="list-style-type: none"> <li>- Making and managing the main register of investors; opening and monitoring, managing the fund trading accounts system, omnibus accounts of distributors and fund trading sub-accounts of Investors;</li> </ul>



This translation is for reference purpose only.

	<p>confirming ownership of fund units;</p> <ul style="list-style-type: none"> <li>- Recording subscription, redemption and switching orders of Investors; transferring ownership of fund units; updating the register of investors;</li> <li>- Supporting Investors to exercise their rights related to the ownership of fund units of Investors;</li> <li>- Maintaining communication channels with Investors, Distributors, state management agencies and other competent organizations;</li> <li>- Providing trading account statements, transaction confirmations and other documents to Investors;</li> <li>- Carrying out other activities in accordance with the law and the service provision agreement signed with the Fund Management Company.</li> </ul>
"Distributor"	<p>Means the entity that</p> <ul style="list-style-type: none"> <li>- (1) has been licensed by the SSC on distribution agent services, and</li> <li>- (2) has signed the fund distribution contract with the Fund Management Company and/or being the Fund Management Company.</li> </ul>
"Omnibus Agent"	<p>Means the distributor in the name of omnibus account, carrying out the transactions of fund units on behalf of Investors in the sub-register of investors.</p>
"Related Persons"	<p>According to Clause 46, Article 4 of the Securities Law No. 54/2019/QH14, which was approved by the National Assembly of the Socialist Republic of Vietnam on 26 November, 2019 and took effect on 1 January, 2021.</p>
Other definitions	<p>Other definitions (if any) shall be construed as set forth in the Law on Securities and other relevant documents.</p>

### III. INVESTMENT OPPORTUNITIES

#### 1. Overview of Vietnam's economy in 2023

2023 was a challenging year for Vietnam's economy. Vietnam's economic growth slowed amid rising inflation globally and the US Federal Reserve's tightening monetary policy as well as a sharp deceleration in global consumer demand. According to the General Statistics Office (GSO), Vietnam's GDP grew by 5.05% in 2023, lower than the target of 6.5% this year. However, the positive factor is that GDP growth over the quarters improved, specifically Q1 increased by 3.3%, Q2 increased by 4.1%, Q3 increased by 5.3% and Q4 increased by 6.7%. The service sector is the main growth driver of GDP

This translation is for reference purpose only.

in 2023, increased by 6.82% over the same period, contributing 62.3% to overall GDP growth. The Agriculture, Forestry and Fishery sector increased by 3.83% over the same period last year, contributing 8.84% to the overall growth. Meanwhile, the Industry and Construction sector grew by 3.74% over the same period, contributing 28.87% to the overall GDP growth.

Export and import turnover also decreased at a single-digit rate over the same period at 355.5 billion USD (-4.4% over the same period) and 327.5 billion USD (-8.9% over the same period), respectively. Notably, the trade surplus in 2023 reached 28 billion USD, the highest in history. The Industrial Production Index (IIP) was estimated to increase by 3.02% over the previous year, of which the processing and manufacturing industry increased by 3.62%, thereby contributing 0.93 percentage points.

The bright spot of Vietnam's economic picture in 2023 was that foreign direct investment (FDI) disbursement remains strongly, inflation was well controlled and domestic consumption increased sharply thanks to the return of international visitors.

FDI disbursement in 2023 reached a historical value of USD 23.2 billion, up 3.5% from the previous year. Committed FDI recorded an impressive year-on-year growth of 32.1% to US\$36.6 billion, of which Singapore, Japan and Hong Kong were the largest FDI investors in the country. In the coming year, FDI inflows into Vietnam are expected to continue to grow as Vietnam possesses attractive factors for foreign investors such as a stable political environment, strategic geographical location, growing middle class as well as Vietnam being a member of many free trade agreements.

Total retail sales of consumer goods and services in 2023 increased by 8.6% year-on-year, of which retail sales of accommodation, catering and tourism services was up 14.7% and 52.5% year-on-year, respectively. The number of international visitors to Vietnam in 2023 reached 12.6 million, 3.4 times higher than the same period.

The average CPI in 2023 was 3.25% year-on-year, below the government's target.

2023 marked a year of efforts by the Government to introduce comprehensive measures both in fiscal and monetary policy to support economic growth.

In terms of fiscal policy, the government has strongly promoted the disbursement of public investment with key projects such as Long Thanh airport and North-South expressways, reaching 93% of the plan assigned by the Prime Minister. Other measures to stimulate consumption were also implemented such as reducing VAT by 2%, reducing stamp duty by 50% for domestically produced cars, increasing base wages for cadres, civil servants and public employees.

As for monetary policy, the State Bank of Vietnam (SBV) has soon implemented monetary easing policy with a total reduction of 150 basis points in discount and refinancing rates through 04 adjustments in the first half of 2023. This cut was supported by falling inflation and a stable USD/VND exchange rate (thanks to ample FDI, FIIs as well as a stronger trade surplus due to weak imports and falling oil prices).

This translation is for reference purpose only.

Along with cutting operating interest rates and extending credit facilities, the SBV also issued circulars to help restructure debts of struggling enterprises as well as directed commercial banks to reduce lending rates to reduce costs for customers and unleash capital sources for the economy. In addition, the Government has also issued many policies to support the corporate bond market and real estate (real estate), focusing on increasing market liquidity, restructuring loans and solving legal bottlenecks.

With the above positive supporting factors, Vietnam's economy will be expected to show many signs of improvement in 2024 and exports will grow strongly again thanks to the recovery of demand from the world market. However, other objective macro factors such as the Fed's interest rate policy, the growth rate of major economies in the world (US, China, Europe) and the international geopolitical situation are significant risks to scenarios for Vietnam's economy.

## **2. Vietnam stock market and investment opportunities**

### **a. Stock Markets**

#### **Vietnam stock market overview in 2023**

At the end of 2023, the VN-index closed at 1,129.93 points, up 12.2% compared to the beginning of the year. Meanwhile, the HNX-index ended the year at 231.04 points, up 12.5% from the beginning of the year. In general, the VN-Index was in line with the global stock market and outperformed emerging markets in 2023. The market recovered from very low valuations due to fear selling sentiment in 2022 because of negative news related to the leadership of some large companies, risks of the corporate bond market, liquidity and asset quality concerns for real estate companies as well as the banking system.

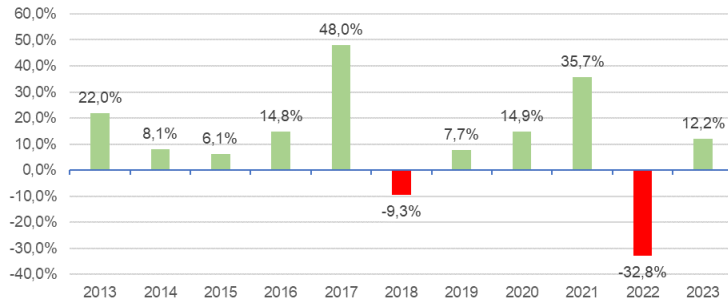
The market recovery has been boosted by the government's efforts to introduce many strong policies to support economic growth through both fiscal and monetary channels. In particular, savings interest rates fell sharply, even lower than pre-epidemic levels, thereby promoting cash flows into the stock market while investment channels in corporate bonds and real estate were quiet during the year.

The Banking sector led the market recovery with strong earnings growth thanks to low capital costs, benefiting from a low interest rate environment. This was followed by the Materials and Industrial Goods sectors, which saw a significant quarterly improvement in business activity as the government boosted public investment spending. In addition, the Software industry emerged as a major contributor to the VN-index's rise, thanks to its strong potential in Vietnam's semiconductor industry.

The average daily trading liquidity on all 3 exchanges in 2023 was VND 17,653.58 billion, down 12.6% compared to 2022. However, market liquidity has shown a growth trend since April 2023 driven by low interest rates, thereby improving retail investor confidence.

Regarding foreign transactions, in contrast to the net buying of VND 29,217 billion in 2022, foreign investors switched to net selling of VND 22,820 billion in 2023 due to capital inflows tending to withdraw from the Vietnamese market when the interest rate level in Vietnam turned down and became less attractive than some other developed regions and markets.

This translation is for reference purpose only.



**VN-Index's growth rate in the past 11 years**

Source: Fiinpro, UOBAMVN compiled

#### **Investment opportunities:**

The impressive growth of VN-Index in 2023 attracted the return of cash flow of domestic retail investors, especially when savings interest rates are low and other investment opportunities in the real estate market are still concerned. In 2024, the market is assessed to continue its growth trend with the following supporting points:

- The State Bank of Vietnam is expected to continue pursuing monetary easing policies by maintaining low interest rates, extending credit facilities, restructuring troubled enterprises and supporting key sectors of the economy.
- The Government continues to drastically instruct to accelerate the disbursement of public investment to support the economy. Upcoming projects such as Long Thanh airport, segments of the North-South expressway are expected to help the infrastructure construction and construction materials industries (steel, cement, stone, ...) directly benefit and positively indirectly affect many other industries. Foreign tourists have also returned to Vietnam, which is also a driving force for the service and consumer industries.
- Vietnam's economic growth is forecast to be higher in 2024 thanks to the recovery of the export sector coupled with the improved demand of the global economy. The World Bank (WB) forecasts Vietnam's GDP growth will reach 5.5% and 6% respectively in 2024 and 2025 and continue to be among the world's leaders in terms of growth rate.
- The Vietnamese Government's strong determination to upgrade the Vietnamese market to an Emerging Market by 2025, coupled with the adoption of the New Trading System (KRX), will provide a significant boost to Vietnam's stock market
- In terms of the world economy, global inflation has cooled, especially in major markets such as the US and Europe, which is expected to help Central Banks adopt more dovish monetary policies. However, the constantly changing geopolitical situation, the risk of recession and inflation may make the process of reducing interest rates slower in the near future, causing the

This translation is for reference purpose only.

interest rate level to remain high for a long time are still risk factors that investors need to consider.

- Vietnam's economy is still a bright spot for foreign direct investors thanks to its favorable geographical location, stable politics, the economy is forecasted to continue to grow high in the coming time, abundant young labor force and a consumption market of nearly 100 million people. In particular, Vietnam is also expected to become a potential destination for semiconductor manufacturers, thereby helping Vietnam strongly attract foreign direct investment flows in the coming time.

## b. Bond Market

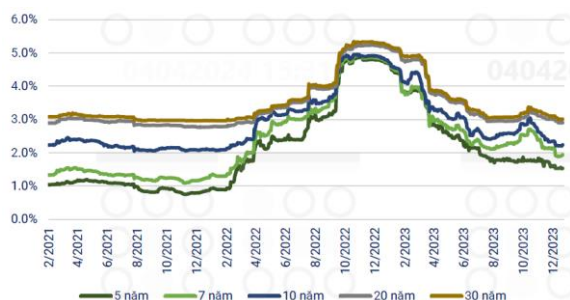
### Overview of Vietnam's bond market in 2023

#### Government bonds (government bonds)

According to the Vietnam Bond Market Association (VBMA), in the primary market in 2023, the Hanoi Stock Exchange (HNX) has successfully held bidding for VND 298.5 trillion of bonds while VND 59.5 trillion of bonds matured, resulting in a net issuance of VND 239.0 trillion, an increase of 35.1% compared to 2022.

In the secondary market, the average transaction value per session in 2023 reached more than VND 6.6 trillion, down 16.7% compared to 2022. Despite returning to net buying in the last two months of the year, in 2023, foreign investors have sold a net of VND 4.6 trillion, down from a net selling of VND 8.1 trillion in 2022.

Bond yields fell in both primary and secondary markets. The main reason is the SBV's successive cuts in the operating rate from March 2023 to support the economy along with excess banking system liquidity and low credit demand. By the end of 2023, the secondary trading yield of 10-year, 15-year, 20-year and 30-year bonds will be at 2.22%; 2.42%; 2.91% and 3.01%, down 261, 255, 229 and 228 basis points, respectively, from 2022.



Government bond yields in the secondary market

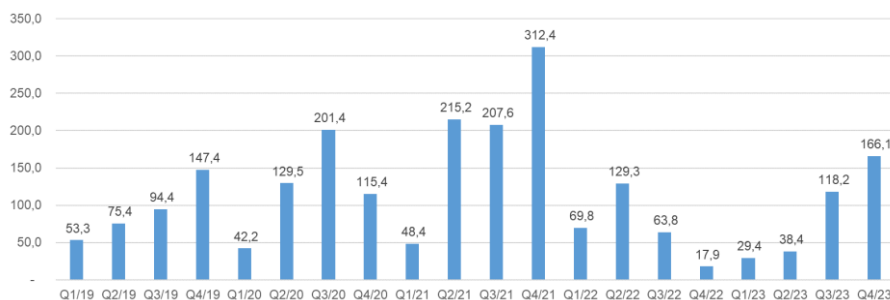
Source: VBMA

#### Corporate bonds (corporate bonds)

This translation is for reference purpose only.

The corporate bond market, after experiencing more than one up-and-down 2022 and witnessing low investor confidence, has shown more positive signs in 2023. By the end of 2023, the total value of outstanding corporate bonds will reach more than VND 1,252 trillion (reaching a rate of 12.0% compared to Vietnam's GDP in 2023). In terms of industry structure, the banking industry accounted for the largest proportion of corporate bond outstanding loans (reaching more than VND 485 trillion, proportioning 38.8%), followed by the real estate industry (reaching nearly VND 405 trillion, proportioning 32.3%). In terms of issuance method, issuers are very fond of private placement, with the proportion accounting for more than 89.4% of total corporate bond balance.

In Q4/2023, the total value of successful corporate bond issuance reached about VND 166.1 trillion, up 38.7% compared to Q3/2023 and up sharply to 809.3% over the same period in 2022. In which, the total value of private placement was VND 149.8 trillion (accounting for 90.2%) and VND 16.3 trillion issued to the public (accounting for 9.8%). For the whole year 2023, the total issuance value will reach about VND 352.1 trillion, up 25.4% compared to 2022, of which the total value of private placements will reach VND 315.0 trillion (up 21.2%) and the total value of public issuance will reach VND 37.1 trillion (up 78.8%).



Corporate bond value issued each quarter over the years (trillion VND)

Source: Fiinpro, UOBAMVN compiled

Since the launch of the private bond trading system in July 2023, by the end of 2023 there have been 822 bond codes registered for trading. Transaction information was recorded, so the total transaction value increased sharply, especially in Q4/2023 to reach VND 221.6 trillion with the average transaction value per session reaching VND 3,463 billion, up 352% compared to Q3/2023.

Early corporate bond redemption activities of issuers also took place quite strongly. By the end of 2023, the total value of corporate bonds acquired will reach more than VND 242.0 trillion. In 2024, the total maturing corporate bond value is expected to be VND 264.4 trillion

#### **Investment Opportunity**

Vietnam's bond market, especially corporate bonds, still has some difficulties to solve, but the room for growth and investment opportunities is still huge. The Government is aiming to build the corporate bond market to become a pillar of Vietnam's financial market, creating a capital channel and a driving force

This translation is for reference purpose only.

for the economy in the coming development period. Currently, total corporate bond debt has only reached 12.0% of Vietnam's GDP, significantly lower than other countries in the region such as Thailand (25.5% of GDP), Singapore (34.3% of GDP) or Malaysia (54.3% of GDP). The corporate bond market is also expected to develop more transparently and sustainably in the coming time thanks to the Government's support solutions as follows:

- Complete the legal corridor related to the issuance of private corporate bonds, including tightening conditions for issuance, especially regulations on capital use purposes, auditing capital purposes to correct misuse (especially real estate speculation) that is prone to causing risks to investors and chain risks in the financial system. In addition, the current regulations also orient to promote the public release channel instead of the private placement channel to limit risks to the market.
- Regulations on credit rating for corporate bonds when issued in some mandatory cases take effect from the beginning of 2024. Currently, the Ministry of Finance has licensed three eligible companies to provide bond credit rating services including FiiRatings, VIS Rating and Saigon Ratings. These companies include major capital contributions or technical support from prestigious rating agencies around the world such as Moody's and S&P.
- On July 19, 2023, the Ministry of Finance launched a private bond trading system under HNX to help improve openness and transparency of information, thereby improving liquidity for the market.
- With the real estate industry always accounting for a large proportion in corporate bond issuance, the Government, the National Assembly and related departments have also stepped up the review and adoption of amended legal regulations related to the land law, housing law, real estate business law... in order to remove obstacles and difficulties in project implementation as well as reduce speculation and support the market to develop more sustainably.
- The Ministry of Finance is strengthening the management, supervision, inspection and inspection of activities related to issuance and provision of corporate bond services of securities companies, issuers and service-providing organizations to detect and strictly handle violations, enhance market transparency, ensure that the corporate bond market becomes an important and effective capital mobilization channel for enterprises.

#### IV. INFORMATION ABOUT THE FUND MANAGEMENT COMPANY AND SERVICE PROVIDERS

##### 1. Fund Management Company

Company name	UOB Asset Management (Vietnam) Fund Management Joint Stock Company			
Abbreviated name	UOBAM (Vietnam)			
Business License	Business License No.	49/UBCK-GP	issued by	the SSC dated January 23, 2009 and the amendments of the

This translation is for reference purpose only.

	Licenses from time to time.
Charter capital	140,000,000,000 VND (One hundred forty billion Vietnamese Dong)
Head office	07th Floor, Central Plaza, 17 Le Duan, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam
Phone	(84 28) 3910 3757
Fax	(84 28) 3910 3794
Email	<a href="mailto:vn-uobam-bd@UOBgroup.com">vn-uobam-bd@UOBgroup.com</a>
Website	<a href="http://www.uobam.com.vn">www.uobam.com.vn</a>

#### 1.1. About UOB Asset Management (Vietnam) Fund Management Joint Stock Company

UOB Asset Management (Vietnam) Fund Management Joint Stock Company, formerly known as VIPC Fund Management Joint Stock Company, was established in 2009, then renamed as VAM Vietnam Fund Management Joint Stock Company in 2013. After being acquired by UOB Asset Management Ltd., (Singapore) in early 2021, the company changed its name to UOB Asset Management (Vietnam) Fund Management Joint Stock Company (hereinafter referred to as “UOBAM (Vietnam)”). UOBAM (Vietnam) provides securities investment fund management services, securities portfolio management and securities investment advisory services to domestic and foreign individual and institutional investors.

Business results of the company in the last 5 years as follows:

*Unit: Million Dongs*

Year	2018	2019	2020	2021	2022	2023
<b>Total revenue</b>	8.419,04	3.376,44	4.508,54	9.210,31	8.891,19	17.155,87
<b>Total costs</b>	8.333,47	5.884,32	4.338,75	15.371,65	19.380,31	27.909,22
<b>Profit/Loss after tax</b>	85,57	(2.507,88)	169,79	(6.161,34)	(10.489,33)	(10.753,35)

The goal of UOBAM (Vietnam) is to become one of leading fund management companies in Vietnam in terms of sustainable investment and application of technology and artificial intelligence in the investment process. UOBAM (Vietnam) applies and complies with UOBAM Group's international standards in all activities, including but not limited to, corporate governance, risk management in operations and investments, compliance and legislation, and information technology system security. Investment activities are always ensured strictly in compliance with the regulations of UOBAM Group and the law. UOBAM (Vietnam) always keeps the mindset of customer centric and constantly strives to be a trusted asset manager for domestic as well as regional and international investors when investing in Vietnamese stock markets.



This translation is for reference purpose only.

After joining UOBAM Group in early 2021, UOBAM (Vietnam) has been trained and transferred by the Group in policies, processes as well as technology to continue to raise the standards of operation on par with the standards of the Group. As of December 31, 2023, UOBAM (Vietnam) is managing investment funds, segregated accounts and providing investment advice for securities investment portfolios of foreign investors in Vietnamese stock markets with a total asset value of more than 2.442 billion dongs.

## **1.2. Shareholder of UOB Asset Management (Vietnam)**

UOB Asset Management Ltd. (hereinafter referred to as "UOBAM") is holding 99% shares of UOB Asset Management (Vietnam). UOBAM is a wholly owned subsidiary of United Overseas Bank (hereinafter referred to as "UOB Bank"). UOBAM is a leading asset management company in Asia, with more than 30 years of experience in the field of asset management and has operating and investment offices in 8 (eight) countries in Asia including Singapore, Thailand, Malaysia, Taiwan, Japan, Brunei, Indonesia and Vietnam. In addition, UOBAM has joint ventures in asset management in China and India. As of 30 June 2023, UOBAM and its subsidiaries manage a total asset value of over S\$32 billion for investors (equivalent to VND562 trillion).

As of 30 June 2023, UOBAM has received a total of more than 300 prestigious awards from international institutions for products and services serving investors, such as:

- "Best Asia Fund House" (roughly translated as "Asia's Best Fund Management Company Award") voted by AsianInvestor Asset Management in 2021, 2020 and 2019.
- "Best of the Best Performance Awards - ASEAN Equity" (roughly translated as "Best Investment Performance Award - Southeast Asia Equity Fund") voted by Asia Asset Management in 2021, 2020 and 2019.

## **1.3. Board of Directors of UOBAM (Vietnam)**

### **Mr. Lee Wai Fai – Chairman of the Board of Directors**

Mr. Lee Wai Fai is currently the Chairman of the Board of Directors of the parent company - UOB Asset Management Ltd. (Singapore) and is the Chief Financial Officer (CFO) of UOB Bank.

He holds a Bachelor of Accountancy (with honor) from the National University of Singapore and a Master of Business Administration in Banking and Finance from Nanyang Business School of Singapore's Nanyang Technological University.

### **Mr. Vana Bulbon – Member of the Board of Directors**

Mr. Vana Bulbon is currently the General Director of UOB Asset Management Company (Thailand).

He holds a Master of Business Administration in Finance from San Diego State University in San Diego, California, USA and a Bachelor of Science in Electrical Engineering from Chulalongkorn University, Thailand.

### **Ms. Thieu Thi Nhat Le - Member of the Board of Directors**

This translation is for reference purpose only.

Ms. Thieu Thi Nhat Le is currently the General Director of UOB Asset Management (Vietnam) Fund Management JSC.

She holds a Master of Business Administration from the Maastricht Institute of Management, the Netherlands and a Bachelor in English from the University of Social Sciences and Humanities of Ho Chi Minh City. She is a licensed Fund Manager in Vietnam.

**Mr. Thng Tien Tat – Independent member of the Board of Directors**

Mr. Thng Tien Tat is currently the Managing Director of UOB Venture Capital Company (Singapore).

He graduated from Nanyang Technological University, Singapore with a Bachelor of Banking and Insurance.

**Mr. Dinh Duc Quang – Independent member of the Board of Directors**

Mr. Dinh Duc Quang is currently the Head of Money Market Division of United Overseas Bank (Vietnam) Limited (UOB Vietnam).

He holds a Master of Business Administration from the University of Bolton (United Kingdom), a Bachelor of Banking from Banking University of Ho Chi Minh City (Vietnam) and a Bachelor in English from Vietnam National University.

**1.4. Board of Management of UOBAM (Vietnam)**

**Ms. Thieu Thi Nhat Le - General Director**

Please refer to the introduction in Item 1.3 Part IV in this prospectus

**1.5. Investment Council of UOBAM (Vietnam)**

**Ms Thieu Thi Nhat Le – Chairman of Investment Council**

Please refer to the introduction in Item 1.3 Part IV in this prospectus

**Ms Feng Fang – Alternative Chairman of Investment Council**

Ms Feng Fang is the Head of Regional Risk Management of UOBAM.

Feng Fang has over 21 years of experience in the capital market in Singapore. She is the Chairman of Investment Council of UOBAM Singapore and the member of several other council of UOBAM Singapore as well as other subsidiaries in the UOBAM Group. In addition, she is a member of the Risk and Performance Council of Investment Management Association in Singapore (IMAS).

She holds a Master of Business (full scholarship) from Nanyang Technological University (Singapore), a Master of Finance from the University of Western Australia, a Bachelor of Engineering from Shanghai Jiao Tong University (China).

**Mr Le Thanh Hung – Member**

Mr. Hung is currently the Market Research Director of UOBAM (Vietnam).

Mr. Hung has 25 years of experience working in finance, investment consulting and fund management, and 13 years in accounting in Vietnam.

This translation is for reference purpose only.

Before joining VAM Vietnam (the predecessor of UOBAM (Vietnam)) in 2017, he was the Director of Investment Research at Technological and Commercial Securities Joint Stock Company. Prior to that, he was a founding shareholder and CEO of CNAV Investment Counsel – a consulting firm managing a Canadian fund investing in Vietnam market for many years. He also held the role of Investment Director and then General Director of Manulife Vietnam Fund Management Company for 6 years.

Mr. Hung holds a Master of Business Administration from the University of Economics Ho Chi Minh City. He is a Professional Financial Analyst (CFA) Certificate and a Fund Management Practice Certificate in Vietnam.

#### **Mr. Dao Loc Thanh - Member**

Mr. Thanh has 14 years of experience working in the fields of banking and finance, analysis, consulting and investment management.

He has worked for many years as an investment analyst and researcher of Vietnam stock market at VAM Vietnam (predecessor of UOBAM (Vietnam)) and representative office in Ho Chi Minh City of Vietnam Asset Management (VAM). This period of time has helped him improve his investment research and analysis skills as well as expand his knowledge and practical experience of Vietnam's stock market.

Mr. Thanh holds a Bachelor of Arts in Physics in Electronic Physics from Vietnam National University in Ho Chi Minh City. He is a licensed Fund Manager in Vietnam

#### **Mr. Tran Minh Tu – Head of Risk Management Department**

Tu is Risk Management Manager of UOBAM (Vietnam)

Mr. Tu has 15 years of experience in auditing and risk management in finance and securities in Vietnam.

In 2021, he joined UOBAM (Vietnam) with the role as Head of Risk Management Department. Before joining UOBAM Vietnam, he held important positions in audit and risk management at different companies such as EVNFinance, Home Credit Vietnam, Vietbank, etc. This period helped him to accumulate knowledge and practical experience on the financial and securities market of Vietnam.

Mr. Tu holds a Bachelor of Economics from the University of Economics in Ho Chi Minh City.

## **2. Custodian Bank**

**Name of Custodian Bank: Standard Chartered Bank (Vietnam) Limited**

**Abbreviated Name:** Standard Chartered Bank

**Establishment and operation license No.** 56/GP-NHNN issued by the State Bank of Vietnam on 27/11/2023, renewed for License No. 236/GP-NHNN issued by the State Bank of Vietnam on 08/09/2008 and approval documents related to the amendment and supplementation of the license (and amendments, supplemented or replaced from time to time).

**Depository registration certificate No:** 08/ GCN-UBCK issued by the State Securities Commission

This translation is for reference purpose only.

dated 07 May 2015 (and the amendment, supplements and replacements from time to time)

**Headquarters:** Level 3, Unit CP1.L01 & CP 2. L01, Capital Place, no. 29 Lieu Giai, Ngoc Khanh Ward, Ba Dinh District, Hanoi City, Vietnam.

**Tel:** 024 3936 8000

**Fax:** 024 3837 8356

The Custodian Bank is responsible for the scope of activities of the Custodian Bank as specified in the Fund Charter and the Custodian Agreement.

### 3. Audit Company

To ensure the accuracy of the reporting data to investors on annually basis, based on the proposals of audit firms of the Fund Management Company, the General Meeting of Shareholders or Board of Representative of the Fund (in case of being authorized by the General Meeting of Shareholders) will decide the audit firm for the Fund.

### 4. Distributors

UVDIF fund units are distributed at the designated Distributors and Order Receiving Points. The list of Distributors and Order Receiving Points may change at any time after completing the notification procedures with the State Securities Commission in accordance with the law and will be updated regularly on the Fund Management Company's website. The initial list of proposed Distributors is set out in Appendix 3 of the Prospectus.

### 5. Authorised Service Providers

#### 1.1. Authorized service provider for the fund administration service:

Standard Chartered Bank (Vietnam) Limited

Headquarters: Level 3, Unit CP1.L01 & CP 2. L01, Capital Place, no. 29 Lieu Giai, Ngoc Khanh Ward, Ba Dinh District, Hanoi City, Vietnam.

Establishment and operation license No. 56/GP-NHNN issued by the State Bank of Vietnam on 27/11/2023, renewed for License No. 236/GP-NHNN issued by the State Bank of Vietnam on 08/09/2008 and approval documents related to the amendment and supplementation of the license (and amendments, supplemented or replaced from time to time).

Depository registration certificate No: 08/ GCN-UBCK issued by the State Securities Commission dated 07 May 2015 (and the amendment, supplements and replacements from time to time)

The fund administration service provider is responsible to the extent related to the services provided in accordance with the provisions of the fund administration service contract between the Fund Management Company and the organization providing the fund administration service.

#### 1.2. Authorised service provider for transfer agent:

Vietnam Securities Depository and Clearing Corporation

Address: 112 Hoang Quoc Viet, Ward Nghia Tân, Cau Giay District, Hanoi

Điện thoại: 024 39747123 Fax: 024 39747120

Operating license No. 26/2022/QĐ-TTg approved by the Prime Minister on 16 December 2022.

This translation is for reference purpose only.

The Transfer Agency Service Provider shall exercise the rights and be responsible within the scope related to the service provided as stipulated in the provisions of the service contract signed between the Fund Management Company and the Service Provider.

## V. GENERAL INFORMATION ABOUT THE FUND

### 6. General information about the Fund

Fund name:	QUỸ ĐẦU TƯ UNITED THU NHẬP NĂNG ĐỘNG VIỆT NAM
Abbreviations:	UVDIF
English name	United Vietnam Dynamic Income Fund
Type of fund:	Open-ended securities investment fund
Address:	Level 07, Central Plaza, 17 Lê Duan street, Ben Nghe ward, District 1, HCMC, Việt Nam.
Tel:	(028) 3910 3757
Fax:	(028) 3910 3794
Website:	www.uobam.com.vn
Certificate of registration for the public offering of securities investment fund units:	Số 40/GCN-UBCK do Ủy ban Chứng khoán Nhà nước cấp ngày 10/05/2024.
Establishment and Operation Certificate	Số ...../GCN-UBCK do Ủy ban Chứng khoán Nhà nước cấp ngày ...../...../.....
Nature and Duration of Fund:	UVDIF is an open-ended securities investment fund, organized and operated under Vietnam applicable regulations. The Fund is responsible the subscription and redemption of Fund units to Investors on Dealing Date. The Fund duration of the Fund is indefinite..

### 7. Board of Representatives of the Fund (tentatively):

#### Mr. Do Thanh Tung, CFA – Chairman of the Board of Representatives, Independent Member

Mr. Tung is currently Director of Issuance Consulting at Techcom Securities Joint Stock Company (TCBS). Mr. Tung has more than 11 years of experience in investment, auditing and corporate finance consulting in Vietnam. He has advised corporations and companies in mobilizing capital from the issuance of bonds and stocks with an annual mobilized value of up to tens of thousands of billion dong. Before joining TCBS, Mr. Tung was the Director in charge of investment analysis at Techcom Capital JSC. At Techcom Capital, Mr. Tung was responsible for appraising, analyzing and leading the analysis team to select investments for TCEF open-ended equity fund and TCBF open-ended bond fund with a total scale of more than VND 20,000 billion. He also has a deep experience in auditing while working at Deloitte Vietnam.

Mr. Tung graduated with a Master of Business Administration from the French - Vietnamese Center

This translation is for reference purpose only.

For Management (CFVG Ho Chi Minh). He holds a Certificate of Chartered Financial Analyst (CFA) and a Certificate of Practice in Fund Management in Vietnam..

**Ms. Thieu Thi Nhat Le – Vice Chairwoman**

Please refer to the introduction in Item 1.3 Part IV in this prospectus

**Ông Ly Trung Thanh – Independent member of the Board of Representatives**

Mr. Thanh is currently Deputy Director of RSM Vietnam Consulting and Auditing Co., Ltd. He has more than 14 years of experience working and providing financial statement audit services, consulting to support businesses to improve internal control systems, risk identification, risk consulting services and business consulting services for clients who are multinational corporations, FDI enterprises, listed companies and leading enterprises in Vietnam.

Mr. Thanh has experience working with local and foreign companies in various industries such as real estate, manufacturing, trading and services. He also coordinates with the international RSM network to provide cross-border support transactions, especially with RSM US, RSM Singapore, RSM Hongkong and RSM China.

Mr. Thanh holds a Bachelor's degree in Economics majoring in Accounting from the University of Economics Ho Chi Minh City. He holds a Certificate of Auditor and a Certificate of Registration of Auditing Practice in Vietnam.

**Lawyer Le Tien Dat – Independent Member of the Fund's Representative Board**

Mr. Le Tien Dat is currently the Director and Managing Partner of ADK Vietnam Law Firm. Lawyer Dat has nearly 13 years of experience practicing and operating at leading law firms in Vietnam. Mr. Dat specializes in many fields of operation such as corporate, mergers and acquisitions (M&A), renewable energy projects, real estate, construction, domestic and foreign investment projects, mediation and dispute resolution, international sale and purchase of goods.

Lawyer Dat is a member in charge of successfully advising on many mergers and acquisitions (M&A) transactions in manufacturing, machinery trading, agriculture, FMCG, construction, logistics, technical inspection and inspection services, education and training, pharmaceuticals, management consulting, etc.. He was also the lead member to represent a Singapore-listed company to acquire a 100% stake in a shipyard in Ba Ria-Vung Tau Province, Vietnam for a transaction value of US\$10 million. In the field of real estate, he was the main consultant in the registration and implementation of 2 new urban projects in Dong Nai province, Vietnam with a total land use scale of more than 800ha and principal consultant for an investment group of 6 companies based in the UK to divest from 4 industrial park projects, ports, residential and industrial utility services in a land area of up to 600ha in Long An province, Vietnam with an agreed value of 270 million USD, etc.

Lawyer Dat is currently an arbitrator at the Southern Commercial Arbitration Centre (STAC) and a member of professional associations such as Lawasia Association, Ho Chi Minh City Bar Association, Vietnam Bar Federation.

This translation is for reference purpose only.

Luật sư Đạt tốt nghiệp Cử nhân chuyên ngành Luật học tại Trường Đại học Luật Thành phố Hồ Chí Minh. Ông có Chứng chỉ Hành nghề Luật sư tại Việt Nam.

## 8. Board of Representatives of the Fund

### Mr. Dao Loc Thanh

Section 1.5 Part IV of this Prospectus

### Ms. Nguyen Hong Nhung

Ms. Nhung is Portfolio Manager of UOBAM (Việt Nam)

Ms. Nhung has 13 years of experience in banking and finance, analysis, consulting and investment management.

Ms. Nhung has 4 years of experience working in credit sector at Shinhan Bank Vietnam. Since 2015, she joined VAM Vietnam Fund Management Company and later UOB Asset Management (Vietnam). During her tenure at the Company, she held various managerial positions in fund administration, analysis, consulting and investment management.

Ms. Nhung graduated with honors in Banking and Finance from Ho Chi Minh City Banking University in 2011. She holds an MBA from the French-Vietnamese School of Management CFVG (France), passed Level 2 of Chartered Financial Analyst (CFA, USA) and has Fund Management Practice Certificate in Vietnam.

## VI. INVESTMENT OBJECTIVES AND STRATEGIES, ASSET ALLOCATION, INVESTMENT SELECTION METHODS AND RESTRICTIONS:

### 1. Investment objectives

UVDIF's investment objective is to simultaneously seek recurring regular income and long-term principal growth through building a diversified portfolio of high-quality fixed-income assets and stocks. The fund also aims to pay out annual income..

### 2. Investment Strategy

The Fund aims to build a diversified investment portfolio in accordance with investment regulations, including asset classes with expected allocation proportions as follows:

Asset Class	Proportion based on NAD
Equity	20% - 80%
Fixed income	20% - 80%

- Depending on the market situation as well as analytical assessments, the Fund has flexibility in the above allocation proportion. The allocation of each asset class depends on available investment opportunities and the investment team's assessment of the risks and returns of these investment opportunities.
- Investment strategy for each asset type is as follows:
  - ✓ **For Fixed income asset**
    - Through overall analysis of the market, interest rate trends, and industry analysis, the Fund will select the proportion allocated to each asset type in fixed income assets (money market instruments, government bonds, corporate bonds).

This translation is for reference purpose only.

- Regarding bank deposits, the Fund only invests in deposits of commercial banks in the List of approved banks of the Fund Representative Board. This list includes banks with high credit ratings by reputable independent rating organizations. For other money market instruments, the Fund will choose a reasonable term, balancing the level of risk and return, appropriate changes and actual market conditions.
- Regarding government bonds, local government bonds and government-guaranteed bonds, the Fund selects on the basis of identifying interest rate trends and liquidity of different terms.
- Regarding corporate bonds, the Fund invests in bonds of issuers with good financial status, stable cash flow and high ability to pay debt obligations and the issuer meets the Satisfactory credit rating through the internal rating system as well as references from reputable independent credit rating organizations. In addition, the selected bonds must have an appropriate structure, attractive interest rates compared to the risk level as well as consider the bond's liquidity. The fund will also ensure diversity in bond selection to minimize risks.

✓ **For equity:**

- The fund will invest in a combination of stocks that pay regular high dividends every year and growth stocks. The investment team will analyze fundamental factors and evaluate the long-term competitiveness of companies to find companies that are able to maintain high dividends or have the potential to become successful. industry leaders or companies making a major change that improves growth. The Fund will also re-consider whether the stock price adequately reflects the correlation between the company's intrinsic value, sustainable growth opportunities, and business and financial risks.
- The Fund will also use a harmonious top-down approach (top-down: overall macroeconomic analysis of the economy, industry prospects and companies benefiting from those prospects) as well as Bottom-up approach (bottom-up: focuses on analyzing business competitive advantages, financial situation, governance factors, company valuation, dividend yield...)
- The Fund will regularly monitor and proactively rebalance the portfolio to keep up with market developments as well as follow the long-term strategic goals that the Fund has set.

3. In general, the Fund's investment strategy will be based on a cultural foundation that always emphasizes the role of risk management and complies with the risk management standards framework of UOB Asset Management Group, thereby preventing risks. risks for UOB Asset Management Group's Customers in Vietnam and countries around the world.

**According to the provisions of law, the Fund is allowed to invest in the following types of assets:**



This translation is for reference purpose only.

- a) Deposits at commercial banks according to the provisions of banking law;
- b) Money market instruments include valuable papers and transferable instruments according to the provisions of law;
- c) Government debt instruments, government-guaranteed bonds, local government bonds;
- d) Listed stocks, stocks registered for trading, bonds listed on the Stock Exchange, public fund units;
- e) Initial public offering stocks, public offering bonds; corporate bonds issued privately by a listed organization with a payment guarantee from a credit institution or a repurchase commitment from the issuing organization at least once (1) in twelve (12) months and each time Commit to repurchasing at least thirty percent (30%) of the issuance value;
- f) Rights arising associated with securities held by the Fund;

The above investment assets are in accordance with current legal regulations. In case the legal regulations change, the Fund's investment assets will change accordingly in accordance with the new legal regulations.

#### **4. Investment restrictions**

4.1 UVDIF's investment portfolio must be consistent with the investment objectives and strategy clearly specified in Clauses 1 and 2, Part VI of the Prospectus.

4.2. The Fund's investment portfolio structure must ensure the following investment limits:

(a) Except for deposits in the Fund's payment account at the Supervisory Bank, the Fund may not invest more than forty-nine percent (49%) of the total value of the Fund's assets in assets as prescribed in point 1. (a), (b) Section 3, Part VI of this Prospectus;

(b) Do not invest in securities of an issuing organization more than ten percent (10%) of the total value of the outstanding securities of that organization, except for Government debt instruments;

(c) Do not invest more than twenty percent (20%) of the Fund's total asset value in outstanding securities and assets (if any) specified in Points (a), (b) Section 3 Part VI of this Prospectus of an issuer, except for Government debt instruments;

(d) Do not invest more than thirty percent (30%) of the Fund's total asset value in the assets specified in Points (a), (b), (d), and (e) Section 3, Part 3. VI This Prospectus is issued by companies in the same group of companies that have ownership relationships with each other in the following cases:

(i) Parent company, subsidiary company;

This translation is for reference purpose only.

(ii) Companies owning more than thirty-five (35%) shares or capital contributions of each other; or

(iii) Subsidiary group has the same parent company.

(e) Do not invest more than ten percent (10%) of the Fund's total asset value in the assets specified in point (e) Section 3, Part VI of this Prospectus;

(f) The total value of major investment items in the Fund's investment portfolio must not exceed forty percent (40%) of the total value of the Fund's assets. In particular, the Fund's major investment items are investments in the types of assets specified in Points (b), (d), (e) and (f) Section 3, Part VI of this Prospectus (except certificates of deposit) issued by the same organization, with a total value of 5% or more of the total value of the Fund's assets;

(g) At all times, the Fund's total outstanding loans and payables must not exceed the Fund's Net Asset Value;

(h) Do not invest in the Fund's own fund units;

(i) Only invest in other public fund units, public securities investment companies managed by other fund management companies and ensure the following restrictions:

- Do not invest in more than 10% of the total number of outstanding fund units of a public fund or outstanding shares of a public securities investment company;

- Do not invest more than 20% of the Fund's total asset value in fund units of a public fund or shares of a public securities investment company;

- Do not invest more than 30% of the Fund's total asset value in public fund units or shares of public securities investment companies;

(j) Do not invest directly in real estate, gemstones, or rare metals;

(k) Must have securities of at least six (06) issuing organizations;

(l) Do not conduct agreed sales transactions with other funds jointly managed by the Fund Management Company;

(m) Do not conduct any transactions with the intention of benefiting the Fund Management Company, the person or organization entrusted with the fund management or any party other than the benefit of the Fund's Investors. .

4.3 The investment structure of the UVDIF Fund may exceed the investment restrictions specified at Points (a), (b), (c), (d), (e), (f) and (i) Section 5.3 of this Chapter only for the following reasons:

- (a) Movements in the market price of assets in the UVDIF Fund's portfolio;
- (b) Making payments of the UVDIF Fund in accordance with the law, including the execution of the Investor's trading orders;
- (c) Activities of division, separation, consolidation and merger of issuers;
- (d) The fund is newly licensed for establishment or due to fund separation, consolidation, or merger with less than six (06) months of operation from the date of issuance of the Fund establishment registration certificate or the adjusted Fund establishment registration certificate;
- (e) The Fund is in the process of dissolution.

Within 03 months from the date of deviations arising due to the reasons specified at Points a, b, c and d, Section 4.3 of this Chapter, the Fund Management Company is obliged to notify the State Securities Commission and adjust the investment portfolio structure to conform to the provisions of Section 4.2 of this Chapter.

4.4 In case the deviation is caused because the Fund Management Company fails to comply with the investment restrictions prescribed by law or the Fund Charter, the Fund Management Company must readjust the investment portfolio within fifteen (15) days from the date of detecting the deviation. The Fund Management Company must compensate for damage to the Fund (if any) and bear all costs incurred with the adjustment of the investment portfolio. If profits are generated, all profits must be immediately recorded in the Fund.

4.5 From the date of completing the readjustment of the investment portfolio, the Fund Management Company must disclose information according to regulations, and at the same time notify the State Securities Commission about deviations in the investment portfolio structure, cause, time of occurrence or discovery of the incident, extent of damage and compensation for damage to the Fund (if any) or profit generated for the Fund (if any), remedies, implementation time, remedial results.

4.6 The Fund Management Company is only allowed to deposit money and invest in money market instruments specified in Points (a), (b) Section 3, Part VI of this Prospectus of credit institutions on the list approved by the Board of Directors. Fund approved.

This translation is for reference purpose only.

Investment in assets specified in point e, Section 3, Part VI of the Prospectus must meet the following conditions:

- a) There are provisions in the Fund Charter and Prospectus;
  - b) the Fund Representative Board has approved in writing the type, stock code, quantity, transaction value, and time of implementation;
  - c) There are sufficient documents proving the payment guarantee or documents on the repurchase commitment of the issuing organization.
- 4.7 The Fund makes indirect investments abroad in accordance with the provisions of law on investment after being approved by the State Securities Commission for indirect investments abroad and ensures the following principles:
- a) The Fund has been granted a limit for indirect investment abroad by the State Bank of Vietnam;
  - b) The Fund can only make indirect investments abroad in assets specified in the Fund Charter and in accordance with the regulations of the State Bank of Vietnam;
  - c) The Fund may not invest more than 20% of the fund's net asset value abroad and must not exceed the registered investment limit confirmed by the State Bank of Vietnam.
  - d) The structure of outward indirect investment, limit of outward indirect investment, adjustment of limit of outward indirect investment of the fund must comply with regulations on investment structure and investment limit , adjust investment limits according to the provisions of this Article.

## **5. Borrowing, lending, repurchase, margin trading and short selling activities of the Fund**

- 5.1. The Fund Management Company is not allowed to use the Fund's capital and assets to lend or guarantee any loan.
- 5.2. The Fund Management Company is not allowed to borrow for investment, except in the case of short-term loans according to the provisions of banking law to cover necessary expenses for the Fund or to make payments for Fund unit transactions with Investors. The total value of the Fund's short-term loans must not exceed five percent (5%) of the Fund's net asset value at any time and the maximum loan term is thirty (30) days.
- 5.3. The Fund Management Company is not allowed to use the Fund's assets to perform margin transactions (loans to buy securities) for the Fund or for any other individual or organization.

This translation is for reference purpose only.

- 5.4. The Fund Management Company is not allowed to use the Fund's assets to conduct short selling or securities lending transactions.
- 5.5. The Fund is allowed to conduct repurchase transactions of Government debt instruments according to regulations of the Ministry of Finance on management of transactions in Government debt instruments.

## **6. Investment selection method**

- 6.1. Investment selection methods for money market instruments.

Choose money market instruments with reasonable terms, balance between risk and return levels, appropriate changes and actual market conditions.

- 6.2. Investment selection method for debt instruments

Select debt instruments based on assessments, internal credit ratings and credit ratings of reputable organizations, attractiveness of yield and liquidity of that debt instrument

- 6.3. Investment selection method for stocks

Select stocks with good fundamentals, appropriate dividend yields or growth potential with attractive valuations that are specifically considered in the context of the economy and market prospects.

- 6.4. Investment selection method for bonds

Choose corporate bonds from issuers with good financial status, stable cash flow and high ability to pay debt obligations and at the same time the issuer has a satisfactory credit rating.

The selection of government bonds, local government bonds and government-guaranteed bonds is considered on the basis of identifying interest rate trends and liquidity of different terms.

- 6.5. Investment selection method for other investment assets

Select other investment assets in accordance with the provisions of the Fund Charter and legal regulations.

## **VII. RISKS ASSOCIATED WHEN INVESTING IN THE FUND**

Like any other type of investment, investing in the UVDIF fund may have risks. Investors should be aware of these risks and their risk appetite and consider them carefully prior to

This translation is for reference purpose only.

making any investment decisions in the Fund. Although Fund Management Company applies risk management methodologies, there still exists potential risks when investing in the Fund. Investors should note some important points:

1. Investment in the Fund is not guaranteed and warranted by any custodian bank or any other institutions that the Fund will achieve the investment objective set out. Returns of Investment may be lower than Investors' expectations or lower than other Investment alternatives that were available at the time of the original investment over the same Investment period; or Investors' principal may be partially or wholly lost. The Fund, UOBAM, their directors, and employees make no guarantee against loss of principal or returns on the Investment.
2. UVDIF Fund aims to invest in long-term asset growth for Investors. Investors should not expect to get short-term growth in asset value from this investment.
3. The name of the UVDIF does not indicate either the quality of the Fund or its prospects and returns in the future.
4. Past performance of the UVDIF, of UOBAM does not indicate or guarantee the future performance of the Fund.
5. UOBAM (Vietnam) is not responsible for the investment risks of the Fund and the Board of Directors, Management and employees of UOBAM (Vietnam) are not liable for the operational risks of UOBAM (Vietnam) during the management of this Fund.
6. The Fund is an open-ended fund; therefore, Investor can freely subscribe or redeem fund units to the Fund Management Company based on market. When subscribing or redeeming fund units, Investor may have tax obligation as required by applicable laws. Tax obligation of Investor does not reflect in the Fund's operating result.

**Below are the main risks in investing in securities, but not all the risks related to investing in the Fund:**

#### **1. Market risk**

This type of risks occurs when the Investment asset value of the Fund decreases partially or wholly within a period of time. This risk may result in decrease in value of the whole market. This systematic risk goes beyond the Fund Management Company's control. However, there are many factors contributed to market risk, which can be minimized by identifying and specifically controlling each type of risk, for example, inflation risk, interest rate risk, price volatility risk, and exchange rate risk.

These are systemic risks, which are beyond the control of the Fund Management Company.

#### **2. Inflation risk**

Inflation risk is the risk that the value of the Fund's Investments decreases due to inflation. Inflation risks have different effects on stocks and bonds.

Bond prices often moves inversely to changes in inflation, since increased inflation will require an increase in bond yields, resulting in lower bond prices. In addition, continuously high inflation rate would reduce the real value of the bonds' face value and coupons received every period. The Fund may reduce inflation risk on Fund's asset

This translation is for reference purpose only.

allocated to bonds by reducing the term of the bonds or hold more bonds with floating interest rate if inflation is expected to rise; or vice versa. Inflation has indirect effects on stocks because companies can pass the increased costs due to inflation to their consumers. However, in overall, in increasing inflation environment, increased borrowing costs due to generally high mobilizing interest rate will lead to reduction of investment, as a result, business value and company growth shall decrease

**Risk management method:** The Fund can reduce inflation risk on assets allocated to stocks when investing in businesses with sustainable competitive factors, including the ability of enterprises to transfer most of the inflation to customers and consumers.

### 3. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of financial instruments held by the Fund fluctuates due to changes in market interest rates resulting from changes in monetary demand/supply and other macro-economic factors. Interest rate risk directly affects bonds and indirectly affects stocks.

Increased interest rates will decrease the bond prices in the secondary market to make actual bonds yields increase equally to market interest rates. Higher interest rates directly impact on the demand for loans and debt structure of each company, the company's ability to raise selling prices to offset the increased financial costs, inflation expectations; these factors indirectly affect the stock prices.

**Risk management method:** The Fund Management Company shall regularly analyses and evaluate the macro-economic conditions, market movements trends and interest rate expectations in each period to make appropriate asset allocation decisions. The Fund Management Company will analyze the financial statements of companies in the investment portfolio or have investment potential to assess future business cash flows, debt repayment capacity and associated liquidity risks, from which there will be corresponding investment or divestment decisions to preserve the original value of the investment portfolio.

### 4. Exchange rate risk

Exchange rate risk is the risk that value of Investments and financial instruments of the Fund are affected by fluctuations in exchange rates. The Fund's Investments shall be exposed to exchange rate risk when the companies in which the Fund invests have import and export operations or liabilities denominated in foreign currencies.

In other respects, the Fund shall not protect and be responsible for exchange rate risk for foreign investors who purchase Fund units by using the only currency accepted by the Fund - Vietnam Dong. Therefore, foreign investors will need to find their own tools to protect themselves from this risk.

**Risk management method:** These Investments will be monitored through a thorough analysis of revenues & liabilities of the companies.

## 5. Price volatility risk

Price volatility risk is the risk that the market value of the financial instruments decline when the market index changes and the value of each securities change. Decline in market price shall lead to a decrease in the value of the Fund's Investments.

**Risk management method:** The Fund invests in stocks of companies with good fundamentals which should generally be exposed to lower volatility than the market. In addition, the Fund also aims to create, accumulate and increase the safety margin of the Investment's costs over the long-term portfolio holdings to reduce impact and dependence on the momentary fluctuations of share prices in short term.

## 6. Legal risks

Vietnam securities market as well as its legal framework are still young. There exist legal risks while the Government is still in the process of completing and adjusting the legal framework for securities operations and securities market. These adjustments may influence the Fund's operations or the Fund's asset value in the future.

**Risk management method:** The Fund Management Company will assess the impact of these changes on the Fund and the companies in the Fund's portfolio to adjust the portfolio's structure accordingly.

## 7. Risks of investment strategies

The risk arises directly from the Fund's Investment strategy when choosing a value Investment approach: the stock price may not increase as expected by the Fund and the investors holding Fund units if other investors in the market do not realize the value of these stocks, or the fundamental value that the Fund expectation cannot help the stock price to increase to the actual value assessed by the Fund.

**Risk management method:** The Fund will maintain a diversified portfolio including stocks of companies that have sustainable competitive advantages in different sectors. In addition, the Fund shall also diversify its Investments appropriately by investing in stocks with different market capitalization. However, the risk management may also be affected by the number of stocks the Fund invests at a time

## 8. Risk of Investment restriction

Relevant regulations only allow the Fund to invest in listed shares, shares registered for trading, shares to be listed, delays equitization and listing, registration of shares of potential companies shall reduce the diversification and representation and also limit Investment opportunities of the Fund in the best companies of different industries and market capitalization.

The bond market in Vietnam is currently quite limited in terms of quantity, issuer,



This translation is for reference purpose only.

industry, issuance frequency as well as the diversification of terms and product categories. Hence UOBAM may encounter difficulties in searching for investment opportunities following asset allocation strategy chosen or difficulty in investment portfolio diversification.

#### **9. Valuation interest rate risk**

This is the risk when the quoted interest rate is different from the actual interest rate, causing the value of the asset being bought/sold to be different from the book value. The discount interest rate used for valuation is based on the interest rates listed on HNX/ VBMA/ Bloomberg/ Reuters; This is a reference interest rate. Depending on the time and quality of input information, this interest rate may not be close to the actual transaction interest rate.

#### **10. Settlement risk**

The risk arises when the Fund deals with a partner who does not pay for the stock purchase or transfer the securities to the Fund after the Fund has paid for the purchase.

For stocks, this risk is generally related to the transactions of unlisted companies. However, the open-ended fund shall only invest in listed shares, or shares registered for trading. In addition, transactions are conducted through the trading system of the Stock Exchanges or through securities companies with a custody system, and supervision according to applicable laws, to ensure lawful and sufficient holding balances of securities and sufficient cash balances of stakeholders.

For bonds and debt instruments, this risk is generally related to the case when the bond issuers or the guarantors fail to pay the principal and interest amounts at maturity to the Fund. To minimize this risk, the Fund may invest in Government Bonds, Government-backed bonds, municipal bonds, which are less risky and payment is more certain. For corporate bonds (if any), until Vietnam has intermediary financial institutions responsible for evaluating credit ratings, the Fund may apply statistical techniques, internal system, and refer to the assessment of the credit ratings of the available intermediary organizations to make appropriate investment decisions to reduce risks.

#### **11. Liquidity risk**

The risk arises when the Fund could not liquidate its assets to pay for redemption orders in one Dealing Date or within a specific period of time due to low market liquidity; or the redemption/switching orders can only be partially processed as the Fund's NAV falls below the NAV threshold prescribed by law, or the redemption/switching orders exceed the maximum withdrawal under the provisions of law. Moreover, in force majeure circumstances, investors cannot redeem fund units during the trading suspension period. Fund Management Company reserves the right to process partial redemption or extend the time limit for redemption payment in situations specified in the fund units

This translation is for reference purpose only.

transaction mechanism section in this Prospectus. When the redemption orders take longer to process than required by applicable laws due to the reasons specified above, the Fund Management Company will publish information about the reasons and expected time to process redemption orders of Investors.

**Risk management method:** To minimize liquidity risk, the Fund shall maintain an appropriate level of liquidity keeping a partial currency position and appropriate proportions in assets with highest liquidity to ensure redemption orders could be carried out; the redemption payment in almost cases will be processed on time and shall not be affected by the stocks with temporary low liquidity.

## 12. Conflict of interest risk

The Fund Management Company shall face conflicts of interests between the investment funds and other financial products that it manages.

**Risk management method:** This risk can be managed by establishing separate management team for each fund as well as establishing strict internal processes, transaction processes and investment allocation to minimize this risk.

## 13. Force majeure risk:

The risk arises when unforeseeable events occur objectively and go beyond the control of the Fund Management Company, despite all necessary and permissible measures being taken, these events may have critical and sudden impact on the value of all or some of the Fund's assets. These events may include:

- Natural disasters (earthquakes, floods), fire, nuclear disaster;
- Business environment such as the financial crisis, the banking system crisis, or loss of managing ability of key directors.
- Crisis, computer and information system malfunction.

**Risk management method:** These are risks that have a large and negative impact on the value of the investment portfolio. However, because the probability of occurrence cannot be measured and predicted, the ability to manage risk focuses on diversifying the investment portfolio between industries, geographical locations, consumer markets, etc. In addition, special insurance policies (if any) can be applied to reduce damage occurring from these unusual risks.

## VIII. INITIAL PUBLIC OFFERING (IPO)

### 1. Legal grounds

The establishment and operation of UVDIF and related issues are under the governance of:

- 1.1. Law on Enterprises No. 59/2020 /QH14 passed by the National Assembly on June 17, 2020, effective from January 1, 2021 and documents guiding the implementation of the Law on Enterprises.

This translation is for reference purpose only.

- 1.2. Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam, on 26 November 2019, effective from 01 January 2021.
- 1.3. Decree No. 155/2020/ND-CP dated 31 December 2020 by the Government detailing and guiding several articles of the Law on Securities, effective from 01 January 2021.
- 1.4. Decree No. 156/2020/ND-CP dated 31 December 2020 by the Sanctioning of Administrative Violations in domain of Securities and Securities Market, effective from 01 January 2021.
- 1.5. Circular No. 101/2021/TT-BTC dated November 17, 2021 of the Ministry of Finance regulating service prices in the securities sector applied at the Stock Exchange and Vietnam Securities Depository and Clearing Corporation, effective from 01 January 2022;
- 1.6. Circular No. 102/2021/TT-BTC dated November 17, 2021 of the Ministry of Finance regulating service prices in the securities sector applied at securities trading organizations and commercial banks participating in Vietnam's stock market; effective from 01 January 2022.
- 1.7. Circular No. 96/2020/TT-BTC dated 16 November 2020 by the Ministry of Finance guiding for the disclosure of information on the stock market, effective from 01 January 2021.
- 1.8. Circular No. 98/2020/TT-BTC dated 16 November 2020 by the Ministry of Finance guiding the operation and management of securities investment fund, effective from 01 January 2021.
- 1.9. Circular No. 99/2020/TT-BTC dated 16 November 2020 by the Ministry of Finance guiding the operations of securities investment fund management companies, effective from 01 January 2021.
- 1.10. Circular No. 119/2020/TT-BTC regulating the registration, depository, clearing and settlement of securities transactions;
- 1.11. Circular No. 120/2020/TT-BTC on trading listed stocks, trading registration and fund units, corporate bonds, covered warrant listed on securities trading system;
- 1.12. Circular No. 198/2012/TT-BTC dated 15 November 2012 by the Ministry of Finance on the accounting regime applicable to open-ended funds.
- 1.13. Other relevant legal documents.

## 2. Initial Public Offering Plan (IPO)

### 2.1 Key terms of the IPO

Fund Name	UNITED VIETNAM DYNAMIC INCOME FUND
Abbreviation	UVDIF
Fund type	Open-ended fund
Targeted Investors of the Fund	Being domestic and foreign institutional and individual investors
Term of operation	Unlimited
Expected minimum mobilization of charter capital	Minimum VND 50,000,000,000 (Fifty billion Vietnamese Dong)
Currency base	VND
Unit value	10,000 VND per fund unit (Ten thousand Vietnamese Dong)

This translation is for reference purpose only.

Issuance service fee in the IPO	Issuance service fee in the IPO is announced in Clause 1(a) Section XI of the Fund Prospectus, and in the notification of initial public offering of fund unit which is published on the website of the Fund Management Company after the UVDIF Fund is granted for the certificate of registration for public offering of the fund.
Issuance Price	Equal to par value plus issuance service price for the IPO.
Minimum investment amount	1,000,000 VND (One Million Vietnamese Dong)
Issuance date	Will be specified in the notification of public offering of the fund after the Fund is granted the license of registration for public offering by the State Securities Commission, which is published on the website of the Fund Management Company.
Issuance time	Will be specified in the notification of public offering of the fund. Issuance period shall ensure the minimum registration period of 20 days for Investors to purchase the fund units and shall be completed the distribution of the fund units within ninety (90) days from the effective date of the Certificate of registration for the public offering of the fund units. The Fund may extend the issuance period up to thirty (30) days after the end of the distribution period.

## 2.2. Registration to purchase fund units during the IPO

- (a) Investors who want to register to buy fund units in the IPO need to open an fund trading account by filling in all information on the application for opening an fund trading account and providing know-your-customer information and anti-money laundering (AML) as required by the Fund Management Company, Distributors to the Distributors at the Designated Order-Receiving Points. After that, Investors fill in the information and submit the subscription order to the Distributor where the fund trading account is opened to register to purchase the fund units.
- (b) Investors pay subscription amount by transferring the money to the fund's blocked account opened at the Custodian Bank in Vietnam Dong. The deadline to pay subscription amount in the IPO is before the closing date of IPO. The Fund Management Company will announce the specific timeline in the Notification of public offering of the Fund. The details of the Fund's account opened at the Custodian Bank will also be provided in the notification of public offering of the Fund which is published on the website of the Fund Management Company. If the IPO is successful, the profit (if any) of this amount will constitute part of the assets of the Fund.

This translation is for reference purpose only.

- (c) After the completion of the IPO, if there are at least 100 (one hundred) non-professional investors investing in the Fund and the total investment capital invested in the Fund reaches at least VND 50,000,000,000 (Fifty billion VND), the Fund Management Company will submit the application for the license of the registration of the establishment of the Fund with the State Securities Commission. Upon receipt of the license of the registration of the establishment of the fund, the Custodian Bank will release the blocked account of the Fund so that the Fund can start investing. The first trading day of the Fund will be within 30 (thirty) days from the effective date of the license of registration of establishment of the fund. The first trading date of the fund will be announced on the website [www.uobam.com.vn](http://www.uobam.com.vn).
- (d) The confirmation of the ownership of the fund unit will be sent to investors via registered e-mail or other forms registered by investors within five (05) working days from the effective date of the fund establishment registration license.
- (e) In the event that the Fund cannot raise at least 100 (one hundred) non-professional Investors to invest in the Fund or the total investment capital invested in the Fund is less than VND 50,000,000,000 (Fifty billion VND) at the end of the IPO period or the extension period (if any), the State Securities Commission will not grant the fund establishment registration license to the Fund. In this case, all the money raised from Investors during the IPO together with accrued interest (if any) will be returned to the registered bank account number of the investors within 15 (fifteen) days from the closing date of the IPO. The Fund Management Company will bear all costs arising from the IPO in this case.
- (f) In case the amount transferred to the Fund's account is lower than the minimum investment capital amount, the registration to purchase the fund units of the Investors during the IPO will be considered invalid. This subscription amount will be returned to the Investor within five (05) working days after the Fund receives the License of registration of establishment. The remittance fee incurred is deducted from this refund amount.
- (g) There is no restriction on the maximum number of fund units offered for sale during the IPO, and Investors are purchased the fund units in proportion to the registered and paid investment capital. The number of fund units will be distributed according to the following formula:

$$\text{Number of fund units distributed} = \frac{\text{Subscription amount}}{\text{Issuance price}}$$

- (h) The number of fund units after distribution may be odd in decimal, rounded down to the second decimal place.
- (i) The Fund will not hold the first General Meeting of Investors, upon submitting the application of registration to purchase UVEEF fund units in the IPO, Investors will be entitled to consult some issues of the Fund after the UVEEF Fund is established. Specifically, Investors are consulted a number of the following contents:
  - Approving the Fund Charter, Prospectus, Summary Prospectus of the Fund;

This translation is for reference purpose only.

- Approving the appointment of UOB Asset Management (Vietnam) Fund Management Joint Stock Company as the Fund Management Company and Standard Chartered Bank (Vietnam) Limited as the custodian bank of the Fund;
- Approving the list of the members and the term of the Board of Representatives;
- Appointment of the Chairman of the Board of Representatives of the Fund;
- Approving the remuneration for the members of the Board of Representatives of the Fund and other operating expenses of the Board of Representatives of the Fund;
- Approving the authorization for the Board of Representatives of the Fund to (i) select an auditing company for the Fund in the period from the day of the establishment of the Fund until the first General Meeting of Investors is held, (ii) approve the Valuation Manual and changes in the Valuation Manual of the Fund;
- Approving and authorizing the Fund Management Joint Stock Company to sign the custodian and supervisory agreement and the fund administration agreement with Standard Chartered Bank (Vietnam), and sign the transfer agent contract with the Vietnam Securities Depository.

The results of the consultation will be announced on the website of the Fund Management Company.

## **IX. TRADING FUND UNITS**

### **1. General regulations**

#### **(a) Transaction Date:**

- Investors can trade UVDIF Fund units twice a week from the Fund's first Trading Day.
- Trading Day: UVDIF Fund units are traded every Tuesday and Thursday (T day).
- If the trading day falls within a public holiday, the transaction shall be placed on the following business day. The Fund Management Company will notify the Investors, Distributors and other related service providers about the trading day and the cut-off time specifically in the event of public holiday on the Fund Management Company's website.

#### **(b) Trading methodology:**

- Investors who trade UVEEF fund units for the first time must open a fund trading account and provide identification information of the Investors and anti-money laundering (AML) information at the request of the Fund Management Company and Distributors.
- Investor places trading orders at Order Receiving Points of the Distributors. Investor can place trading orders at more than one distributor, however, Investor needs to open an open-ended fund trading account at each distributor that Investor would like to place the orders. The fund trading accounts of the Investors at different distributors will be managed separately. Investor can place trading orders using the fund trading account opened at one distributor at any Order Receiving Point of that Distributor.
- Investors can authorize to other person to place orders on their behalf. Investors must fill in the details of the authorized person in the open-ended fund account opening application form. The authorized person cannot be changed until Investor submits the new registration of the details of the authorized person at the Distributor.

This translation is for reference purpose only.

**(c) Cut-off time**

- Means the latest time that Distributors receive transaction orders from Investors to process on the trading date. The cut-off time must not be later than the closing time of the stock exchanges on the last working day prior to the trading day.
- Cut-off time is at 14:45 on the last working day preceding the trading date (14h45 T-1 day).
- Full and valid trading orders received before the cut-off time will be transferred by the Distributor to the Transfer Agent before the closing time of the system of the last working day before the trading day (T-1 day). Trading orders will be processed based on the date and time of receipt of orders at the Order Receiving Points. For the full and valid trading orders submitted to the Distributor prior to the cut-off time and received by the Transfer Agent, the net asset value per unit of the trading day (T day) will be applied to that trading orders.
- Trading orders received after the Order Book Closing Time will be executed on the next Fund unit Trading Day.

**(d) Trading prices**

- Subscription price per unit (the price that the Investors pay to the Fund Management Company) is calculated as follows:  
*Subscription price = Net asset value per unit calculated on the trading day + Subscription fee*
- Redemption price per unit (the price that the Fund Management Company pay to the Investors) is calculated as follows:  
*Redemption price = Net asset value per unit calculated on the trading day – Redemption fee*
- Subscription fee, redemption fee, and switching fee are specified in Clause 1, Chapter XI in this Prospectus.

**(e) Timeline of transaction confirmation**

- Within three (03) working days from the trading day, the authorized transfer agent shall fully update the post-transaction ownership information of the Investors in the register of unitholders, then the Distributors will send transaction confirmation to the Investors in the form of an electronic document via registered email.

**(f) Timeline of the payment of sales proceeds to the Investors**

- Sales proceeds will be paid directly from the Fund's account to the Investor's bank account registered in the fund trading account opening application form within five (05) working days from the trading day. (The specified timeline will be announced on the website of the Fund Management Company from time to time). The sales proceeds of the Investors will be rounded according to Vietnamese accounting principles.

**(g) Order Correction/Cancellation**

- Trading orders can only be corrected/cancelled before the cut-off time. The Investor must correct/cancel the trading orders at the Distributor where the trading orders have placed and Investor must submit a completed correction/cancellation orders to the Distributor by the cut-off time.

This translation is for reference purpose only.

- In the event the Investor corrects/cancels the orders after transferring the subscription amount to the Fund's account, resulting in an excess of the subscription amount transferred to the Fund's account compared to the subscription amount registered on the order, this amount shall be refunded to Investor's bank account within five (05) working days from the trading day. Any related bank charge for the transfer shall be deducted from this refund.

#### (h) Maintaining fund trading account

- The minimum number of Fund Units to maintain an account is 100 Fund Units.

## 2. Fund unit order transaction

- Investors who want to order UVDIF fund units need to send a completed purchase order form to the Distribution Agent where the account is opened along with valid documents confirming that the Investor has completed the payment. Fund's account at Supervisory Bank. Confirmation of payment completion is made in writing, email or retrieved through the electronic information system of the custodian bank approved by the fund management company.
- The Investor or the person authorized by the Investor pays for the purchase of fund units in the form of transfer to the Fund's account at the Supervisory Bank in Vietnam Dong. Money transfer fees to buy fund units are paid by the Investor.
- Investors can authorize another individual to place orders to buy/sell/convert/cancel transactions of UVDIF Fund units. Investors must fill in the authorized person's information in the Registration Form for opening a UVDIF open fund unit trading account and submit all required documents and records (if any). Authorized person information will not change until the Investor re-registers the authorized person at the Distribution Agents.
- Buy orders must be made in Vietnamese Dong. The minimum purchase value for the first issuance of the Fund is one million (1,000,000) VND. Minimum purchase value for subsequent transactions: 2,000,000 (Two million) VND.
- In case the total amount of payment for the purchase order is less or more than the registration amount stated in the Purchase Order and is not lower than the minimum purchase value, the number of fund units distributed will be based on the total amount. has actually been paid. The Investor by default authorizes the Fund Distribution Agent to adjust the amount information on the order slip according to the actual amount that the Investor pays into the account to meet this regulation and confirm the adjustments. This is on the Transfer Agent system.
- The number of Fund Units (Units) distributed is calculated according to the following formula:  
$$\text{Number of units distributed} = \frac{\text{Subscription amount} \times (1 - \text{Issue service price} (\%))}{\text{NAV per Fund Unit at the Transaction Date}}$$

The number of Fund Units distributed may be an odd number in decimal form, rounded down to the second decimal point. The odd number of Fund Units will not affect the Investor's ability to resell Fund Units.

#### ❖ CASES OF INVALID SUBSCRIPTION ORDERS ON THE TRADING DAY

- Subscription order is sent to the Distributor after the cut-off time. The subscription orders sent to the Distributor after the cut-off time will be considered invalid and automatically canceled. If Investors want to continue executing the trading orders, Investors must register the trading orders again in the next trading day.



This translation is for reference purpose only.

- By the end of the last working day preceding the trading day (T-1 day), the subscription money is not sighted in the fund account.
  - Actual payment of the subscription amount is less than the minimum subscription amount as stipulated in the fund prospectus.
- In case of invalid subscription orders, the Fund Management Company will instruct the custodian bank to return the subscription amount for invalid transactions to the bank account that the investor has registered with the distributor or after confirming the investor and the transferring information of purchasing fund units. The timeline for the return of the subscription money to the investors is within five (05) working days from the trading day. The remittance fees shall be deducted from the refund.
  - Subscription orders might be suspended for execution in some cases specified in Section 6 of this Chapter.

### 3. Redemption transactions

- The investors place the redemption orders with the number of units the investors want to redeem. Redemption orders can only be executed when the Investor has the minimum number of units to redeem.
- Minimum number of units for one redemption transaction: 100 (one hundred) units. The number of units to place in the redemption form could be an odd number in decimal, rounded down to 2 decimal places .
- The sales proceeds of the redemption that the Investor shall received is calculated using the following formula:

***Sales proceeds of redemption = Number of units redeemed x NAV per unit on the trading day x (1 - Redemption fee (%)) – Tax (if any)***

The Investors shall receive the net sales proceeds of the redemption after deducting the bank charge and applicable taxes prescribed by the law (if any).

- In the event of the Investors registered to redeem a number of units leading to the remaining number of units in the fund trading account being less than the minimum number of units required to maintain the fund trading account, the remaining number of units will be automatically redeemed at this trading date.
- The redemption orders cannot be executed in full or in part as prescribed in the Section 5, 6 Partial execution and suspension of the trading orders in this Chapter.

#### ❖ CASES OF INVALID REDEMPTION ORDERS ON THE TRADING DAY

- Number of units registered for redemption is less than the minimum number of units for one redemption transaction.
- Number of units registered for redemption is more than the number of units that the Investor is holding. In this case, this order will be automatically canceled, Investor wants to continue executing trading orders, the Investor must register to redeem again.

### 4. Switching transactions

This translation is for reference purpose only.

- Investor can execute the switching transactions between open-ended funds managed by the Fund Management Company.
- The switching orders must be filled in completely and submitted to the Distributor before the cut-off time.
- Investor can opt to switch partially or entirely the number of units the Investor holding. The minimum number of units registered for switching shall not be less than ten (10) units. In case the number of units remaining in the fund trading account after switching is lower than the minimum number of units required to maintain the fund trading account, the remaining number of units will be automatically switched to the units of the targeted fund.
- Principles of the execution of the switching orders: the redemption orders for switch for units of the switched-out fund are executed first, followed by the subscription orders of units of the targeted fund. The orders are executed at the trading days of the funds respectively.
- The switching orders will not apply the minimum subscription amount for each subscription order and the minimum number of units to maintain the fund trading account in the targeted fund.
- Investors shall pay the switching fee but not subscription and redemption fees for the number of units registered to switch. Switching fee is specified in Section 1, Chapter XI Fees and Costs below.
- Investors will receive transaction confirmation for the switching orders within three (03) working days from the trading date of the targeted fund.
- The switching orders can be partially executed or temporarily suspended according to the provisions in Section 5, Section 6 below.

#### ❖ CASES OF INVALID SWITCHING ORDERS ON THE TRADING DAY

- Number of units registered to switch is more than the number of units the Investors holding. In this case, this order will be automatically canceled, Investor wants to continue executing switching orders, the Investor must register to switch again.

#### 5. Partial execution of transactions

- (a) The Fund Management Company has the right to execute a part of the redemption, switching orders of the Investors if falling one of the following circumstances:
- (i) The total value of redemption orders (including the redemption orders from the switching) minus the total value of subscription orders (including the subscription order from the switching) on the trading day exceeds ten percent (10%) of the net asset value of the Fund; or
  - (ii) The execution of all orders of the Investors leading to the net asset value of the Fund falling below VND fifty (50) billion. In this case, the Fund Management Company as the rights to partially execute the redemption and switching orders of the Investors until the net asset value of the Fund reaches exactly VND fifty (50) billion; or
  - (iii) The selling of securities in the portfolio for cash to make payments for all orders of the Investors

This translation is for reference purpose only.

cannot be executed due to low market liquidity.

- (b) For the cases specified at Points (i) and (iii) Clause (a) of this Article, the fund management company is entitled to extend the timeline of payment up to 30 days after it is approved by the Board of Representatives, from the trading day of fund units.
- (c) For partial execution of redemption orders, switching orders mentioned as above, Fund Management Company shall apply the distributions on the pro rata basis, specifically as follows:
- (i) The executed value will be distributed to all Investors registered for redemption/switching at the same trading day, using the same rate between executed value and registered value, so that the total value of processed redemption orders at a trading day does not violate the provisions of the partial execution of the redemption orders of the Investor as prescribed at point a above.
- (ii) The number of units redeemed in this case shall be calculated using the following formula:

$$Xi = SLDKi * \frac{\sum GTPB}{\sum GTGD}$$

In this formula:

Xi: The actual number of units executed of the investor i (or the number of units executed in redemption/switching order). The result shall be rounded to two decimal places.

SLDKi: Number of units that the investor i has registered to redeem/switch.

GTPB: Total actual distribution value that the Fund Management Company can meet for the redemptions and switching orders.

GTGD: Total trading value of all Investors registered for the redemptions, switching in one trading day.

- (iii) The remaining of unexecuted subscription/switching orders will be canceled automatically. In case the Investor wants to continue to execute subscription/switching orders for the rest, the Investor needs to send a new orders to the Distributor before the cut-off time of the next trading day.
- (iv) In case the redemption and switching orders are executed partially, the provision on the minimum number of units to maintain the fund trading account will not apply to that trading day. If the execution of a part of the redemption and switching orders leading to the balance in the fund trading account of the Investors lower than the minimum requested amount to maintain the fund trading account as stipulated in the prospectus, investors need to carry out the redemption orders, the switching orders for the entire balance or subscribe additional fund units on the next trading date to maintain the minimum account balance according to the provisions of this Prospectus.

## 6. Suspension of transactions

The Fund Management Company is entitled to suspend the trading of fund units when one of the following events occurs:

This translation is for reference purpose only.

- (a) Fund Management Company cannot execute the trading of fund units due to force majeure conditions; or
- (b) The Fund Management Company is unable to determine the net asset value of the Fund on the valuation date for the redemptions because the securities in the investment portfolio of the Fund are suspended from trading at the discretion of the Stock Exchanges; or
- (c) Other cases that the State Securities Commission deems necessary.

The Fund Management Company must report to the Board of Representatives of the Fund, State Securities Commission within twenty-four (24) hours since the suspensions of the trading of fund units occurred except for the event of the request of the State Securities Commission and must continue the trading right after these events are terminated.

The time for the suspension of the trading of fund units shall be notified to Investors by the Fund Management Company depending on the actual situation but no longer than ninety (90) days from the date of suspension of the trading of fund units.

Within thirty (30) days after the expiration of the time of the suspension of trading as above, the Fund Management Company must hold a General Meeting of Investors to get Investor's approval on dissolution, splitting of the Fund or the extension of the suspension duration.

Within the time frame to convene the General Meeting of Investors, if the cause leading to the suspension of trading is terminated, the Fund Management Company is allowed to cancel the convention of the General Meeting of Investors.

#### **7. Non-commercial transactions (transfer of ownership, present, gift, inheritance, etc.)**

- (a) Non-commercial transactions for an institution/individual shall be executed at the Distributors
- (b) Investor fills all the information in the orders and provides all the necessary required documents according to applicable regulations to the Distributors before the cut-off time .
- (c) Investor is responsible for paying all the applicable fees and taxes related to the non-commercial transactions according to applicable regulations.

#### **8. Systematic Investment Plan (SIP)**

SIP is a systematic investment plan program that allows investors to invest a sum of money regularly on a monthly basis.

##### **8.1. Chương trình SIP**

SIP-Flex: Investors monthly make one payment with an optional investment amount (not lower than the minimum investment amount). Investors needn't to fix the investment amount of the SIP and can flexibly change the investment amount at any time depending on their needs without having to register with a Distributor. SIP subscription orders will be executed on the entire investment amount received by the Fund.

Investors can choose the SIP program to participate in depending on their investment needs.

Investors who want to participate in the SIP program need to send a fully completed agreement to

This translation is for reference purpose only.

participate in SIP program to the Distributor where the account is opened. Confirmation of completion of periodic payments is retrieved through the electronic information system of the custodian bank approved by the Fund Management Company.

The Investor or the Person authorized by the Investor makes periodic monthly investment payments by transfer to the Fund account of SIP program at the Supervisory Bank in Vietnam Dong. Transfer fees are paid by the Investor (if any). Investors must fill in the authorized person's information in the Registration Form for opening open-ended fund certificate trading account and submit all required documents and records (if any). Investors are responsible for updating authorized person information when there are changes. Authorized person information will not change until the Investor updates or re-registers the authorized person at the distributor.

#### **8.2. SIP's minimum investment amount**

The minimum monthly investment for the SIP program is 1,000,000 VND (one million Vietnam Dong). SIP program has a minimum term of 1 (one) year and can be extended indefinitely.

#### **8.3. SIP's Settlement Date and Cut-off Time**

Investors make SIP payment once a month on 1 (one) Trading Day of the Fund as stated in Article IX.1 clause a. To avoid misunderstandings, Investors can make SIP payment on any Trading Day of the month.

Investors need to pay for the SIP investment into the Fund's designated account at the Supervisory Bank. The SIP investment will be made at the NAV of the Transaction Date if the Custodian Bank receives the investment amount on day T-1 as stated in Article IX.1 clause c. SIP investments received after T-1 will be excuted on the next Trading Day.

#### **8.4. SIP's Termination and Redemption fee**

The SIP program terminates when:

- a) Investor requests to cancel SIP program:

The SIP investment program is terminated when the Investor makes a transaction to sell the entire number of Fund certificate in the account and does not make a successful purchase transaction in the following month. In case the investor wants to continue SIP program, the investor needs to register to buy to reach the minimum number of Fund certificate to maintain the account (100 Fund Units) and then re-register for the SIP program. This investment will not be considered as continuation of previous SIP program. To avoid misunderstandings, the program start time will be calculated separately for terminated SIP program and newly registered SIP program.

The SIP investment program will terminate when the Investor does not make a successful subscription transaction for two consecutive months. To make a subsequent subcription after the Investor's SIP program has been canceled, the Investor needs to place a subcription order according to the normal process. In case the Investor wants to continue the SIP program, the Investor needs to re-register at the fund's distributor. The redemption fee for the SIP program is

This translation is for reference purpose only.

specified in article XI.1 clause c.

## **9. Information for Investors concerning the United States**

The UVDIF Fund is not registered under the latest version of the Securities Act of 1933 ("Securities Act"), Investment Company Act of 1940 ("Investment Companies Act") or stock market regulations of the states or local governments of the United States of America or territories owned or under the jurisdiction of the United States of America, including the Commonwealth of Puerto Rico ("United States").

The UVDIF fund is not registered for an offer, trade, or transfer directly or indirectly to a U.S. Citizen, as defined in the Securities Act, and "U.S. designee" as defined in the Foreign Account Tax Compliance Act ("FATCA").

If Investors need more information, please contact the Fund Management Company. Investors subscribing the fund units must confirm in writing that they meet the requirements of the foregoing.

## **10. Notes For Foreign Investors**

- (a) Before opening the fund trading accounts, foreign investors must register for securities trading code according to the regulations on operations of foreign investors in the stock market, issued by the Ministry of Finance.
- (b) Investors are foreign individuals or institutions must open and use indirect investment capital account to execute the indirect investment activities in Vietnam, the subscription money must be transferred from the Indirect Investment Capital Account (IICA) of foreign investor opened at a licensed custodian bank to the Fund's account for the subscription of fund units. The investor must submit a bank confirmation for the opening of the IICA to the Distributor at the time of the subscription of fund units.
- (c) Any transferring for subscription amount from a bank account other than the IICA of foreign investors shall be considered as invalid. Foreign investors must undertake the responsibility for the transfer not from the IICA in accordance the provisions of the law.
- (d) Authorized persons is the trading representative for foreign investors in Vietnam must satisfy the conditions specified in Clause 4, Article 138 of Decree 155/2020/ND-CP of the Government stipulating the details of the implementation of a number of articles of the Law on Securities.

## **X. METHODS OF DETERMINATION OF THE NET ASSET VALUE**

### **1. Frequency of determination of net asset value**

#### **Valuation day:**

- Valuation days are the trading days of the week (Tuesday and Thursday). In case the valuation day falls on public holidays, the valuation day shall be the following working day. In this case, the Fund Management Company shall notify the Investors, Distributors and relevant service providers via registered email and publish on the website of the Fund Management Company.
- For monthly valuations, the net asset value of UVDIF Fund is determined on the first calendar

This translation is for reference purpose only.

date of the following month (the period for the closing of the data for the monthly report is from the first day of the month to the last day of the reporting month) and remains unchanged even if the valuation days fall on holidays.

- In case the Fund Management Company changes the period for determining the Fund's net asset value, the Fund Management Company must seek approval from the Fund Representative Board before implementation.

## 2. Method of determination of net asset value

- The net asset value (NAV) of the Fund will be determined on the valuation day. NAV is calculated by the total market value or fair value (in case the market price cannot be determined) of the assets in the portfolio minus the total liabilities of the Fund as at the latest date preceding the valuation day, the formula is as follows:

**NAV = Total assets of the Fund - Total liabilities of the Fund**

- The net asset value per unit (NAV/unit) is determined by the net asset value of the Fund divided by the total number of units in circulation at the latest trading day prior to the valuation date. Net asset value per unit is an odd number in decimal, rounded down to the second decimal place. The balance arising from the rounding of the net asset value is recorded for the Fund. The formula is as follows:

**Net asset value per unit (NAV/unit) =  $\frac{\text{Net Asset Value of the Fund (NAV)}}{\text{Total number of units in circulation}}$**

- The net asset value and the net asset value per unit must be confirmed by the custodian bank. The confirmations on the NAV and NAV/unit are done either in writing or retrieved through the custodian bank's electronic information system approved by the fund management company.
- Within 24 hours after detecting the wrong valuation of the net asset value, the custodian bank must notify and request the fund management company to promptly adjust or vice versa in the case the custodian bank provides the services of the determination of the net asset value.
- Since the date of the detection of the wrong valuation of the net asset value, the fund management company or the custodian bank (in the case the custodian bank provides the service of the net asset valuation) must correct and disclose information in accordance with regulations, and at the same time notify the State Securities Commission of the mispricing, including the cause of the incident, the time of the mispricing, the handling measures. The content of the notice must be signed and certified by the fund management company and the custodian bank.
- The fund management company is entitled to authorize the custodian bank to determine the net asset value of the Fund and the net asset value per unit. In this case, the Fund Management Company and the Custodian Bank must have a mechanism and process for comparing, reviewing, checking and supervising to ensure that the net asset value calculation activities are accurate and appropriate in accordance with the Fund Charter, the valuation manual and the provisions of the law.

This translation is for reference purpose only.

- Methods and principles for determining the value of assets are specified in the 'Valuation Manual' developed by the Fund Management Company in accordance with the law and are also specified in Appendix 5 of this Prospectus. The valuation manual must be approved by the Board of Representatives and provided to the Custodian Bank to oversee the calculation of net asset value.

### **3. Announcement of the net asset value**

On the working day following the valuation day, net asset value of the Fund, net asset value per unit shall be disclosed in accordance with regulations on information disclosure on the stock market.

## **XI. TYPES OF FEES AND EXPENSES**

### **1. Types of service fees paid by Investors**

Fees and expenses directly related to the trading of the fund units shall be paid by the Investors and shall not be included in the operational expenses of the Fund. The Fund Management Company reserves the right to change the service tariff in accordance with the Law and the Fund Charter.

#### **a. Initial issuance fee in the IPO**

- Is the fee that an Investor must pay when subscribe a fund unit in the Initial Public Offering (IPO). This service fee is collected upon initial issuance, added to the par value and calculated as a percentage of the par value of a unit.
- The initial issuance service fee of the UVDIF Fund is maximum to 5% of the total subscription value. The specific service fee will be stated clearly in the notice of initial public offering of the Fund and announced on the website of the Fund Management Company.

#### **b. Subscription fee**

- Is the service fee that the Investor must pay when buying fund units on the trading days after the establishment of the UVDIF Fund. This service fee is collected upon issuance and calculated on a percentage of the subscription amount.
- Subscription fee shall be announced by the Fund Management Company from time to time but must not exceed 5% (five percent) of the subscription amount. The new service fee shall be applied at the earliest of 60 days from the date the Fund Management Company announces the new service fee on the Company's website.

#### **c. Redemption fee**

- Is the service fee that the Investor must pay when redeem fund units on the trading days after the establishment of the UVDIF fund. This service fee is deducted from the sales proceeds of the redemptions of Investors, calculated on a percentage of the executed transaction value.
- Redemption fee shall be applied for redemption orders based on the time of holding of fund units of the investors, and is announced by the Fund Management Company from time to time



This translation is for reference purpose only.

but does not exceed 3% (three percent) of the transaction value of the redemption orders. The new service fee shall be applied at the earliest of 60 days from the date the Fund Management Company announces the new service fee on the Company's website.

The time of holding of fund units is determined according to the principle of "first in, first out" (FIFO).

**d. Switching fee**

- Is the service fee that the Investor must pay when registering to switch UVDIF fund units to another open-ended fund managed by the Fund Management Company on the trading days after the establishment of the UVDIF fund. Investors do not have to pay the subscription fee and the redemption fee when converting between fund units.
- Switching fee is announced by the Fund Management Company from time to time but does not exceed 3% (three percent) of the switched value. The switching fee will be announced in detail on the website of the Fund Management Company from time to time. The new service fee shall be applied at the earliest of 60 days from the date the Fund Management Company announces the new service fee on the Company's website.

**2. Types of service fees paid by the Fund**

**a. Management fee**

- The management fee shall be paid to the Fund Management Company for the fund management service provided to the UVDIF fund. The management fee prices are calculated on each valuation period based on the Net Asset Value (NAV) on the day before the valuation date and are paid monthly. The price of fund management services paid monthly is the total service price calculated (deducted) for the valuation periods performed in the month.
- Management fee rate is 1.5% per year .
- The management fee rate could be changed at the discretions of the Board of Representatives with the authorization of the General Meeting of Investors in accordance with the Fund Charter. In the event of change, the management fee will be announced on the website of the Fund Management Company but in all cases, the total management fee as stated herein, the fund administration fee and the transfer agent fee as stated at Point c and Point d of this section will comply with the maximum levels required by the applicable law.

**b. Custodian and supervisory fee**

- Custodian and supervisory fees shall be paid to the Custodian Bank to perform the depositary service of the assets of the UVDIF fund and the supervisory service on the operation of the Fund Management Company. Custodian and supervisory fees shall be calculated as a percentage of the net asset value of the fund.
- Custodian fee is 0.05% p.a of the net asset value of the Fund, minimum at 11,500,000 VND/month.

This translation is for reference purpose only.

- Supervisory fee is 0.03% p.a of the net asset value of the Fund, minimum at 16,500,000 VND/month.
- The above service fees shall not include VAT (if any) and other service charges paid to the Custodian Bank such as transaction fees, order correction service fees, etc..
- The custodian and supervisory fees could be changed at the discretions of the Board of Representatives of the Fund with the authorization of the General Meeting of Investors in accordance with the Fund Charter. In case of any change, the custodian and supervisory fees shall be announced on the website of the Fund Management Company. Total custodian and supervisory fees shall be complied with the provisions of the applicable law.

**c. Fund administration fee**

- Fund Administration fee is paid to the organization providing fund administration services to the Fund. Fund Administration fee is calculated on each valuation period based on NAV as at the date prior to the valuation date and is paid monthly. The price of Fund Administration fee paid monthly is the total service price calculated (deducted) for the valuation periods performed in the month.
- Fund administration fee is 0.03% per annum on NAV, minimum at 22,000,000 VND/month. The Bank will apply the above minimum fees free of charge within the first three (3) months from the date the Fund is established.
- The above service price does not include VAT (if any)
- The fund administration fee could be changed at the discretions of the Board of Representatives of the Fund with the authorization of the General Meeting of Investors in accordance with the Fund Charter. In case of any change, the fund administration fee will be announced on the website of the Fund Management Company.

**d. Transfer agent fee**

- The transfer agent fee is payable to the transfer agent service provider to the Fund.
- Transfer agent fee is 10,000,000 VND/month.
- The above service fee does not include VAT (if any).
- The transfer agent fee could be changed at the discretions of the Board of Representatives of the Fund with the authorization of the General Meeting of Investors in accordance with the Fund Charter. In case of change, the transfer agent fee will be announced on the website of the Fund Management Company.

**e. Other types of expenses**

Other expenses that will be paid by the Fund include:

- Auditing expenses paid to the auditing company;
- Expenses for legal consulting services, quotation services and other reasonable services;
- Remuneration for the Board of Representatives of the Fund;
- Expenses for drafting, printing, sending prospectus, summary prospectus, financial statements, annual reports, transaction confirmations, account statements and other documents to

This translation is for reference purpose only.

Investors; expenses for information disclosure of the Fund; expenses for holding General Meeting of Investors and the Board of Representatives;

- Expenses related to the execution of transactions of the assets of the Fund;
- Appraisal costs paid to valuation enterprises (if any);
- Expenses related to conversion of custodian banks, supervisory banks (if any) or other service providers ;
- Brokerage service fee, transfer service fee of asset transactions payable by the fund to a securities company not including any other service prices, whether it is a service fee paid for another service or a service fee paid to a third party (implicit charges);
- Other valid costs that the Fund Management Company pays to the relevant service providers;
- Reasonable and valid expenses decided by the Board of Representatives, in accordance with the provisions of the law;
- Fees and charges to be paid to the management agency when applying for the license for the initial public offering and the license for establishing of the fund and other valid fees and charges (if any);
- Other expenses in accordance with the provisions of law.

### 3. Operational indicators

Within forty-five (45) days from the end of the second quarter and the end of each year, the Fund Management Company must disclose information on the ratio of fund operating expenses and the portfolio turnover rate of the Fund on the website of Fund Management Company, Distributor.

#### a. Operating expense ratio

- The operating expense ratio is calculated according to the following formula:

$$\text{Operating expense ratio (\%)} = \frac{\text{Total expenses of the Fund in the period} \times 100\%}{\text{Average Net Asset Value in the period}}$$

In which: Average net asset value in the period is the total net asset value of the Fund calculated on valuation days divided by the total number of valuation days in the period.

- In case the Fund is established and operated for less than 1 year, the operating expense ratio is determined according to the following formula:

$$\text{Expense ratio (\%)} = \frac{\text{Total cost of the Fund} \times 365 \times 100\%}{\text{Average net asset value in the reporting period} \times \text{the operation time of the Fund}}$$

In which: The operation time of the fund shall be calculated from the days of licensing.

#### b. Portfolio turnover rate

- The portfolio turnover rate is determined by the following formula:

$$\text{Portfolio turnover rate (\%)} = \frac{(\text{Total value of stock purchased in the reporting period} + \text{Total value of stock sold in the reporting period}) \times 100\%}{2 \times \text{Average net asset value in the reporting period}}$$

- In case the Fund is established and operated for less than 1 year, the portfolio turnover rate is determined by the following formula:

$$\text{Portfolio Turnover Rate (\%)} =$$

This translation is for reference purpose only.

$$\frac{(\text{Total value of stock purchased in the reporting period} + \text{Total value of stock sold in the reporting period}) \times 100\% \times 365}{2 \times \text{Average net asset value in the reporting period} \times \text{Time in operation of the fund}}$$

In which: The average net asset value in the reporting period is the total net asset value of the fund calculated at the valuation date divided by the number of valuation days in the reporting period; Total buying value and total selling value in the period is the total buying/selling value of investment activities of the fund.

#### 4. Method of calculating income and profit distribution of the Fund

Commented [LDM1]: SSC yêu cầu sửa lại

- The Fund's income including: Dividends, Bond interest, deposit interest, certificates of deposit, trading differences from the Fund's investment activities, other income, if any, arising from investment activities of the Fund.
- The Fund Management Company is entitled to distribute the Fund's profits to Investors according to the approval decision of the General Meeting of Investors
- The Fund may distribute dividends in cash. At least 15 days before distributing profits, the Fund Management Company must notify investors by a method that ensures it reaches the registered contact address or email. The notice must include at least the contents required by law.
- The Fund Management Company must deduct all taxes and fees, according to the provisions of Law before distributing dividends to investors. For investors' monetary income that is lower than the current remittance fee of the Custodian Bank, this income will be re-accounted to the Fund's Retained Undistributed Profits.
- The distribution of profits must ensure principles:
  - a. Dividends distributed to Investors are taken from profits during the period or accumulated profits after the Fund has fulfilled all tax obligations and other financial obligations in accordance with the law.
  - b. The level of interest payments must be consistent with the Fund's profit distribution policy stipulated in the Charter and approved by the General Meeting of Investors.
  - c. After making payments, the Fund must still ensure that (i) there is sufficient capital to pay due debts and other property obligations and (ii) the Fund's net asset value is not less than 50 (fifty) billions Vietnam Dong
- Information on the distribution of the Fund's profits and the division of the Fund's assets that have been made must be updated in subsequent amended and supplemented Fund Prospectuses.
- Only Investors listed on the **list at the closing** date will receive fund profits.

#### 5. Policy of tax

Investors in the process of subscription/redemption of the fund units may incur tax obligations in accordance with the provisions of the law. Tax obligations in relation directly to the Investor shall not be reflected in the overall performance of the UVDIF.

#### 6. Forecast of the Fund performance

This translation is for reference purpose only.

The forecasts and estimates regarding the macroeconomic and stock market situation stated in this Prospectus do not imply a guarantee of the future performance of the Fund. Prior to the initial public offering, the Fund will have no past performance. Information on the fund performance will be periodically updated and announced by the Fund Management Company on the website [www.uobam.com](http://www.uobam.com).

#### **7. Time and place to provide Fund performance reports**

The fund performance report includes:

- (i) NAV Report: to be published no later than the next working day of valuation day (Trading day)
- (ii) Fund performance reports: periodically made in accordance with the law

These reports will be published on the website of the Fund Management Company, and provided to Investors at the Fund Management Company's office and at designated Distributors.

#### **XII. CONFLICT OF INTEREST**

1. In order to limit conflicts of interest between the UVDIF and other investment funds of the Fund Management Company, between the UVDIF and its trust portfolios, between the UVDIF and the Fund Management Company, the Fund Management Company is obligated to:
  - Separate investment strategy, investment objectives, investment portfolio of each Fund, each entrusted investment portfolio managed by the Fund Management Company;
  - Separate the assets of the Fund Management Company from the assets of the Funds managed by the Fund Management Company, the assets of the Entrusted Investors; separate assets of the Funds managed by the Fund Management Company.
2. All securities transactions of the Board of Directors of the Fund Management Company, members of the Executive Board, Controllers, fund management practitioners and employees of the Fund Management Company must be reported and controlled in accordance with the provisions of the Fund Charter and current laws,
3. The Fund Management Company promulgates and applies strict risk management and internal control processes and regulations to monitor conflicts of interest within the Fund Management Company and between the Funds, in order to ensure the best interests for the Investors.

#### **XIII. PROVIDE INFORMATION TO INVESTORS, REPORTING MODE**

1. The Fund's information disclosure shall be made through one of the following mass media:
  - On the website and/or publications of the Fund Management Company, Distributors; or
  - On other mass media in accordance with the provisions of the law.
2. The Fund Management Company will periodically, monthly, quarterly, semi-annually and annually send Investors transaction statistics, account balances, and reports on changes in the net asset value of the fund.

This translation is for reference purpose only.

3. The Fund Management Company must disclose or provide Investors with fund documents including the prospectus, financial statements, the summary report on fund management activities, and the statistical report on transaction fees in the Fund's investment activities, and report on the Fund's activities in accordance with the law. These documents are provided free of charge to Investors on the website of the Fund Management Company or sent directly via email to Investors.
4. In case of Investor's request, the Fund Management Company must provide a risk management process, specifying investment restrictions, methods of prevention and risk management used to manage assets for the Fund.

#### **XIV. CONTACTS TO ANSWER QUESTIONS FOR INVESTORS**

If investors have questions or need support or advice, please contact:

##### **UOB Asset Management (Vietnam) Fund Management Company JSC.**

Contact address:	Unit 01B, 15th Floor, The Landmark Building, 05 Ton Duc Thang, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam.
Phone:	(84-28) 3910 3757
Fax:	(84-28) 3910 3794
Email	<a href="mailto:vn-uobam-bd@UOBgroup.com">vn-uobam-bd@UOBgroup.com</a>

This translation is for reference purpose only.

**XV. COMMITMENT**

The Fund Management Company undertakes to take full responsibility for the accuracy and truthfulness of the content of information and documents attached in this Prospectus

**XVI. APPENDIX**

Appendix 1: Procedure and instructions for registering for trading of Fund units

Appendix 2: Sample of Fund Certificate transaction forms

Appendix 3: List of Distributors and expected Order Receiving Points

Appendix 4: Summary of Fund Charter

Appendix 5: Method of determining the net asset value.

**AUTHORIZED REPRESENTATIVE  
OF CUSTODIAN BANK**

**UOB ASSET MANAGEMENT  
(VIETNAM) FUND MANAGEMENT  
JOINT STOCK COMPANY**

**Thieu Thi Nhat Le**  
Chief Executive Officer

This translation is for reference purpose only.

## **APPENDIX 1: PROCESS AND INSTRUCTIONS FOR REGISTRATION OF TRADING**

### **I. Instructions for opening/closing a fund trading account and transferring money to buy fund certificates**

#### **A. Opening a fund trading account**

1. Investors must open an open-ended fund trading account in order to trade fund units. Investors shall open open-ended fund trading account at the designated Distributors listed in Appendix 3 of this Prospectus or according to the updated list of Distributors on the Fund Management Company's website. At each Distributor, Investors can register to open 01 direct fund trading account and 01 omnibus trading account.
2. Dossier of the registration for opening a fund trading account includes:
  - (a) For Individual Investors:
    - (i) Application form for opening fund trading account for individual investors (according to Form 01A in Appendix 2 of this Prospectus)
    - (ii) Certified copy of ID card/ Citizen identity card / Passport
    - (iii) Notarized authorization contract or Power of attorney certified by the local government (in case the investor has a legal proxy)
    - (iv) Other documents (if any) such as: valid copy of ID card/ citizen identity card/ passport of the authorized person.
    - (v) Other additional documents for foreign investors: (1) a valid copy of confirmation from the bank on the opening of the Indirect Investment Capital Account, (ii) A valid copy of the certificate of trading code from Vietnam Securities Depository (trading code), (iii) Originals of FATCA documents (if any) (e.g. Self-certification for legal entities under FATCA/Self-certification for individuals under FATCA/Certificate of exemption from reporting required by FATCA)
  - (b) For Institutional Investors:
    - (i) Application form for opening fund trading account for institutional investors (Form 01B is in Appendix 02 of this Prospectus)
    - (ii) A valid copy of Business Registration Certificate and amendments (if any)
    - (iii) Original power of attorney authorizing a person to participate in signing and trading on the account at the Distributor.
    - (iv) Other documents (if any) such as: a notarized valid copy of ID card/citizen identity card of the authorized person or the representative.
    - (v) Additional documents for foreign institutional investors: (i) a copy of the confirmation from the bank on the opening of the indirect investment capital account, (ii) A valid copy of the certificate of trading code from the Vietnam Securities Depository, (iii) Originals of FATCA forms (if any), for example US tax declaration forms.

3. The order of execution:



This translation is for reference purpose only.

- (a) Investors complete the application dossier for opening the fund trading account and submit it to the designated Distributor.
- (b) The Distributor checks the authenticity, completeness and validity of the dossiers in accordance with the Prospectus, Fund Charter and relevant laws. In case the requirements are met, according to regulations, the Distributor will transfer the information on the application dossier for opening the fund trading account to the Transfer Agent to open an account. In case the information about the Investor requesting to open an account does not meet the provisions of the Prospectus and Fund Charter, the Distributor has the right to refuse to open an account for the Investor.
- (c) Within two (02) working days from the date of receipt of a complete and valid application and dossiers of opening fund trading account, the Distributor shall notify the Investor of information about the opened account.
- (d) After opening the fund trading account, Investors can trade UVDIF fund units.

#### **B. Closing a fund trading account**

1. An Investor can only close an open Fund Certificate trading account when the Investor's account no longer has a balance of fund certificates and no longer has any active trading orders or rights.
2. Required documents to close an open fund certificate trading account include:
  - (i) Application form to close open fund certificate trading account
  - (ii) Application to change information (if any)
  - (iii) Valid copy of ID card/Passport/Adjusted business registration certificate (if any)
  - (iv) Original Power of Attorney designating participants to sign and transact on the account at the Distributor.
  - (v) Other documents (if any) such as: valid and notarized copy of ID card/citizen identification card of the authorized person or representative.
3. The order of execution:
  - (i) The Investor completes the application to close the open fund certificate trading account and submits it to the designated Distributor
  - (ii) The Distributor checks the authenticity, completeness and validity of the documents according to the provisions of the Prospectus, Fund Charter and relevant laws. In case the requirements are met, according to regulations, the Distributor transfers this information to the Transfer Agent to close the account. In case the information does not meet the provisions of the Prospectus and Fund Charter, the Distributor has the right to refuse the investor's request to close the account.
  - (iii) Within two (02) working days from the date of receiving a completed and valid account closure request, the Distributor shall notify the Investor of information about the closed account.

This translation is for reference purpose only.

### **C. Transferring money to buy fund certificates**

#### **1. For lumpsum investing**

The Investor/Authorized Person transfers the money to buy Fund Certificates to the specified fund account opened at the Supervisory Bank according to the following content:

[Investor name] [Fund trading account number] [UVDIF]

E.g: Tran Thi An 905C111111 UVDIF

#### **2. For SIP investing**

The Investor/Authorized Person transfers the money buy Fund Certificates to the fund account for SIP opened at the Supervisory Bank according to the following content:

[Investor name] [Fund trading account number] [UVDIF]

E.g: Tran Thi An 905C111111 UVDIF

### **II. Instructions for the subscription of the fund units in the Initial Public Offering (IPO)**

**Step 1:** Investors register to open an fund trading account according to the Distributor's instructions or according to the instructions in Part I of this Appendix.

**Step 2:** Investors send the subscription dossier to buy fund units at the Distributor where the account is opened, including :

- Subscription order (Form 02, Appendix 2 to this Prospectus)
- Documents from the bank confirming the transfer of subscription money to buy fund units into the blocked account of the Fund.

The Fund's blocked account number shall be provided to Investors by the Distributor or on the website of the Fund Management Company ([www.uobam.com.vn](http://www.uobam.com.vn)).

The minimum subscription amount is VND 1,000,000 (one million Vietnam dong) and the cut-off time for the payment of the subscription mount in the IPO is before the end of the issuance.

In case of the correction or cancellation of the subscription orders, the Investor shall send a correction order (Form 05, Appendix 02 of the Prospectus) or a cancellation order (Form 06, Appendix 02 of the Prospectus) and related documents (if any) to the Distributor where the Investor placed the subscription orders.

**Step 3:** The Distributor check:

- Completeness and accuracy of information recorded on the Investor's order slip.
- Information about the subscription amount and the fund trading account number on the orders must match with the information of the fund trading account number and the amount the Investor has transferred to the Fund's blocked account on the payment confirmation document.

In case the document is incomplete or invalid, the Distributor shall request the Investor to supplement or adjust the necessary document /information in accordance with regulations.

**Step 4:** In case the document is complete and valid, the Distributor transfers information about the

This translation is for reference purpose only.

subscription transactions to the Transfer Agent.

**Step 5:** At the end of IPO period, the Transfer Agent summarizes all subscription orders and distributes fund units to Investors for valid orders .

**Step 6:** Trading results will be notified to Investors within five (05) working days after the Fund receives the license of establishment and operation from the State Securities Commission.

In the event that, after the end of the IPO including the extension period, the total subscription amount is less than fifty (50) billion dong, or there are less than one hundred (100) non-professional investors subscribed to the fund units, the Fund Management Company will cancel the issuance and report to the State Securities Commission, and at the same time disclose information on unsuccessful capital raising within twenty four (24) working hours after the closing of the offering. The Fund Management Company will refund the entire subscription amount including any accrued interest (if any) to Investors within fifteen (15) working days from the date of cancellation of the issuance.

### **III. Trading fund units on the trading days**

**Step 1:** Opening a fund trading account

For Investors who want to trade fund units for the first time after the Fund's establishment, the Investor must register to open a fund trading account according to the instructions in Part I above.

**Step 2:** Registration for transaction

Investors wants to subscribe, redeem, switch, transfer fund units, or correct, cancel orders, or change information, Investors have to fill in the requested information on the respective forms as listed in the Appendix 2 and submit to the Distributor.

**Step 3:** Make a payment of subscription amount for the subscription.

**Step 4:** The Distributor checks the completeness and accuracy of the dossier and the information stated on the order slip, and may request the Investor to supplement or adjust the records/information in accordance with regulations.

**Step 5:** The Distributor transfers information about the transaction orders of the Investors to the Transfer Agent.

**Step 6:** The Transfer Agent shall process the transaction orders as per the provision of the fund prospectus and distribute fund units to Investors for valid subscription orders and execute other transaction orders.

**Step 7:** Transaction results shall be notified to Investors by the Distributor within three (03) days from the trading day but not later than the next trading day as stipulated in the fund prospectus .

**Step 8:** Payment of sales proceeds for the redemption orders. The proceeds from the sale of fund units shall be paid to the Investor's registered account within five (05) days after the trading day.

This translation is for reference purpose only.

## **APPENDIX 2: TRADING FORMS OF FUND UNITS**

1. Application form for opening a fund trading account for individual investors (Form 01A)
2. Application form for opening a fund trading account for institutional investors (Form 01B)
3. Subscription form (Form 02)
4. Redemption form (Form 03)
5. Switching form (Form 04)
6. Correction form (Form 05)
7. Cancellation form (Form 06)
8. Transferring form (Form 07)
9. Changing of investor information form (Form 08)
10. Application for registering Systematic Investment Plan (SIP) (Form 10)
11. Application for closing fund trading account (Form 11).

This translation is for reference purpose only.

### **APPENDIX 3: LIST OF DISTRIBUTION AGENTS, UVDIF CERTIFICATE ORDER POINTS AND PROSPECTUS ADDRESSES**

UVDIF Fund Certificates are distributed at the following Receiving Points by designated Distribution Agents.

#### **1. UOB Asset Management Joint Stock Company (Vietnam)**

Operation license No. 49/UBCK-GP issued by SSC on 23/01/2009

Head Office: 7th Floor, Central Plaza Building, 17 Le Duan, Ben Nghe Ward, District 1, HCMC, Vietnam

Fund Certificate Distribution Location: 7th Floor, Central Plaza Building, 17 Le Duan, Ben Nghe Ward, District 1, HCMC, Vietnam

Phone: (028) 3910 3757 Fax: (028) 3910 3794

#### **2. Technology and Trade Securities Joint Stock Company (TCBS)**

Operation license No. 125/GP-UBCK dated 30/05/2018 issued by the State Securities Commission and adjusted licenses.

Certificate of registration of distribution of public fund certificates: No. 55/GCN-UBCK dated 31/12/2021 issued by the State Securities Commission.

Head Office: 27th Floor, 28th and 29th Floor, C5 D'Capital Building, 119 Tran Duy Hung Street, Trung Hoa Ward, Cau Giay District, Hanoi City

Distribution location of Fund Certificates: 27th Floor, 28th and 29th Floor, C5 D'Capital Building, 119 Tran Duy Hung Street, Trung Hoa Ward, Cau Giay District, Hanoi City

Phone: 1800588826 Fax: (84-4) 3633 1808

#### **3. Fincorp Joint Stock Company**

Operation license No.: 0314127430 issued by the Department of Planning and Investment of Ho Chi Minh City. HCM first registered on 23/11/2016; 14th change 05/01/2024.

Certificate of registration of distribution of open-ended fund certificates No. 01/GCN-UBCK issued by the State Securities Commission

State Securities Board issued on 02/04/2028.

Head Office: 176/1-176/3 Nguyen Van Thuong Street, Ward 25, Binh Thanh District, Ho Chi Minh City, Vietnam.

Distribution location of Fund Certificates: 176/1-176/3 Nguyen Van Thuong Street, Ward 25, Binh Thanh District, Ho Chi Minh City, Vietnam.

Phone: (+84) 28 3636 1079 Fax: (+84) 28 3636 1078

The list of Distribution Agents and Order Points may change after completing the notification procedures with the State Securities Commission in accordance with the Law and will be updated on the website of the Fund Management Company ([www.uobam.com.vn](http://www.uobam.com.vn))

This translation is for reference purpose only.

#### **4. VINA Securities Joint Stock Company**

Operation license No. 50/UBCK-GPHDKD issued by the State Securities Commission on December 29, 2006.

Certificate of Business registration No.0103015219 issued by Hanoi Department of Planning and Investment on December 26, 2006, registered for the 9th change on May 23, 2023.

Head office: Room 702, 7th Floor, Capital Building, No. 58 Kim Ma, Kim Ma, Ba Dinh, Hanoi, Vietnam.

Fund Certificate Distribution location: Room 702, 7th Floor, Capital Building, No. 58 Kim Ma, Kim Ma, Ba Dinh, Hanoi, Vietnam.

Phone: (+84)66878996

The list of Distributors and Order Receiving Points could be changed after the fund management company completing the notification with the State Securities Commission in accordance with the law and shall be updated on the website of the Fund Management Company ([www.uobam.com.vn](http://www.uobam.com.vn))

The UNITED INCOME VIETNAM DYNAMIC INCOME FUND prospectus is available at the above distribution locations.

This translation is for reference purpose only.

#### **APPENDIX 4: FUND CHARTER SUMMARY**

The Charter of VIETNAM DYNAMIC INCOME UNITED INVESTMENT FUND consists of 14 chapters, 72 articles and 04 Appendices. The fund charter includes the following main contents:

##### **1. Chapter I: General Terms**

This chapter includes 7 articles, from Article 1 to 7, providing information related to the name, contact address, purpose, duration of operation, organizational principles of the Fund, total mobilized capital and quantity of fund units offered for sale, information about Fund Management Company, Custodian Bank. Charter capital mobilized in the initial public offering of the Fund is at least fifty billion (50,000,000,000) VND. The par value of each fund unit is ten thousand (10,000) VND. The fund operates under the model of an open-ended securities investment fund, operates and is governed by the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and related law enforcement documents. The Fund is not limited in term of operation and the highest authority of the UVDIF fund is the General Meeting of Investors. The fund appoints UOB Asset Management (Vietnam) as the sole representative to raise capital and issue UVDIF fund units.

##### **2. Chapter II: Provisions on the investment objectives, strategies, restrictions, borrowing and lending, margin trading and investment selection methods**

This Chapter includes 13 articles, from Article 8 to 20, stipulating investment objectives, strategies, investment restrictions, regulations on borrowing, lending, repurchase transactions, margin trading and investment selection methods of the fund; And stipulating the contents about the investor, the rights and obligations of the investor, the register of investors and regulations on trading of fund units, temporary suspension of fund units trading, initial issuance price, subscription price, redemption price of open fund units, inheritance of fund units and the solutions of the loss problem of the Fund.

The Fund's investors can be domestic and foreign institutions and individuals owning UVDIF fund units. Investors have no liability or other obligations to the Fund other than to the extent of the number of fund units in their possession.

Institutional investors include economic and social organizations recognized by Vietnamese law. The institutional investor shall appoint a legal representative to represent on the number of fund units owned. The nomination, cancellation or replacement of this representative must be notified in writing, signed by an authorized representative of the investor. The Fund does not offer to sell Fund Units to Investors who are United States citizens.

Rights and obligations of Investors are specified in Article 14 of the Fund Charter:

1. Investors have the rights to:
  - (a) benefit from the fund's investment activities in proportion to the capital contribution ratio;
  - (b) have the benefits and assets lawfully divided from the liquidation of the Fund's assets in proportion to the number of fund units owned by the Investor (if any);
  - (c) request the Fund Management Company to redeem fund units on behalf of the Fund or switch

This translation is for reference purpose only.

fund units (if any);

- (d) sue the Fund Management Company, the Custodian Bank or related entities if these entities violate their lawful rights and interests;
- (e) be able to stand for election and be elected to the Board of Representatives of the UVDIF Fund when meeting the conditions specified in Article 27 of UVDIF Fund Charter;
- (f) exercise their rights through the General Meeting of Investors;
- (g) be treated fairly, each fund unit creates equal rights, obligations and benefits for owners;
- (h) freely transfer fund units, except in cases where the transfer is restricted as prescribed by the law and in the Fund Charter;
- (i) fully access to periodic and extraordinary information about the fund's operations;
- (j) have other rights in accordance with the law on securities and the UVDIF Charter.

2. Investors have the following obligations:

- (a) comply with the Fund Charter, comply with the decisions of the General Meeting of Investors.
- (b) pay in full for the purchase of fund units within the specified time and be responsible for the Fund's debts and other property obligations within the amount paid when purchasing the Fund units.
- (c) participate in the General Meeting of Investors and exercise the rights to vote in person or through an authorized representative or by remote voting (by mail, fax, email, attending online conferences, electronic voting or other electronic forms);
- (d) Being agree that the information of the Fund Units owners can be provided to the competent authority according to the provisions of the law;
- (e) other obligations as accordance by the law and UVDIF Charter.

Regulations on the register of investors are specified in Article 15 of the Fund Charter:

- 1. Fund Management Company shall implement or authorize the transfer agent service provider to establish the main register of investors (main book) or authorize an omnibus agent to establish and manage the sub register of investors (sub-book) and certify the ownership of fund units for the investors.
- 2. The register of investors must contain the following contents:
  - (a) Name and address of the head office of the Fund Management Company; name and address of the head office of the Custodian Bank; Full name of the Fund;
  - (b) Total number of fund units authorized to offer for sale, total number of fund units sold and total mobilized capital for the fund;
  - (c) Investor Information:
    - (i) For individuals: Investor's full name, identity card number or citizen identity card number or valid passport or other lawful personal identification, permanent address, contact address, contact phone number, email address (if any);
    - (ii) For institutions: full name, abbreviated name, transaction name, business registration certificate number or establishment decision number, head office address; full name,



This translation is for reference purpose only.

valid ID card number or citizen identity card number or passport number (for authorized persons not holding Vietnamese nationality) or other lawful personal identification papers, contact address, contact phone number, email address (if any) of the individual authorized by the organization to trade Fund units.

- (d) Securities depository account number (if any); fund trading account number of the investors; or sub-account number together with the omnibus account number; securities trading code (for foreign investors);
  - (e) Quantity and percentage of ownership of fund units, date of subscription and payment date;
  - (f) Date of making the register of investors.
3. The Fund Management Company, the transfer agent service provider must always have full information about the ownership of each investor, including the investor who transacts on the omnibus account. Information about Investor's assets on the main book is the proof of the ownership of fund units of the investors. The right of the ownership of the investor shall be established from the time when the information about the ownership of the investor is updated in the Main Book.
4. The register of investors is kept at the headquarters of the transfer agency service provider and the Fund Management Company.

### **3. Chapter III: General Meeting of Investors**

This Chapter consists of six (06) articles, from Article 21 to Article 26, providing for the contents related to the General Meeting of Investors, the rights and duties of the General Meeting of Investors, the conditions and procedures for conducting the General Meeting of Investors, decision of the General Meeting of Investors and the objection to the decision of the General Meeting of Investors. The General Meeting of Investors is the highest authority of the Fund. All investors named in the register of investors at the time the Fund Management Company convenes the General Meeting of Investors have the right to attend and vote on the following issues:

- The Fund Charter amendment, supplement;
- To decide on fundamental changes in the Fund's investment policies and objectives; change the service fees paid to the Fund Management Company, the Custodian Bank; change the Fund Management Company, the Custodian Bank;
- To decide on the division, separation, merger and consolidation of the Fund; dissolution of the Fund; change the term of operation of the Fund;
- Decide on the profit distribution plan of the fund;
- To elect, dismiss and remove the chairman and members of the Board of Representatives of the Fund; to decide on the remuneration and operating expenses of the Board of Representatives of the Fund;
- To approve the selection of an approved audit company to audit the annual financial statements of the fund, an independent valuation enterprise (if any); approve the annual financial

This translation is for reference purpose only.

statements, assets and operations reports of the Fund;

- To consider and handle violations of the Fund Management Company, the Custodian Bank and the Board of Representatives of the Fund that cause losses to the Fund (if any);
- To request the Fund Management Company, Custodian Bank to present transaction books or papers at the General Meeting of Investors;

Other issues under its authority in accordance with the law on securities and in the charter of the UVDIF fund.

#### **4. Chapter IV: BOARD OF REPRESENTATIVES**

This Chapter consists of seven (7) Articles, from Articles 27 to 33, providing the basic contents of the Board of Representatives of the Fund, including: the number of members of the Board of Representatives, the structure and composition of the Board of Representatives; criteria for selecting members of the Board of Representatives; rights and duties of the Board of Representatives, the chairman of the Board of Representatives; operating procedures of the Board of Representatives; suspension, dismissal and removal of members of the Board of Representatives; meeting of the Board of Representatives.

Accordingly, the Board of Representatives shall be elected by the General Meeting of Investors, representing on the interests of investors.

The rights and obligations of the Board of Representatives are specified in Article 29 of the Fund Charter, including:

1. To represent on the interests of investors; to carry out activities in accordance with the law to protect the interests of investors;
2. To approve the net asset value valuation manual, list of quotation providers, deposit-receiving credit institutions, money market instruments and assets in which the Fund is allowed to invest in accordance with the provisions of Points a, b, Clause 3, Article 9 of the UVDIF Charter;
3. To approve transactions in assets that are allowed to be invested according to the agreed method under the authority of the Board of Representatives;
4. Decide on the level of profit to be distributed according to the profit distribution plan approved by the General Meeting of Investors; time of implementation, method and form of profit distribution;
5. To decide on issues where there is no agreement between the Fund Management Company and the Custodian Bank on the basis of the provisions of law;
6. In case the most recent General Meeting of Investors has authorized, the Board of Representatives may decide on the issues specified in Clauses 2, 3, 4, 5, 6, 7, 8, 9 Article 3 of the UVDIF Charter. In this case, the Fund Management Company must fulfill the obligation to disclose the decision of the Board of Representatives in accordance with the regulations on information disclosure for the decision of the General Meeting of Investors;
7. To request the Fund Management Company and the Custodian Bank to promptly provide all documents and information on fund management and supervision activities;

This translation is for reference purpose only.

8. To supervise the operation of the Fund Management Company, the Custodian Bank and the organizations providing services to the Fund in accordance with the Fund Charter and legal regulations;
9. To be loyal to the interests of the fund, to avoid conflicts of interests that cause damage to the Fund, to ensure compliance with principles in case of conflicts of interests between members and the Fund, between members and the related persons of the Fund;
10. The Board of Representatives may not directly or indirectly:
  - (a) Use the assets of the Fund to lend money to any investor of the Fund;
  - (b) Use the assets of the Fund to guarantee or provide collateral to the investors to borrow money;
  - (c) Use the assets of the Fund to guarantee or provide collateral to another company to borrow money;
  - (d) Provide unauthorized information of the Fund as well as of customers to anyone.
11. Have other rights and obligations as prescribed by law.

Regulations on the chairman of the Board of Representatives are specified in Article 30 of the Fund Charter, according to which:

1. The General Meeting of Investors elects the chairman of the Board of Representatives from among the members of the Board of Representatives. The chairman of the Board of Representatives must be an independent member.
2. The chairman of the Board of Representatives has the following rights and duties:
  - (a) Formulate the program and the plan of operation of the Board of Representatives;
  - (b) Prepare agenda, content and documents for the meeting; convene and chair the meeting of the Board of Representatives;
  - (c) Monitor the implementation process of the decisions of the Board of Representatives;
  - (d) Issuing a notice of suspension or dismissal specified in Clause 1, Article 2 of the UVDIF Charter.

The operating procedures of the Board of Representatives are specified in Article 31 of the Fund Charter:

In case the chairman of the Board of Representatives is absent or unable to perform his/her assigned tasks, a member of the Board of Representatives authorized by the chairman will perform the rights and duties of the chairman. In case there is no authorized person, the remaining members of the Board of Representatives shall choose one of the independent members to temporarily hold the position of chairman of the Board of Representatives on the principle of consensus. The re-election of the chairman of the Board of Representatives will be done at the nearest Annual General Meeting of Investors.

A member of the Board of Representatives shall be suspended, dismissed and removed in the cases specified in Article 33 of the Fund Charter. Specifically, a member of the Board of Representatives is dismissed in the following cases:

- (a) Failing to meet the criteria and conditions specified in Article 28 of the UVDIF Charter;

This translation is for reference purpose only.

- (b) Being declared missing, dead or having limited civil act capacity by a court;
- (c) Submitting the resignation, and was accepted.

A member of the Board of Representatives shall be removed from office in the following cases:

- (a) Disclosure of secrets that are contrary to the interests of the Fund;
- (b) Being prosecuted or indicted;
- (c) Not taking part in activities of the Board of Representatives for six (06) consecutive months, except for force majeure cases;
- (d) Being prohibited from holding the position of member of the Board of Representatives due to the provisions of law or the State Securities Commission and competent authorities.

The chairman of the Board of Representatives has the right to convene a meeting of the Board of Representatives. The Board of Representatives holds a meeting at least once (01) a quarter or at the request of the Fund Management Company to discuss and decide on issues under its authority.

A meeting of the Board of Representatives of the Fund is conducted when two thirds (2/3) of the total number of members attend the meeting, in which the number of independent members attending the meeting must account for over fifty percent (50%) members attending the meeting, including meeting representatives on behalf of members of the Board of Representatives at the meeting who are authorized to vote, and members of the Board of Representatives who do not attend the meeting in person but have submitted their opinions in writing or through audio-visual media with the witness of all members attending the meeting.

Meetings of the Board of Representatives can be held in person, online by telephone, internet and audio-visual media or in the form of written opinions.

The decision of the Board of Representatives shall be passed if it is approved by more than fifty percent (50%) of the members attending the meeting and more than fifty percent (50%) of the independent members of the Board of Representatives.

The meeting of the Board of Representatives must be fully recorded in the minutes. Minutes of meetings of the Board of Representatives must be detailed and clear. The secretary and the chair of the meeting must sign the minutes of the meeting. In case the chairperson or secretary refuses to sign the meeting minutes, but if having all other members of the Board of Representatives attend the meeting sign on and having full contents, this minutes shall take effect.

## **5. Chapter V: FUND MANAGEMENT COMPANY**

This Chapter consists of four (04) Articles, from Article 34 to Article 37, which prescribe the contents of criteria for selection of the Fund Management Company; responsibilities and powers of the Fund Management Company; termination of the rights and obligations of the Fund Management Company; restriction of activities of the Fund Management Company.

According to Article 34 of the Fund Charter, the criteria for selecting a Fund Management Company are as follows:

- Having been licensed by the State Securities Commission for fund management activities.

This translation is for reference purpose only.

- Being completely independent with the Custodian Bank.
- Having adequate human resource and capability to perform the fund management activities in accordance with the law.
- Being agree to fulfill the commitments to the Fund as stated in Appendix 1 and Appendix 3 of the Fund Charter.

Rights and obligations of the Fund Management Company are specified in Article 35 of the Fund Charter::

1. The Fund Management Company has the following:
  - (a) Complying with the provisions of the law and the Fund Charter. Managing the assets of the fund in accordance with the law and the Fund Charter. Complying with the rules of professional ethics, voluntary, fair, honest and in the best interest of the Fund.
  - (b) The Fund Management Company is the authorized representative of the Fund, acting on behalf of the Fund to exercise ownership rights to the Fund's assets in an honest and prudent manner.
  - (c) When managing the assets of the Fund, the Fund Management Company must:
    - (i) Sign a custodian contract with the Custodian Bank;
    - (ii) Deposit all assets of the Fund arising in the territory of Vietnam and store fully, promptly and accurately information, data on ownership, original legal documents verifying the ownership of assets at the Custodian Bank;
    - (iii) In cases of investing the fixed deposit for the Fund, the Fund Management Company shall only deposit at credit institutions on the list approved by the Board of Representatives; provide sufficient information on deposit contracts and deposit accounts to the Custodian Bank to check the balance of the deposit account, the value of the deposit contracts with the deposit-receiving credit institution, storing the original deposit contracts and providing such contracts at the request of the Custodian Bank;
    - (iv) In case of investing in the contributed capital in a limited liability company, unlisted, unregistered shares, unlisted bonds for the Fund: the Fund Management Company must deposit the original or valid copies of the transaction contracts, transaction documents, or the original register of shareholders or register of members or documents certifying the ownership of assets at the depository bank, the custodian bank for these organizations to periodically check with the organization receiving the investment capital;
    - (v) Have a management system to separate the Fund's assets from the company's assets, and the assets of entrusting customers managed by the company; fully and timely archive accounting books, transaction documents and documents related to transactions and asset ownership of the Fund; summarize fully, accurately and promptly information about the Fund's assets and the places where such assets are deposited and stored ;
    - (vi) Establish a mechanism to check and regularly cross-check between three parties to ensure the consistency of the data of the asset of the fund on the account system of the

This translation is for reference purpose only.

fund managed at the company, the asset custody system of the fund at the custodian bank with the issuers, the Vietnam Securities Depository, the provider of managing the register of investors, project owners, organizations receiving the investment capital, banks receiving deposits. Fund Management Company is responsible for establishing a mechanism for the Custodian Bank to actively and directly check with the above organizations in order to check, supervise, summarize fully and accurately information on the depository, ownership registration and management of the assets of the fund;

(vii) Execute the investment of the fund assets according to the provisions of the law and the Fund Charter;

(viii) Assign at least two (02) fund managers to manage the Fund. The fund managers should have practical experience in asset management activities for at least two (02) years and have not been penalty for administrative violations in the field of securities and securities market.

(ix) Information on qualifications, expertise, profession and experience in asset

(d) The Fund Management Company must establish a process for allocating trading orders, allocating trading assets in a reasonable and fair manner when executing transactions for the Fund, for other entrusted clients and for the Company itself. The asset allocation process must clearly state the implementation principle, method of determining the price, the volume of assets allocated to each entrusted customer, ensuring conformity with the investment objectives and risk tolerance level of each entrusted customer. This process must be provided to the entrusted clients, the depository bank, the Custodian Bank and applied uniformly.

(e) In fund management activities and transfer agency activities, the Fund Management Company is responsible for ensuring:

(i) Carry out the determination of net asset value of the Fund; net asset value per unit in accordance with the law and the Fund Charter;

(ii) Prepare, store and update promptly, fully and accurately the register of investors;

(iii) The Fund Management Company shall authorize service providers to conduct fund administration activities and transfer agency activities. The Fund Management Company must comply with the provisions of the law on authorization of operation and the provisions of the Fund Charter.

(f) The Fund Management Company is obliged to promptly and fully provide necessary information about the Fund, the list of assets of the Fund, information on the place of depository of the fund assets, the organization receiving the investment capital, the related person of the Fund Management Company, other relevant information (if any) for the Custodian Bank and create all necessary favorable conditions for the Custodian Bank upon the written request of the Custodian Bank for the bank to fully exercise its rights and responsibilities towards the Fund in accordance with the provisions of the law. At least once a month, the Fund Management Company is obliged to compare the portfolio of the fund

This translation is for reference purpose only.

assets with the Custodian Bank.

- (g) Within fifteen (15) days from the date the Custodian Bank discovers and informs the Fund Management Company of the transactions of the fund assets contrary to regulations or beyond the competence of the Fund Management Company according to the provisions of the law and the Fund Charter, the Fund Management Company must cancel the transaction, or perform the transaction to restore the position of the Fund. The Fund Management Company must bear all costs incurred in connection with these transactions and losses (if any). In case these transactions generate profits, all profits must be recorded to the Fund.
- (h) The Fund Management Company must build and deploy uniform application of business processes, valuation manuals and accounting policies in accordance with relevant laws and the Fund Charter.
- (i) The Fund Management Company must develop a process and establish an organizational structure and risk management system suitable to the size and type of the fund. The risk management system must be based on risk management policies and procedures built in accordance with international practices suitable to Vietnam's market conditions, ensuring full identification and determination of potential risk scale in the fund's investment portfolio. Depending on the type of risk, the complexity of the investment assets and the requirements of the fund, the company must offer an appropriate level of risk tolerance.
- (j) The Fund Management Company must develop an internal control process and a detailed professional code of ethics for each working position. Regulation on compliance with professional ethics of the company is a mandatory term of the labor contract between the Fund Management Company and employees of the company.
- (k) The Fund Management Company is responsible for compensating for losses caused to the Fund due to the fault of its employees, breakdowns or errors of the technical system and professional processes of the company or the failure of the Fund Management Company to comply with the obligations as prescribed by law and in the fund charter. Compensation to the Fund and Investors in the Fund shall comply with the provisions of law on the establishment and management of open-ended funds and the agreement between related parties.
- (l) The Fund Management Company is responsible for implementing and requesting Distributors to develop, issue and organize the implementation of processes and procedures for customer identification, verification and updating of customer information in accordance with regulations of the law on securities, the law on anti-money laundering and other relevant laws. When performing customer identification, the Fund Management Company, Distributor may decide to meet face-to-face or not to meet customers in person:

- In case of not meeting customers face-to-face, the Fund Management Company and Distributor must ensure that measures, forms and technologies are in place to identify and collect fully customer information and accurately verify customers in accordance with the provisions of the securities law, the law on anti-money laundering, the law on electronic

This translation is for reference purpose only.

transactions, the relevant legal provisions on ensuring safety and confidentiality of customer information;

- The Fund Management Company and Distributor must store sufficient information and data to identify customers in accordance with the law on securities, the law on anti-money laundering and other relevant laws. Customer identification information must be stored backup, confidential and provided at the request of competent state management agencies;

- Before implementing customer identification activities by the method of not meeting face-to-face, the Fund Management Company, the Distributor through the Fund Management Company must notify the State Securities Commission;

- In case of necessity, the State Securities Commission requests the Fund Management Company, Distributor to suspend or terminate the implementation of customer identification by the method of not meeting face-to-face.

(m) The usage of the fund assets to invest in securities issued by foreign organizations or issuers is governed by foreign laws, securities issued in foreign countries and other assets abroad must comply with the law on offshore investment, foreign exchange management and relevant laws. This investment can only be made if the Fund Charter has provisions allowing it. Before implementation, the Fund Management Company must be approved in writing by the General Meeting of Investors and competent state management agencies.

(n) When performing asset transactions for the Fund, the Fund Management Company ensures:

- (i) The value of securities transactions during the year through the brokerage of a securities company must not exceed 50% of the total value of securities traded in the year of the Fund; and

- (ii) The value of securities transactions during the year through the brokerage of a securities company who is the related person of the Fund Management Company, must not exceed 20% of the total value of securities transactions during the year of the Fund.

This provision does not apply if the Fund's operation period is less than 6 months from the date of the Fund establishment registration certificate to the end of the year the fund is established.

(o) The Fund Management Company is responsible for keeping the fund information, information on asset transactions, the fund investment portfolio and other relevant information confidential, except for the case of providing information to the State Securities Commission and competent state management agencies upon request.

(p) The Fund Management Company must ensure:

- (i) Separation of headquarters and information technology infrastructure from other economic organizations. In case the company uses the information technology infrastructure of the parent company, subsidiary or related organization, it must use a decentralization and security mechanism to ensure that the parent company's



This translation is for reference purpose only.

divisions, subsidiaries or organizations that are Related Persons cannot access the company's computer systems and databases;

- (ii) Separation of facilities, personnel, and databases between professional activities with potential conflicts of interest in the company, including separation between entrusted asset management; research, investment analysis, investment implementation; securities investment consulting activities. The computer system and database are decentralized to each individual and department, in accordance with the working position according to the regulations on internal control;
- (iii) Separation of facilities, personnel and database between fund management activities and financial investment activities of the company, securities portfolio management and securities investment consulting.

(q) Other obligations as prescribed by law on the establishment, organization and operation of the Fund Management Company:

2. The Fund Management Company has the following rights:

- (a) To select the Custodian Bank according to the criteria specified in the Charter;
- (b) To authorize the Custodian Bank and a number of organizations providing services related to fund management activities to perform some or all of the fund management activities. The Fund Management Company must be responsible for the authorization, and ensure that the delegation of responsibility in fund management activities for these organizations does not adversely affect the interests of Investors of the Fund;
- (c) To have the right to refuse to issue fund units to organizations that are not allowed to invest in the Fund as prescribed by the law or to individual investors who do not have full civil capacity;
- (d) To act on behalf of and represent the Fund to exercise all rights, obligations and responsibilities towards assets owned by the Fund in accordance with law;
- (e) When exercising the right to vote at the General Meeting of Shareholders of the issuing organization, the joint stock company of which the Fund is a shareholder, the Fund Management Company or the authorized Supervisory Bank, must ensure that their voting opinions do not have any influence on the decisions adopted by other shareholders participating in the voting in accordance with the law;
- (f) To sign a contract to distribute fund units with the Distributors;
- (g) To be entitled to service prices and fees specified in the Fund Charter in accordance with the provisions of the law;
- (h) To carry out business and service activities in accordance with the provisions of the law;
- (i) To participate in regular and extraordinary meetings of the General Meeting of Investors and the Board of Representatives;
- (j) To decide on the investments of the fund in accordance with the provisions of the UVDIF Fund Charter and other provisions of law.

## **6. Chapter VI: SUPERVISORY BANK**

This translation is for reference purpose only.

This Chapter consists of four (04) articles, from Article 38 to Article 41, providing for the criteria for selecting the Custodian Bank; responsibilities and powers of the Custodian Bank; supervisory activities of the Custodian Bank; termination of the rights and obligations of the Custodian Bank.

The criteria for selecting the Custodian Bank are as follows:

- The Custodian Bank selected by the Fund Management Company must satisfy the conditions specified in Clause 1, Article 116 of the Law on Securities;
- The Custodian Bank must be completely independent and separate from the Fund Management Company to which it provides custodian services. The Custodian Bank, member of the board of directors, employee of the custodian bank in charge of supervising operations and preserving fund assets must not be a related person or have an ownership, borrowing or lending relationship with the Fund Management Company and vice versa.
- Custodian Bank, members of the board of directors, members of the Board of General Shareholders, employees of the Custodian Bank in charge of supervising operations and preserving fund's assets must not be buying or selling partners to buy or sell assets of the Fund.
- Having full capacity to provide supervision and custody services.
- Agree to fulfill the commitments to the Fund as stated in Appendix 2 and Appendix 3 of the Fund Charter.

Rights and obligations of the Custodian Bank in Article 39 of the Fund Charter:

1. Obligations of the Custodian Bank:

- (a) To always act in the best interests of the investors of the fund;
- (b) To be responsible for the losses caused to the Fund due to the bank's mistakes;
- (c) To ensure the implementation of supervision of the Fund Management Company's activities in the management of fund assets in accordance with the provisions of the Securities Law, relevant regulations and the Fund Charter;
- (d) To provide services of supervision and custody of the fund assets in accordance with relevant laws, the Custodian Contract and the Fund Charter;
- (e) To manage separately the assets of the Fund from the assets of the Fund Management Company, the assets of other funds, the assets of other customers of the Custodian Bank and the assets of the Custodian Bank itself.
- (f) To ensure and take full responsibility for the fund assets when entrusting it to a subsidiary depository institution;
- (g) To monitor or calculate the net asset value of the Fund in accordance with the provisions of the law and the Fund Charter, ensuring that the calculation of the net asset value of the Fund is accurate;
- (h) To process securities transactions in accordance with lawful instructions of the Fund Management Company, the Custodian Bank may refuse such instructions if the Custodian

This translation is for reference purpose only.

Bank has reason to believe that such instructions are illegal or inconsistent with the Fund Charter. The word rejection must be sent in writing thereon to the Fund Management Company and the reason, a copy sent to the State Securities Commission;

- (i) To regularly compare the fund assets with the Fund Management Company;
- (j) To pay reasonable and valid expenses of the Fund in accordance with the lawful instructions of the Fund Management Company, to ensure that such expenses are in accordance with the provisions of law and the provisions of the Fund Charter;
- (k) Payment to investors of the Fund when the Fund Management Company repurchase the fund units of the Investors or when the Fund is in the liquidation, dissolve and other cases as prescribed by the law, the Fund Charter in accordance with the lawful instructions of the Fund Management Company, ensuring that the payments are made in accordance with the provisions of the Fund Charter;
- (l) Other obligations as stipulated in the Law on Securities and relevant legal documents, the Fund Charter and the Custodian Contract.

2. Rights of the Custodian Bank:

- (a) The Custodian Bank is entitled to service fees for providing services of supervision and preservation of fund assets in accordance with the Fund Charter and in accordance with the provisions of the law;
- (b) To participate in regular and extraordinary meetings of the General Meeting of Investors and the Board of Representatives.

The Custodian Bank terminates all its rights and obligations towards the Fund in the following cases:

- (a) The Custodian Bank has been revoked its certificate of registration of securities depository in accordance with Clause 2, Article 60 of the Law on Securities;
- (b) Custodian Bank unilaterally terminates the custodian and supervisory contract;
- (c) The Fund is dissolved, divided, split, consolidated, or merged;
- (d) By the decision of the General Meeting of Investors of the Fund;
- (e) Other cases as prescribed by law.

In above case, the rights and obligations towards the Fund of the Custodian Bank are transferred to another Custodian Bank in accordance with the provisions of law.

## 7. Chapter VII: RELATED SERVICE PROVIDERS

This chapter consists of five (05) articles, from Article 42 to Article 46, regulating authorized activities, criteria for selection of relevant service providers, responsibilities of organizations providing related services, the Fund Management Company's responsibility for authorized activities and termination of authorized activities. The Fund Management Company is entitled to hire a third party to act as a service provider for fund administration activities and as a transfer agent for the UVDIF Fund.

Criteria for selecting relevant service providers include:

This translation is for reference purpose only.

- Criteria for capacity, personnel system, experience, professionalism.

Organizations selected by the Fund Management Company to provide related services must be organizations authorized by law in the field of implementation. At the same time, these organizations must organize adequate data storage and processing facilities. The personnel system must have professional experience, regularly updated training and operate professionally.

- Criteria on the organizational structure of the relevant service provision department of the authorized party, business process system, reporting system and report approval.

There must be a clear business process between the relevant service providers of the authorized party, and a complete, clear and statutory reporting and approval system must be put in place.

Scope of activities, functions and tasks of authorized parties:

For fund administration services:

- Accounting records of fund transactions: record fluctuations reflecting cash inflow and outflow;
- Prepare financial statements of the fund; coordinate and support the audit organization of the fund in performing the audit for the fund;
- Determine the net asset value of the fund and the net asset value per unit in accordance with the law and the Fund Charter;
- Perform other activities in accordance with the law and the contract signed with the Fund Management Company.

For transfer agent service

- Make and manage the register of investors; open, monitor and manage the system of accounts of investors, omnibus accounts; confirm the ownership of fund units;
- Record subscription, redemption, and switch orders of the investors; transfer the ownership of fund units; update the register of investors;
- Support investors to exercise their rights related to the ownership of fund units of investors;
- Maintain communication channels with Investors, Distributors, state management agencies and other competent organizations;
- Provide trading account statements, transaction confirmations and other documents;
- Perform other activities in accordance with the law and the contract signed with the Fund Management Company.

## **8. Chapter VIII: DISTRIBUTORS**

This Chapter consists of three (03) articles, from Article 47 to Article 49, stipulating the conditions for selecting an distributor, operation of the distributor, and general regulations on the distribution of fund

This translation is for reference purpose only.

units. Accordingly, the conditions for selecting a distributor are:

- Being a securities company, a fund management company, a custodian bank, a commercial bank, an insurance enterprise and other economic organization that has obtained a certificate of registration for the distribution of public fund units and signed the fund distribution contract with the Fund Management Company;
- Distributor must have at least one business location selected as the place to distribute fund units that meets the legal requirements on the location of the open-ended fund distribution;
- At each distribution location, there are at least 02 employees with securities practice certificates; or a person who holds a lawful securities practice certificate in a foreign country and has a certificate of law on securities and securities market of Vietnam; or have professional certificates in securities including certificates: securities and stock market basics, securities and securities market law, securities investment and analysis, brokerage securities and securities investment consulting;
- Having physical and technical infrastructure to ensure the fund units distribution service;
- Having a professional process for the fund units distribution, including processes and procedures for identifying and updating information, measures to verify information about investors and beneficiaries, and a code of professional ethics applicable to employees distributing fund units.

The operations of a distributor are specified in Article 48 of the Fund Charter:

- (a) Synthesize information about investors and beneficiaries fully in accordance with the provisions of securities laws and regulations on anti-money laundering and combating terrorist financing;
- (b) Receive and transfer the trading orders of each investor to the transfer agency service provider in a complete, timely and accurate manner. Distributors are not allowed to aggregate, clear trading orders, directly receive money and pay for the transactions to investors; Distributors are only allowed to receive trading orders of investors when the order forms has been filled in correctly and completely with information according to the form prescribed by the governing law. Order slips must be stored by the Distributor in accordance with the law on securities. At the same time, it is necessary to ensure full, accurate, timely and clear recording of the time of receiving the order and the person receiving the order from the Investor. In case orders are received by phone, fax, online transaction orders via the internet or other electronic means or transmission lines, the regulations on electronic transactions and the storage of order slips in the form of electronic data files shall be complied with;
- (c) Assist investors in carrying out the procedures for changing information in the register of investors, certifying the ownership of the fund units of the investors, transferring the ownership in accordance with the law;

This translation is for reference purpose only.

- (d) Maintain a continuous and smooth communication channel with investors, ensure to update investors accurately, completely and promptly all information and answer investors' questions about the fund products offered for sale; make statistics, summarize account statements, confirm transactions at the request of Investors; provide investors with the Prospectus, summary Prospectus, financial statements of the fund, documents of the General Meeting of Investors, and other information; implement the reporting and information disclosure regime as authorized by the Fund Management Company;
- (e) Support the Fund Management Company or related service providers to organize the General Meeting of Investors; receive authorization to attend and exercise voting rights according to the investor's written instructions;
- (f) Aggregate and store detailed information about the investor and the investor's transactions. Provide these information to the Fund Management Company, relevant service providers and the State Securities Commission at the request of these organizations.

#### **9. Chapter IX: AUDITING, ACCOUNTING AND REPORTING REGIMES**

This Chapter includes five (05) articles, from Article 50 to Article 54, providing for criteria for selection and change of an audit firm, financial year, accounting regime, financial statements and other reports. The selected audit firm must satisfy the following conditions:

- Included in the list of approved auditing companies of the State Securities Commission announced annually.
- Reputation and audit experience for investment funds.
- Not a Related Person of the Fund Management Company or Supervisory Bank.

The fiscal year of the Fund is twelve months from the beginning of January 1 to the end of December 31 of the annual calendar year. The first fiscal year of the Fund will be counted from the date the Fund is granted the fund establishment certificate by the State Securities Commission until the end of December 31 of the same year.

In case the time from the date the Fund is granted the Fund Establishment Certificate by the State Securities Commission until the end of December 31 of the same year is less than ninety (90) days, the first accounting period shall be counted from the date the Fund is granted the Fund Establishment Certificate by the State Securities Commission until December 31 of the following year.

#### **10. Chapter X: METHOD OF DETERMINATION OF THE NET ASSET VALUE (NAV)**

This Chapter consists of five (5) articles, from Article 55 to Article 59, which prescribe the contents related to the determination of the net asset value (NAV) of the Fund. The contents of this Chapter have been set forth in section X of this Prospectus.

#### **11. Chapter XI: INCOME, OPERATING EXPENSES AND DISTRIBUTION OF FUND PROFITS**

This Chapter consists of five (05) articles, from Articles 60 to 64, providing for income, profit distribution, service prices and operating expenses of the Fund. Accordingly, UVDIF fund will not

This translation is for reference purpose only.

distribute profits to investors. All profits of the Fund arising during the operation will be accumulated and reinvested, increasing the net asset value of the Fund.

## **12. Chapter XII: RESTRUCTURING OF THE FUND**

This Chapter consists of three (03) articles, from Article 65 to Article 67, stipulating the conditions for consolidation, merger, division, separation and dissolution of the Fund. Accordingly, the consolidation, merger, division and separation of the Fund shall be conducted only in the cases prescribed by the law and approved by the General Meeting of Investors and approved by the State Securities Commission.

The Fund may only be liquidated or dissolved in the following cases:

- (a) The Fund Management Company is in the dissolve, bankruptcy or the revocation of the license of the establishment and operation of the Fund Management Company without being able to establish a replacement of a fund management company within two (02) months from the date of the event of dissolution, bankruptcy or revoked the license;
- (b) The Fund Management Company unilaterally requests to terminate the rights and obligations towards the Fund without identifying a replacement Fund Management Company within two (02) months from the date of publication of the request of the Fund Management Company.
- (c) The custodian bank is in the dissolve, bankruptcy or the revocation of the license of establishment and operation without being able to establish a replacement of a custodian bank within two (02) months from the date of dissolution, bankruptcy or revocation of the license;
- (d) The Custodian Bank unilaterally requests to terminate the rights and obligations towards the Fund without being able to establish a replacement of a custodian bank within two (02) months from the date of publication of the request of the Custodian Bank;
- (e) The net asset value of the fund fell below ten (10) billion continuously in six (06) months;
- (f) Dissolution of the fund according to the decision of the General Meeting of Investors.

## **13. Chapter XIII: RESOLVING CONFLICTS OF INTEREST**

This Chapter contains one (01) article (Article 68), stipulating the principle of controlling conflicts of interest between the Fund and other funds, between the Fund and the entrusting investment customers of the Fund Management Company and between the Fund and the Fund Management Company. Accordingly, in order to avoid conflicts of interest, the Fund Management Company must:

- Separate investment strategy and investment objectives of each Fund managed by the Fund Management Company;
- Separate the assets of the Fund Management Company from the assets of the Funds managed by the Fund Management Company and the assets of the entrusting Investors; separate assets of the Funds managed by the Fund Management Company.
- All securities transactions of members of the board of directors, members of the board of

This translation is for reference purpose only.

management, members of the supervisory board, supervisors, fund management practitioners and employees of the Fund Management Company must be reported and controlled in accordance with the Fund Charter and applicable laws;

- Establish a system of internal control, risk management, and monitor conflicts of interest in the Fund Management Company.

#### **14. Chapter XIV: DISCLOSURE OF INFORMATION AND AMENDMENTS, SUPPLEMENTS, REGISTRATION OF THE FUND CHARTER**

This Chapter consists of four (04) articles, from Articles 69 to Article 72, providing for information disclosure, providing information to Investors, amending and supplementing the Charter, registering the Charter and implementing provisions of the Fund Charter. The Fund was officially established after the State Securities Commission granted the Fund Establishment Registration Certificate. The Fund Management Company is responsible for completing all documentation procedures in accordance with the law.

In addition, the Fund Charter has 04 Appendixes:

Appendix 1: Commitment of the Fund Management Company

Appendix 2: Commitment of the Custodian Bank

Appendix 3: Joint commitment of the Fund Management Company and the Custodian Bank

Appendix 4: Methods of determining the fund's asset value



This translation is for reference purpose only.

#### APPENDIX 5: METHODS OF DETERMINING THE FUND'S ASSET VALUE

No	Type of asset	Principles of pricing transactions on the market
<b>Cash and cash equivalents, money market instruments</b>		
1	Cash (VND)	Cash balance at the date prior to valuation date
2	Foreign Currency	Value converted to VND at current exchange rate at credit institutions licensed to trade foreign exchange on the day before the valuation date.
3	Term deposit	Value of deposit plus unpaid interest up to the day before the valuation date
4	Treasury bills, negotiable certificates of deposit, bank drafts, commercial papers, and other money market instruments	Subscription price plus accrued interest as of the day before the valuation date
5	Non-interest-paying instruments include bills, bonds, valuable papers, and other non-interest-paying instruments	The price listed on the trading system of the Stock Exchange; in case there is no quoted price, the price shall be determined according to, or the discounted cash flow model based on the winning interest rate, or another interest rate prescribed by the Fund's Board of Representatives and the period of holding the instrument.
<b>Bonds</b>		
6	Listed bonds	<ul style="list-style-type: none"> <li>- The weighted average list price (clean price) on the trading system or another name, depending on the internal regulations of the Stock Exchange at the date of the latest transaction prior to the valuation date plus accumulated interest;</li> <li>- In case the Bonds have no transactions for more than 15 days up to the valuation date or the bond price of the valuation period fluctuates abnormally according to the details mentioned in the valuation manual, the bond price is determined as one of the following prices: <ul style="list-style-type: none"> <li>+ Subscription price (clean price) plus accumulated interest up to the end of the day before the valuation date;</li> <li>+ Par value plus accumulated interest up to the end of the day before the valuation date.</li> <li>+ The price is determined according to the method approved by the Fund Board of Representatives.</li> </ul> </li> <li>- In case a bond has not yet been listed in the bidding period, it shall be valued at the winning bid price of the bond.</li> <li>- In case the bond is approved for listing but has not had the first transaction, the price is determined according to the criteria of the section Unlisted bonds.</li> <li>- In case a Bond is delisted because it is close to the maturity date, the price is determined by the par value plus accumulated interest up to the end of the day before the valuation date.</li> <li>- For listed bonds converted into shares: On the day before the conversion date, the price is determined based on listed bonds as</li> </ul>

This translation is for reference purpose only.

No	Type of asset	Principles of pricing transactions on the market
		above. At the date of conversion to shares, the price is determined according to the Shares section's criteria.
7	Unlisted Bonds	<p>Is one of the following prices:</p> <ul style="list-style-type: none"> <li>+ Listed price (if any) on quotation systems plus coupon interest up to the day before the valuation date; or</li> <li>+ Purchase price plus accumulated interest up to the end of the day before the valuation date;</li> <li>+ Par value plus accumulated interest up to the end of the day before the valuation date;</li> <li>+ The price is determined according to the method approved by the Fund Board of Representatives</li> </ul> <p>- For bonds converted into shares: At the day before the switching date, the price is determined based on unlisted bonds as above. At the date of switching to shares, the price is determined according to the criteria of the Shares section</p>
<b>Shares</b>		
8	Shares listed on the Stock Exchange	<ul style="list-style-type: none"> <li>- Closing price or other names, depending on the internal regulations of the Stock Exchange of the latest trading day before the valuation date;</li> <li>- In case there is no transaction for more than 15 days up to the valuation date, the price is determined as one of the following prices: <ul style="list-style-type: none"> <li>+ Closing price or other names, depending on the internal regulations of the Stock Exchange at the latest trading day within 90 days up to the day before the valuation date;</li> <li>+ Book value;</li> <li>+ Subscription price;</li> </ul> </li> </ul>
9	Shares of public companies registered for trading on UpCom system	<ul style="list-style-type: none"> <li>- Closing price or other names, depending on the internal regulations of the Stock Exchange of the latest trading day before the valuation date;</li> <li>- In case there is no transaction for more than 15 days up to the valuation date, the price is determined as one of the following prices: <ul style="list-style-type: none"> <li>+ Closing price or other names, depending on the internal regulations of the Stock Exchange at the latest trading day within 90 days up to the day before the valuation date;</li> <li>+ Book value;</li> <li>+ Subscription price;</li> </ul> </li> </ul>

This translation is for reference purpose only.

No	Type of asset	Principles of pricing transactions on the market
10	Shares of a public company that is undergoing the procedure of switching the exchange	During the time when the public company is carrying out the procedure of switching the exchange, the shares are valued at the closing price at the latest trading day before the valuation date.
11	Shares that are suspended from trading, or delisted or unregistered for trading	Is one of the following prices: + Book value; + Face value; or + The price is determined by the method approved by the Fund Board of Representatives in each specific case.
10	Shares of organizations in the state of dissolution or bankruptcy	Is one of the following prices: - 80% of the liquidation value of such shares at the latest balance sheet date before the valuation date; or - The price is determined by the method approved by the Fund Board of Representatives in each specific case.
11	Shares, other capital contributions (including shares offered for the first time to the public which are in the process of listing procedures)	Is one of the following prices:  - Market price is the average price of successfully executed transactions at the nearest trading day before the valuation date provided by 03 quotation organizations;  - Average price of two (02) quotation organizations;  - Book value;  - Subscription price/value of contributed capital;  - The price is determined according to the method approved by the Fund Representative Board in each specific case.
12	Right to buy shares	Call value = $\text{Max}\{0, (\text{The market value of the stock at the latest trading day before the valuation date} - \text{the actual amount paid to exercise the call on the date of the call notice}) \times \text{exercise rate}\}$
<b>Fund certificates</b>		
13	Listed public fund certificates	Closing price or other names, depending on the internal regulations of the Stock Exchange of the latest trading day before the valuation date;  - In case 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 per unit of that fund is disclosed on the website of that fund management company; or on the Exchange; or on the website of the fund management company; or on the Exchange; or on the SSC website on the nearest day prior to the Valuation Date.

This translation is for reference purpose only.

No	Type of asset	Principles of pricing transactions on the market
		+ Subscription price;
14	Unlisted public fund certificates	Net asset value per fund unit at the last valuation date of such fund certificates prior to UVDIF's Valuation Date
<b>Other assets</b>		
15	Other permitted investment assets	<p>Is one of the following prices:</p> <ul style="list-style-type: none"> <li>- Market price is the average price of successfully executed transactions at the nearest trading day before the valuation date provided by 03 quotation organizations.</li> <li>- Average price of two (02) quotation organizations;</li> <li>- The price is determined according to the method approved by the Fund Board of Representatives in each specific case.</li> </ul>

Notes:

- Accumulated interest is: the interest calculated from the most recent interest payment to the time before the valuation date.
- The book value of a stock is determined on the basis of the most recent audited or reviewed financial statements.
- The liquidation value of a share is determined by the equity value of the issuer divided by the total number of outstanding shares.
- The valuation organization can choose a bond quotation system (Reuters/Bloomberg/VNBF...) for reference.
- In this section, dates are interpreted as calendar days.