

CHARTER

**EASTSPRING INVESTMENTS FUND MANAGEMENT
LIMITED LIABILITY COMPANY**

01 March 2021

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LEGAL BASIS

1. The Securities Law no. 54/2019/QH14 dated 26 November 2019, effective 1 January 2021;
2. The Enterprise Law no. 59/2020/QH14 dated 17 June 2020, effective 1 January 2021;
3. Decree no. 155/2020/NĐ-CP dated 31 December 2020, effective 1 January 2021, promulgating details some provisions of the Securities Law;
4. Circular no. 99/2020/TT-BTC of the Ministry of Finance dated 16 November 2020, effective 1 January 2021, guiding operation of fund management company; and
5. Other relevant laws, statutes, and regulations of Vietnam.

CHAPTER 1
GENERAL PROVISIONS

Article 1 Definitions

1. Unless otherwise provided by the articles or context of this Charter, the following terms shall have meanings as defined below:

“Management Board” means the Chief Executive Officer and Deputy Chief Executive Officer (if any);

“Owner” means the owner of the Company, whose details are prescribed in Article 9 of this Charter;

“Company” means Eastspring Investments Fund Management Limited Liability Company (formerly, Prudential Vietnam Fund Management Limited Liability Company), a Company which was incorporated and operates under Operation License;

“Charter” means this charter created as the basis of regulations and standards of the Company, as may be amended, supplemented from time to time, and signed by the Owner’s authorized representative;

“Operation License” means Establishment and Operation License No. 51/GP-UBCK issued by SSC on 23 March 2012, Adjustment License No.08/GPDC-UBCK issued by SSC on 26 March 2013 and Adjustment License No.63/GPDC-UBCK issued by SSC on 10 August 2018 which replace License No. 03/UBCK-GPHĐQLQ issued on 26 May 2005, Decision No. 459/QĐ-UBCK issued on 13 August 2007, and Adjustment License No. 25/GPDC-UBCK issued on 9 December 2011 by the SSC;

“MC” means the Members’ Council (i.e. Board of Directors) of the Company, which is established by the Owner and operates in accordance with this Charter and Laws;

“ARC” means the Audit & Risk Committee of the Company established by the Owner and discharges the duties and responsibilities assigned for supervisory, audit and risk management committee in accordance with this Charter and Laws;

“Securities Law” means Securities Law no. 54/2019/QH14 adopted by the Parliament of the Socialist Republic of Vietnam on 26 November 2019, effective 1 January 2021;

“Enterprise Law” means the Enterprise Law no. 59/2020/QH14 adopted by the Parliament of the Socialist Republic of Vietnam on 17 June 2020, effective 1 January 2021;

“Related Person” means a related person as set forth under the Securities Law;

“Laws” means any and all regulations as listed under the Law on promulgation of regulations of the Socialist Republic of Vietnam;

“CEO” means the chief executive officer of the Company, appointed or hired by the Owner or the MC in accordance with this Charter;

“SSC” means the State Securities Commission, the government authority in charge of securities and securities market under the Ministry of Finance of Vietnam;

“Vietnam” means the Socialist Republic of Vietnam; and

“Charter Capital” means the capital invested in the Company by the Owner and recorded under clause 1 Article 8 of this Charter.

2. In this Charter, any reference to any legal document promulgated by any competent Vietnamese state authority shall include its amendments, supplements, and replacements.
3. The headings of the Articles inserted in this Charter shall serve for the purpose of convenient reference and shall not affect the interpretation of this Charter. Any reference to a provision of this Charter shall be construed as reference to the provision hereof and Securities Law and/or Enterprise Law if they are not contrary.

Article 2 Name of the Company

1. Full name in Vietnamese: Công Ty Trách Nhiệm Hữu Hạn Quản Lý Quỹ Eastspring Investments
2. Full name in English: Eastspring Investments Fund Management Limited Liability Company
3. Transaction name in Vietnamese: Công Ty Quản Lý Quỹ Eastspring Investments
4. Transaction name in English: Eastspring Investments Fund Management Company
5. Abbreviation: EIFMC
6. Any change of the Company’s name shall be decided by the Owner and must be made via adjustment of the Operation License by the SSC.

Article 3 Form of Ownership and Limitation of Liability

1. The Company is incorporated in the form of an one member limited liability company in accordance with the Securities Law and other relevant Laws, with terms and conditions set out in this Charter.
2. The Owner shall be liable for the Company’s debts and other obligations with respect to its assets within the limit of the Charter Capital.
3. The Company is a legal person having its own seal, account and independent from financial aspect.
4. The Company has been established on voluntary basis of the Owner in respect of injection of capital.

Article 4 Head office, branch and representative office

1. Registered head office of the Company:
 - Address : Floor 23, Saigon Trade Center 37, Ton Duc Thang Street, District 1, HCMC
 - Telephone : (+84) 28391 02848
 - Facsimile : (+84) 28391 02145
 - Email : cs@eastspring.com
 - Website : eastspring.com/vn
2. Any change of the Company’s head office shall be decided by the Owner and subject to the approval of the SSC.
3. Subject to the Company’s business need from time to time, the Company may establish branches and representative offices under decision of the Owner and subject to the approval of the SSC.

Article 5 Scope of business

The Company conducts, as permitted in the Operation Licenses granted by the SSC, the following businesses:

- a) managing securities investment funds
- b) managing securities investment portfolio; and
- c) providing securities investment advisory service.

Article 6 Term of operation

The Company's term of operation shall be indefinite, commencing from the date of first Operation License to the dissolution of the Company upon decision of the Owner and subject to approval by the competent authority.

Article 7 The Company's legal representative

The Chief Executive Officer is the legal representative of the Company. The legal representative of the Company must reside in Vietnam and in case of absent from Vietnam for more than 30 days, he must authorize another person of the Company to implement the rights and obligations of the legal representative of the Company set out in this Charter.

CHAPTER II

CHARTER CAPITAL, OWNER OF THE COMPANY

Article 8 Charter Capital and increase of the Charter Capital

1. The Charter Capital of the Company is VND 25,000,000,000 (twenty-five billion Vietnam Dong) contributed in the form of cash by the Owner.
2. The Charter Capital of the Company can be increased to meet the Company's need on business, capital and scope of operation from time to time, subject to decision of the Owner and in compliance with Laws.
3. When increase in the Charter Capital, the Company must provide prior report and post-report to the SSC and ensure the increase of the Charter Capital meet all requirements set out by Laws.

Article 9 Information on the Owner

The Owner of the Company is Prudential Vietnam Assurance Private Limited:

Head office address: 25fl, Saigon Trade Center, 37 Ton Duc Thang Street, District 1, HCMC

Operation License no.: 15 GP/KDBH issued by the Ministry of Finance on 8 September 2011

Article 10 Rights and obligations of the Owner

1. The Owner shall have the following rights:
 - a) Make decisions on the contents of the Charter, amendments of and additions to the Charter;
 - b) Make decisions on strategies for development and long term business plans of the Company;

- c) Make decisions on the organizational and management structure of the Company, appoint, remove or dismiss the members of the MC, ARC, CEO and internal auditors of the Company;
 - d) Make decisions on investment projects valued at fifty (50) or more per cent of the total value of the assets recorded in the most recent financial statement of the Company;
 - e) Make decisions on solutions for market development, marketing and technology;
 - f) Approve loan, borrowing or sale of assets valued at fifty (50) or more per cent of the total value of the assets recorded in the most recent financial statement of the Company (not including entrusted asset of clients or funds or securities investment companies under management of the Company);
 - g) Make decisions on increases in the Charter Capital, on assignment of all or part of the Charter Capital to other organizations or individuals; on company bond offering plan;
 - h) Make decisions on establishment of subsidiary companies or on capital contribution to other companies;
 - i) Supervise and assess business performance of the Company;
 - j) Make decisions on use of profits after fulfilment of tax obligations and other financial obligations of the Company;
 - k) Make decisions on re-structuring, dissolution and petition for bankruptcy of the Company;
 - l) Recover all of the assets of the Company after the Company completes dissolution or bankruptcy procedures; and
 - m) Other rights in accordance with this Charter and applicable Laws.
2. The Owner shall have the following obligations:
- a) Contribute capital in full and on time as undertaken;
 - b) Comply with this Charter;
 - c) Verify and distinguish the asset of the Owner and those of the Company;
 - d) Comply with the Laws on contracts and others with respect to any purchase, sale, borrowing, lending, lease or rental and other transactions between the Company and the Owner;
 - e) Withdraw capital only by way of assignment of a part or all of the Charter Capital to other organizations and individuals; in the case of withdrawal of all or part of its contributed capital from the Company in another form, the Owner must be jointly liable for debts and other obligations of the Company;
 - f) Not withdraw profits of the Company in cases where the Company has not paid in full all debts and other property obligations which are due; and
 - g) Perform other obligations in accordance with this Charter and applicable Laws.

Article 11 Restrictions on rights of the Owner

1. The Owner may withdraw capital only by way of assignment of a part or all of the Charter Capital to other organizations and individuals, the Company must restructure in accordance with respective enterprise form and process registration of the change with competent authority within 10 days since the completion of the assignment.

2. In case the Owner is dissolved or bankruptcy, the successor of the Owner will become the new owner of the Company. The Company must restructure in accordance with respective enterprise form and process registration of the change with competent authority within 10 days since the completion of the transfer.

CHAPTER III

ORGANIZATION AND MANAGEMENT STRUCTURE OF THE COMPANY

Article 12 Organization form of the Company

The Company operates under the organization form of an one member limited liability Company. The Company is organized and operating under the following structure: Members' Council, Audit & Risk Committee and Chief Executive Officer.

Article 13 Chief Executive Officer (CEO)

The Owner or the MC appoints or hires, approves resignation, dismisses the CEO with term not exceeding five (5) years and may be re-appointed for an unlimited number of terms. The CEO shall manage the day-to-day business activities of the Company and shall be responsible before the Owner, the MC and the Laws for the performance of his/her rights and duties.

Article 14 Criteria and conditions of the CEO

The CEO shall meet the following criteria and conditions:

- a) Have full civil capacity and not being forbidden to manage business as provided in Law on Enterprises;
- b) Can concurrently be a member of the Members' Council but cannot be a Related Person to chairman and members of the members' council and to the legal representative of the Owner; and
- c) Have met all conditions applicable to a CEO in accordance with applicable Laws on securities and fund management companies.

Article 15 Rights and duties of the CEO

1. Lead implementation of decisions of the Owner and the MC.
2. Decide matters in relation to daily business activities of the Company.
3. Implement business plans and investment projects of the Company.
4. Recommend Company's organizational restructuring plan and internal management regulations of the Company.
5. Appoint and dismiss other management positions in the Company, except positions appointed by the Owner or the MC.
6. Sign contracts on behalf of the Company.
7. Submit annual financial accounting statements to the Owner or the MC.
8. Propose ways of profit utilization or losses treatment in business to the Owner or the MC.
9. Decide recruitment of employees of the Company.

10. Have other rights and obligations as stipulated by this Charter, employment contract, and decisions from the Owner and resolutions from the MC.

Article 16 Remuneration, salary and other benefits of the CEO

1. The Owner or the MC reserves the right to decide on the remuneration or salary and other benefits of the CEO in accordance with the business results and efficiency of the Company and the group policy.
2. Remuneration, salary and other benefits payable under Clause 1 of this Article shall be included in business expenses in accordance with the laws on corporate income tax and other relevant Laws, and be recorded as a separate item in annual financial statements of the Company.

Article 17 Internal audit

1. The Company shall establish an internal audit function, under control of the Owner. The appointment and change to the internal audit personnel shall be decided by the Owner or the MC.
2. Personnel of the internal audit must meet the conditions required under the Laws.
3. Internal audit shall have the following responsibilities:
 - a) Examine and evaluate the organizational structure, corporate governance activities, operating activities, coordination of each department, each working position in order to prevent conflicts of interest, protect rights of customers;
 - b) Examine and evaluate the adequacy, effectiveness and efficiency, the level of compliance with the applicable Laws, the Charter; the internal control system; internal policies, procedures, including the rules of professional ethics, professional process, risk management procedures and system, information technology system, accounting, process and system of report, disclosure of information, the process of receiving and handling denunciations and complaints from customers, and other internal regulations;
 - c) Check the validity, legality, honesty, the level of prudence, compliance with professional processes and risk management;
 - d) Perform the audit activities according to the annual internal audit plan. The annual internal audit plan must be approved by the MC or ARC before implementation. The annual internal audit plan must satisfy the following principles:
 - Internal audit activity must be carried out annually and extraordinarily;
 - Risk levels of activities, processes and departments must be evaluated according to the internal regulations of the company. High-risk activities, processes, and departments are concentrated resources, prioritized for auditing first and audited at least once a year;
 - The annual internal audit plan must be adjusted when there is any change about the risk level of activities, process and departments;
 - e) Propose the complete solutions to enhance the effectiveness and performance of the Company; monitor the implementation of recommendations after the audit has been approved by the MC.
4. Internal audit activity must satisfy the following principles:
 - a) Independence: the internal audit department and the operation of this department is independent with the departments and other activities of the Company, not subject to the management of the Management Board;

- b) Objectiveness: internal auditors must be objective, fair, not have prejudice, not be affected, intervened when performing their duties;
- c) Honesty: internal audit must be done in an honest, careful and responsible manner;
- d) Coordination: internal audit department is allowed full, unrestricted access to information and documents of the Company. The Management Board and all employees of the Company are responsible for coordinating, providing fully, timely, honestly, exactly all information, relevant documents, as required by the internal audit department. All other departments of the Company shall inform the internal audit as discovering the weaknesses and shortcomings, mistakes, risk or large losses on assets of the Company or of the customers;
- e) Confidentiality: The internal audit and its staffs are not allowed to disclose the information obtained during the audit, except for provision to the competent governmental authorities.

Article 17 Internal control

1. Company must set up internal control system in accordance with the Company's organizational structure, establish the internal control department under the Management Board and promulgate the regulations on internal control including policies, regulations, professional processes and other internal regulations. Internal control department is responsible for:
 - a) Monitoring to ensure the activities of each position, and department and of the entire Company in the compliance with the Laws, policies, professional processes, internal regulations of the Company;
 - b) Monitoring the implementation of responsibility of every employee in the Company for the activities assigned, decentralized, authorized in the following principles:
 - Mechanism of decentralization, authorization must be clear, specific and transparent to ensure separation of duties and powers from the individuals, departments of the Company. The professional processes must ensure separation between the functions and duties of each position, department in the Company from the analysis, appraisal, acceptance or approval, or decision on implementation, implementation organization, report and monitoring after the implementation;
 - An individual is not allowed to be in charge of many positions that he/she can perform the activities with interest conflict or role overlap. Personnel is arranged to ensure that an independent can not independently make his/her own decision and perform two or more activities in the entire professional process without consulting other departments and individuals;
 - c) Participating in building, monitoring of the organization, implementation of the policies, regulations, procedures and internal rules of the Company in order to prevent conflicts of interest; monitoring the implementation of the rules of professional ethics; gathering, storing, statistics and monitoring business activities of the Company and the Company's employee's personal transactions;
 - d) Participating in the building of process, implementation organization of the risk management for the activities of the Company and for each entrusting customer; timely identifying, evaluating the risk level, setting up the investment limit and taking measures to prevent and manage potential risks in the investment activities of the Company and of entrusting customers;

- e) Monitoring to ensure the portfolio's net asset value, fund certificates to be valued in accordance with the provisions of law and internal regulations; assets and resources of the Company to be managed safely, effectively; customer's assets are managed separately, independently; financial report, operational report, report on financial safety norms and other reports of the Company to be made honestly, correctly, timely, fully updated in accordance with the Laws;
 - f) Monitoring and ensuring the financial information system and managing truthfully, completely, timely and accurately; having backup information system to promptly handle the situations such as natural disasters, fires, and explosions to maintain continuous operation of the Company; and
 - g) Proposing the plan for handling dispute settlement, conflict of interest, complaints from customers and partners; contingency plans to overcome the consequences when problems occur.
2. Personnel of the internal control department must meet the criteria and conditions required under the Laws.

Article 19 The Members' Council (MC)

1. The Chairman and members of the MC shall be appointed, approved for resignation and dismissed by the Owner where the total members shall be from 3 to 7 and term shall not exceed five (5) years, but may be re-appointed for an unlimited number of terms. The Chairman and members of the MC must meet conditions in accordance with applicable Laws.
2. Except for the circumstances where the Owner exercises and performs its rights and obligations in accordance with this Charter, the MC shall, on behalf of the Owner, oversight the implementation of rights and obligations of the Owner; has the right to implement rights and obligations of the Company on behalf of the Company (except for rights and obligations of the CEO); shall be responsible before the Laws and to the Owner for the implementation of delegated rights and obligations in accordance with this Charter and the Laws.
3. A meeting of the MC shall be conducted in accordance with Article 22 of this Charter. Each member of the MC shall have an equal vote. The MC may pass a resolution by way of collection of written opinions.
4. A resolution of the MC shall be passed in accordance with Article 22 of this Charter.
5. All meetings of the MC must be recorded in meeting minutes. The contents of minutes of meetings of the MC shall be as stipulated in Article 23 of this Charter.

Article 20 Chairman of the MC

1. The Chairman of the MC shall be appointed among the members of the MC and dismissed by the Owner.
2. The Chairman of the MC has the following rights and duties:
 - a) Prepare or organize the preparation of working programs and plans of the MC;
 - b) Prepare or organize the preparation of program, agenda and documents for meetings of the MC or for collecting opinions of members;
 - c) Convene and chair meetings of the MC or to organize the collection of opinions of members;
 - d) Supervise or organize the supervision of the implementation of decisions of the MC; and
 - e) Sign all meeting minutes, resolutions and decisions of the MC on behalf of the MC.

3. The Chairman hereby authorizes the CEO to sign all regulatory reports on behalf of the Company as required by applicable Laws.
4. In his or her absence or in case of unable to perform the rights and duties, the Chairman of the MC shall authorize a member in writing to perform the rights and obligations of the Chairman of the MC. Where no member is authorized or the Chairman of the MC is death, missing, in custody, arrested, in prison, under administrative supervisory due to addict, inability, unable to act or under restriction by a court order, all other members shall elect one person being a MC member to perform temporarily the rights and obligations of the Chairman of the MC on the principle of simple majority until there is otherwise decision from the MC or the Owner.

Article 21 Convening meetings of the MC

1. A meeting of the MC shall be convened on quarterly basis and ad-hoc basis at any time at the request of the Chairman or the MC deem necessary. In case there is requirement from Laws, the periodic quarterly meeting for Q4 shall be deem as annual meeting of the MC.
2. The Chairman of the MC shall prepare or organize the preparation of programs, agenda and documents and convene meetings of the MC. A member has the right to make written recommendations on the agenda. A recommendation must contain the following main details:
 - a) Full name of the member;
 - b) Items recommended for inclusion in the agenda; and
 - c) Reason for recommendation.
3. The Chairman of the MC must approve a recommendation and include it in the agenda of a meeting of the MC if such recommendation contains all of the stipulated details and is sent to the head office of the company at least one working day prior to the date of the meeting of the MC; where a recommendation is submitted immediately prior to a meeting, it shall be approved if the majority of the attending members so agree.
4. The invitation to a meeting of the MC may be in the form of a letter of invitation or by telephone, fax, telex or other electronic means and shall be sent directly to each member of the MC. The invitation must specify the time, venue and agenda of the meeting.
5. The agenda and documents for a meeting must be sent to all members of the MC prior to the opening day of the meeting. Documents to be used in a meeting relating to resolutions on amendment of or addition to the Charter, approval of the development direction of the Company, approval of annual financial statements, re-organization or dissolution of the Company must be sent to members no later than seven (7) working days prior to the date of the meeting.
6. In case the MC meeting is convened ad-hoc as per clause 1 of this Article, the request must be made in writing, including email, and must contain the following main details:
 - d) Full name of the requesting member;
 - e) Reason for meeting request and matters to be addressed/resolved; and
 - f) Proposed meeting agenda.

On that basis, the Chairman shall inform other members in writing about the meeting plan and shall organize the meeting within 15 days from the date receiving the meeting request.

Article 22 Meetings of the MC

1. A meeting of the MC shall be conducted where there are at least two third (2/3) of the members attending. Each member shall have 1 vote and all votes are equal.
2. Meetings of the MC to issue resolutions, decisions can be conducted by way of meeting in persons, online, through telephone, opinion collecting in writing including emails or combination of the aforesaid (in case any member is unable to attend, s/he can present his/her opinion/decision in writing form, including emails). In case of meeting in person, the meeting place shall be Company's office or any other place as decided by the MC.
3. A resolution, decision of the MC shall be passed if it is approved by more than 50% of the attending members. However, if the MC acting on behalf of the Owner approves any amendment or change to this Charter, re-structuring the Company, transfer part or all of the Charter Capital of the Company, the resolution must be approved by at least 75% of the attending members. A resolution of the MC shall take effect from the date of passing.
4. The resolutions, decisions of the MC shall be effect on the passing date or any date stated in such resolutions, decisions.

Article 23 Minutes of meetings of the MC

1. All meetings of the MC must be recorded in the meeting minutes. Meeting minutes can be concurrently resolutions, decisions of the MC.
2. Meeting minutes of the MC must be circulated to all members, attending and not attending the meetings, for review and comment before signing off. Only after there is confirmation on agreement (including emails) by all attending members, the Chairman and the meeting secretary shall sign off the meeting minutes on behalf of the MC.
3. The minutes must include the following main details:
 - a) Time and venue of the meeting; purposes and agenda of the meeting;
 - b) Full name of members, invitees and meeting secretary;
 - c) Matters discussed and voted on, summary of opinions of members on each of the matters discussed;
 - d) Total number of votes for, against or abstentions on each matter subject for voting;
 - e) Resolutions, decisions passed; and
 - f) Full names and signatures of the Chairman and meeting secretary.

Article 24 Audit & Risk Committee (ARC)

1. From time to time, based on the need for business and operation, the Owner makes decision on establishment, operation or dissolution of the ARC. In case there exists ARC, the Owner makes decision on number of members subject to minimum 03 members, and decide on appointment, approving resignation or dismissal of the ARC Chairman or members with term not exceeding 05 years and may be re-appointed for an unlimited number of terms. The ARC shall be responsible before the Laws and to the Owner for the implementation of its rights and duties.
2. The ARC has the following duties:

- a) Check the reasonableness, lawfulness, honesty and prudence in management and operation, the systematism, consistency and properness in accounting, statistics and reporting of the Company;
 - b) Evaluate the fullness, legitimacy and honesty of annually and semi-annually financial statements, including amendment, adjustment and abnormal transactions impact the financial statements with consideration on opinion and comments from independent external auditors;
 - c) Review, check and evaluate the implementation and effectiveness of the Company's systems of internal control/compliance, internal audit, risk management and forecasting alert indicators including approving annual plan on compliance, internal audit and risk management (if any);
 - d) Approve internal policies, processes and procedures related to internal control/compliance, internal audit, risk management, except for those under the authority of the MC;
 - e) Make recommendations to the Owner on solutions for amendments of and additions to the organizational and management structure and the administration of the business of the Company;
 - f) Delegate or outsource any of its duties to external advisors, internal auditors, internal control/compliance and/or risk management of the Company; and
 - g) Other duties as requested or decided by the Owner and by Laws.
3. The ARC has the right to sight any document or paper of the Company including accounting books and records and other documentation and check any management or operation of the Company where necessary. The Management Board and all employees of the Company have the obligation to provide in full and on time any information and documents at the request of the ARC.
4. The ARC Chairman and members must satisfy the following criteria and conditions:
- a) Not being forbidden to manage business as provided in Law on Enterprises;
 - b) Have professional qualifications on any subject on economics, finance, accounting, auditing, business administration or else in line with business line of the Company;
 - c) Not concurrently be a member of the Management Board or other management positions of the Company; not necessarily be employee of the Owner or the Company; and
 - d) Other criteria and conditions as required by Laws from time to time.

Article 25 Meetings of the ARC

All meetings of the ARC shall be conducted in accordance with Article 22 of this Charter. Meeting minutes shall automatically be resolutions, decisions of the ARC. Meeting minutes of the ARC must be circulated to all members, attending and not attending the meetings, for review and comment before they can be signed off by the ARC Chairman and the meeting secretary on behalf of the ARC.

Article 26 Obligations of the Chairman and members of the MC and the ARC, and the CEO

- 1. Comply with the Laws, the Charter and the decisions of the Owner in the implementation of delegated rights and duties;
- 2. Perform delegated rights and duties honestly, prudently and to their best ability in order to assure the maximum legitimate interests of the Company and the Owner;

3. Be loyal to the interests of the Company and the Owner; not to use information, know-how, business opportunities of the Company, or to abuse his or her position and power or to use assets of the Company for the personal benefit of himself or herself or other organizations or individuals;
4. Notify the Company in a timely, complete and accurate manner of the enterprises of which he or she and a Related Person to him or her is the owner or holds controlling shares or portion of capital contribution; and
5. Other obligations as stipulated in the Laws.

Article 27 Contracts and transactions of the Company with Related Persons

1. Contracts and transactions between the Company and the following subjects must be approved by the Owner or the MC or the ARC:
 - a) The Owner or its Related Person; and
 - b) The Chairman and members of the MC, the ARC, the CEO, or their Related Persons.
2. The legal representative of the Company must notify the MC, the ARC or the Owner of the respective subjects and potential interests connected with such transactions, and attaching with draft agreement or main contents of such transactions.
3. The Owner or the MC or the ARC make decision on approval or rejection for proposed transactions within 10 days since receiving the notification on the basis of majority voting, each member has one vote but the member being a Related Person in such transaction is not allowed to vote.
4. The contracts and transactions stipulated in Clause 1 of this Article may be approved only upon satisfaction of the following conditions:
 - a) The parties entering into the contract or performing the transaction are independent legal entities with separate rights, obligations, assets and interests;
 - b) The price used in the contract or transaction is the market price at the time when the contract is entered into or the transaction is performed;
 - c) The Owner complies with the obligations stipulated in Clause 2 of Article 10 of this Charter.
5. A contract or transaction shall be void and be dealt with in accordance with the Laws where it is not entered into in accordance with the provisions of Clause 2 of this Article. The legal representative of the Company and the parties to the contract must compensate for any damage arising and return to the Company any benefits gained from the performance of such contract or transaction.

CHAPTER IV

OBLIGATIONS AND RESTRICTIONS IN THE COMPANY'S OPERATION

Article 28 Obligations of the Company

1. The Company is the authorized representative of entrusting customer, on behalf of the entrusting customer to execute the ownership toward the assets of entrusting customers in an honest and prudent manner.

2. The Company must issue fund management process, portfolio management process, securities investment consultancy/advisory process and other professional operation procedures in compliance with the securities business operation of the company, procedures for internal control; evaluation handbook; process regarding conditions, order and procedures for convoking, carrying out meetings and approving decisions at the Investors' General Meeting applicable to funds, Shareholders' General Meetings of securities investment companies; specific rules of professional ethics for each position. In case where the customer entrusts to invest derivatives in order to prevent risks, the securities investment fund management process must specify the rules and methods to use derivatives in order to prevent risks for the fund or securities investment company; the securities investment portfolio management process must specify the rules and methods to use derivatives in order to prevent risks for underlying securities held by the entrusting customer. Processes shall be implemented and applied consistently in entire operation of the Company.
3. The Company must comply with the rules of professional ethics, voluntariness, fairness, honesty and for entrusting customers' sake of the best interests. Regulations on the compliance with the professional ethics are mandatory provisions of the employee agreement between the Company and its employees.
4. The Company must set up a risk management system and issue a strategy, policy and risk management process in compliance with the organizational model and operation scale of the Company, types of funds, securities investment companies and entrusting customers managed by the Company. The risk management system, strategy, policy and risk management process shall be developed on the basis of international practices appropriate to the Vietnam's market conditions and in accordance with the SSC's instructions.
5. When managing entrusted assets, the Company must ensure to:
 - a) Invest entrusted assets in accordance with the Laws, the charter of the securities investment fund, charter of the securities investment company and investment entrustment contracts;
 - b) Enter into the depository contract or supervision contract with the depository bank, for member funds, private securities investment companies, entrusted portfolio; enter into the supervision contract with the supervisory bank, for public funds and public securities investment companies;
 - c) Deposit all assets arising in the territory of Vietnam, fully, promptly and accurately store information and data on the ownership and deposit the originals of legal documents verifying the ownership of assets at the depository bank and supervisory bank.
 - In case of investing deposits and certificates of deposit for entrusting customers: The Company may only deposit at credit institutions in the list approved by the entrusting customers; and must provide sufficient information on deposit contracts and deposit accounts for depository banks and supervisory banks for crosscheck of the balance in the deposit accounts, value of deposit contracts with the credit institution receiving the deposit, store the originals of deposit contracts and provide such contracts at requests of the depository banks and supervisory banks;
 - In case of investing into the contributed capital at a limited liability company, stocks unlisted or not yet registered for trading, unlisted bonds for entrusting customers: The Company must deposit the originals or valid copies of trading contracts, transaction documents or the original of the shareholder's register or member's register or document confirming the ownership of assets at the depository banks and supervisory banks for periodical crosscheck with the institution receiving the investment capital;

- d) Develop an information system to manage entrusting customers' accounts in the Company to ensure the principle of management of independence and separation of assets to each entrusting customer; separation of entrusted assets and assets of the Company; adequate and timely storage of accounting books, transaction documents and other documents related to transactions and ownership of entrusting customers' assets; sum up fully, accurately and timely information on each entrusting customer's assets and place for depository of such assets;
 - e) Establish a mechanism for examination, regular crosscheck among three parties to ensure the consistency of data of entrusting customer's assets on the system of accounts of entrusting customers managed by the Company, the depository system of assets of entrusting customers in the depository bank, supervisory bank with the issuers, the Vietnam Securities Depository and Clearing Corporation, the organization managing the shareholder's register, project owners, organizations receiving investment capital and institutions receiving the deposits. The Company shall be responsible for establishing a mechanism for the depository bank and supervisory bank in order to actively and directly cross-check with the above institutions to inspect, monitor, sum up fully and accurately information of depository, property registration and management of entrusted assets.
 - f) Assign at least 02 staff in charge of fund management to manage and run the investment operation of each fund and each securities investment company. A fund management officer must have a fund management practice certificate and at least 02 years of experience in the property management and has never been sanctioned for administrative violations in the field of securities and securities market. If the securities investment fund or the securities investment company managed by the Company invests in derivatives only to prevent risks, in addition to the above conditions, the fund management officer must have certificates of professional qualifications in derivatives and derivative market. Information on qualifications and professional skills and experience on managing assets of the fund management officer must be disclosed in the prospectus.
6. The Company must issue a process of allocation of transaction orders, allocation of assets reasonably and fairly when conducting the transactions for the entrusting customers and the Company itself. Asset allocation process must clearly state the principles of performance, valuation method, volume of assets allocated to each entrusting customer, to ensure compatibility with the investment objectives and level of risk acceptance of each entrusting customer. The process of allocation of transaction orders and assets must be provided to the entrusting customers, depository bank, supervisory bank and applied uniformly.

In case where the Company buys or sells the same asset in the same day for many entrusting customers and the Company itself, the allocation of assets and transactions shall comply with the following priority order:

- a) Prioritizing the allocation of traded assets for entrusting customers. The allocation of assets among the entrusting customers must be fair according to the issued asset allocation process. During the investment portfolio management, if the entrusting customer does not indicate the traded price, assets are bought and sold at different prices, the Company must use the weighted average price to allocate assets. If the entrusting customer indicates the traded price, the Company shall allocate according to such indicated price;
- b) The transaction allocation for the Company itself shall be made only after fully satisfying the transaction orders for the entrusting customers. In case where the Company knows inside information, or knows that the orders of entrusted asset transaction may create a major influence

on the price of an asset, the Company may not make transaction of the same type of such asset or disclose to a third party of such asset transaction;

- c) The distribution of assets must be notified to the depository bank and supervisory bank to carry out immediately in the trading day.
7. When making transactions of assets for entrusting customers, the Company must ensure that:
- a) For a public fund or public securities investment company:
 - The value of securities traded in a year through brokerages of a securities company (broker) must not exceed 50% of the total value of securities traded in a year of such public fund or public securities investment company;
 - The value of securities traded in a year through brokerages of a securities company (broker) being a Related Person of the Company must not exceed 20% of the total value of securities traded in a year of such public fund or public securities investment company;

This provisions shall not apply to a public fund or public securities investment company which has been operated for less than 06 months from the date on which it is granted the fund establishment registration certificate, establishment and operation license until the end of the year when such fund or securities investment company is established; open-ended fund with the total transaction value in a year less than VND 300 billion;
 - b) For other entrusting customers, the Company must comply with Point a of this Clause, except for the case the Company has provided sufficient related information to entrusting customers and have obtained written consent from entrusting customers to waive the application of the above restriction.
8. Regarding fund administration and transfer agency activities, the Company shall be responsible for ensuring to:
- a) Determine the net asset value of the investment portfolio of the entrusting customer, the net asset value of the fund or securities investment company, the net asset value on a fund certificate or stock of the securities investment company and other fund administration activities according to the law on securities investment funds, fund's charter, securities investment company's charter and the investment entrustment contract;
 - b) Make, store and update timely, completely and accurately the investor's register and shareholder's register. Contents of the investor's register and shareholder's register shall comply with the relevant provisions of the law on securities investment funds, the provisions on the establishment, charters of the fund and securities investment company;
 - c) May outsource/delegate the fund administration and transfer agent activities. Such authorization/delegation shall comply with Article 30 of this Charter and the provisions of the fund's charter and the securities investment company's charter.
9. When managing investment capital of the securities investment company, the Company must:
- a) Ensure to be subject to the supervision of the Shareholders' General Meetings and Board of Directors of the securities investment company, supervisory bank and take responsibility before the Shareholders' General Meetings and Board of Directors of the securities investment company on the implementation of the assigned rights and duties, the provisions in the securities investment company's charter and the investment entrustment contract;

- b) Ensure to set up a system, develop a process and implement the risk management in accordance with the investment policy and type of investment asset and report to the Shareholders' General Meetings and Board of Directors on the risk management;
 - c) Make investment decisions, withdraw the daily investment capital of the securities investment company that do not need to have resolutions of the Shareholders' General Meetings and Board of Directors of the securities investment company according to the charter of the securities investment company and investment entrustment contract;
 - d) Implement the investment policies, decisions of the general meeting of the Shareholders' General Meetings and Board of Directors of the securities investment company in accordance with the securities investment company's charter; to carry out asset transactions within the limit of investment, type of assets permitted to invest, transaction volume and transaction objects as specified in the securities investment company's charter and the investment entrustment contract;
 - e) Propose the plan of dividend payment, plan of charter capital increase or decrease; restructuring plan of a securities investment company;
 - f) Sign the contracts in the name of the securities investment company under the competence specified in the securities investment company's charter and investment entrustment contract;
 - g) Exercise the other powers and duties as prescribed by Laws, the securities investment company's charter, investment entrustment contract and the resolution of the Shareholders' General Meetings and Board of Directors of the securities investment company.
10. When managing the voluntary pension schemes, the Company must comply with the Laws on voluntary pension program.
11. The Company shall timely and fully provide information on entrusting customers, the list of entrusted assets, transaction of entrusted assets, institutions receiving investment capital, the Company's Related Persons and other relevant information to the depository bank and supervisory bank. The Company must provide information when receiving written requests from the depository bank and supervisory bank, and create favorable conditions for such institutions to fully perform their rights and obligations in accordance with Laws. At least once every month, the Company shall reconcile the list of assets of each entrusting customer with the depository bank and supervisory bank.
12. Within 15 days from the date on which the supervisory bank detects and informs the Company on entrusted asset transactions contrary to the provisions or exceeding the authority of the Company as prescribed by Laws, the fund's charter, the securities investment company's charter and the investment entrustment contract, the Company must cancel the transactions, or perform other transactions in order to restore the portfolio for the entrusting customers. The Company shall bear all incurred costs related to such transactions and losses. In case the transactions generate profits, all profits must be accounted for the entrusting customers.
13. The Company shall be responsible for compensating for the losses caused to the entrusting customers due to the employee's fault, malfunction or error of technical system and professional process of the company or because the Company fails to comply with its obligations under the Laws, the fund's charter, the securities investment company's charter and the investment entrustment contract. The compensation for the open-end fund, the open-end fund investors shall comply with the Laws on securities investment funds and the agreement among the concerned parties. The compensation for the closed-end fund, the member fund, securities investment

company or the entrusting customer shall comply with the agreement between the concerned parties.

14. The Company must purchase occupational liability insurance for staff working in the securities business operation department (when necessary), or set up a professional risk reserve fund to compensate for entrusting customers in the cases specified in Clause 13 of this Article.
15. The Company must comply with Laws on anti-money laundering. The Company shall be responsible for implementing and asking distributorss to formulate, promulgate and organize the implementation of internal regulations on anti-money laundering.
16. The Company shall be responsible for implementing and asking distributorss to formulate, promulgate and organize the implementation of process and procedures for customer identification, verification and updating customers' information according to the law on securities, anti-money laundering and relevant Laws. When identifying customers, the Company and distributors may decide to meet them by person-to-person or not.
 - a) In case of non face-to-face meeting with customers, the Company and distributors must ensure to take measures, method and technologies to identify and collect sufficient information of customers and verify accurately them according to the law on securities, anti-money laundering, electronic transaction and relevant Laws on ensuring safe and confidential information of customers;
 - b) The Company and distributors must fully store information and data used to identify customers as prescribed by Laws on securities, anti-money laundering and relévant laws. Customer identification information must be stored for prophylaxis, kept confidential and provided at request of the competent authorities;
 - c) Before implementing the customer identification by non face-to-face meeting method, the Company and distributors through the Company shall notify the SSC;
 - d) In case of necessity, the SSC shall ask the Company and distributors to suspend or terminate the custom identification by non face-to-face meeting method;
17. The Company must ensure the investment of assets of entrusting customers being individuals, foreign organizations to comply with Laws on foreign exchange management, foreign ownership percentage in the Vietnamese enterprises.
18. When using entrusted assets mobilized in Vietnam for offshore indirect investment, the Company must comply with the Laws on offshore indirect investment, foreign exchange management and others. The offshore indirect investment activities shall be carried out if the fund's charter, the securities investment company's charter and the investment entrustment contract have terms and conditions permitting the implementation.
19. The Company shall be responsible for keeping confidential all information of customers, information on asset transactions, customers' investment portfolio and other relevant information, except for the case of providing information at request of the SSC and the compétent authority.
20. The Company must ensure to:
 - a) Separate the headquarters, information technology infrastructure with other organizations. If the Company uses information technology infrastructure of its parent company, affiliated companies within Prudential/Eastspring group, it must use the mechanism of decentralization

and confidentiality to make sure that the departments of the parent company or affiliated companies cannot access to the computer system and database of the Company;

- b) Separate physical facilities, personnel and database among operations with potential conflicts of interest in the Company, including the separation among the entrusted assets management; research, investment analysis and the investment implementation and securities investment consultancy/advisory activities. The computer system and database shall be decentralized to each individual, department, consistent with the working position according to the regulations on internal control;
 - c) Separate physical facilities, personnel and database between the financial investment of the Company and securities investment fund management, securities investment portfolio management and securities investment consultancy/advisory activities.
21. Regarding the financial investment from the owner's capital, the Company must ensure that:
- a) The financial investment activities must be from owner's equity capital, not a loan in any form;
 - b) Not investing in derivatives from its own capital, loans and other legally mobilized capital;
 - c) Not lending or transferring the company's capital to other individuals and organizations in any form, except for the case of deposit at the credit institutions in accordance with the banking law, investment in certificates of deposit, treasury bills and listed bonds issued in accordance with Laws;
 - d) Economic contracts or transactions between the Company and its Related Persons shall only be carried out after being approved by the Owner or the MC or the ARC;
 - e) Being entitled to use the legally mobilized capital, including loans, to invest for the purpose of use as the Company's head office. In case of not using all using area of the building, the Company may lease it;
 - f) The Company shall be responsible for reporting the SSC on investments in subsidiaries, joint ventures, associated companies and the increase or decrease in value of such investments within 30 days after completing the investment, changing the investment value, or withdrawing investment capital;
 - g) The Company and its Related Persons (except for Related Persons being funds and securities investment companies managed by the Company) may only invest a maximum of 5% of the voting stocks that are circulated of the securities company already registered for transaction and listing on the Stock Exchange.
22. The Company must be approved by the SSC and granted the limit by the State Bank of Vietnam before conducting offshore indirect investment. The offshore indirect investment activities must comply with Point a, Clause 21 of this Article, the Laws on investment, banking and the following principles:
- a) The Company is entitled to invest a maximum of 20% of its own capital at the latest audited annual financial statement or the latest examined biannual financial statement and the latest quarterly financial statement; make sure not to exceed the limit confirmed by the State Bank of Vietnam. The Company shall only conduct offshore indirect investment to investment instruments prescribed by the State Bank of Vietnam;
 - b) In case where the investment portfolio of the Company exceeds the prescribed limit due to fluctuations in the market prices of held assets or due to the enjoyment of rights related to the

held assets, the Company must make necessary adjustments to comply with the investment limit specified at Point a of this Clause within 03 months from the date on which the investment exceeds the limit.

23. When providing online securities trading services, the Company and the distributors must comply with the law on e-transaction of securities.
24. Regarding the activity of ownership report and information disclosure on securities market transactions, the Company shall be responsible for:
 - a) The Company and the entrusting customers must comply with Laws on ownership reporting and information disclosure on the securities market applicable to majority shareholders of the public company, investors holding 5% or more of the fund certificates of a closed-end fund, insiders and Related Persons of the insiders;
 - b) Obligation of ownership report and information disclosure shall arise from the time:
 - The number of stocks and fund certificates owned by the Company and entrusting customers accounts for 5% or more of the total voting stocks of a public company or accounts for 5% or more of the total fund certificates of a closed-end fund, except for entrusting customers being exchange-traded funds;
 - The Company is the Related Person of the insider as prescribed by Laws, except for exchange transactions conducted by an exchange-traded fund and the periodic restructuring of the reference index;
 - The obligations of ownership report, disclosure of information, information disclosure method and time, the form for ownership report and information disclosure shall comply with the Laws on disclosure of information on the securities market;
 - c) Performing other duties on ownership report and disclosure of information under the Laws on disclosure of information on the securities market. In case where customers entrusting portfolio take the ownership name for entrusted assets, the entrusting customers shall be responsible for the obligations of ownership report, disclosure of information in accordance with Laws.
25. The Company shall be responsible for annual training, retraining for staff or appointing securities practitioners to participate in training courses held by the SSC (if any), to ensure the staff to be updated skills, expertise, professional knowledge of the Laws. Information on such activities of the Company must be included in the annual operation report submitted to the SSC.
26. The Company must fully and timely update changes to organization and operation of the Company to the database on fund management companies of the SSC.

Article 29 Restrictions on the activities of the Company and the Company's employees

1. The Company may not be a Related Person or has loan, borrow or ownership relationship with custodian bank, depository bank of the fund, securities investment company under management of the Company. Members of the MC, ARC, internal auditors, the Management Board and employees of the Company may not work in the departments providing services of depository, supervision, fund management at these banks, and vice versa.
2. The Company and its Related Persons can establish and trade, invest in public funds certificates and shares of securities investment company under the management of the Company only when the fund charter, charter of securities investment company allows to do so, except for the prohibited activities stated under item b clause 6 of this Article.

3. The Company, parent companies, subsidiaries, joint ventures, associated companies, members of the MC, ARC, the Management Board and employees of the Company can only be party in a purchase or sale of assets in the portfolio of entrusting customers that the Company is managing according to the following principles:
 - a) Transactions by matching method focused on implementation through trading system in the Stock Exchange; and
 - b) In case of being an agreement transaction or traded assets are not securities listed or registered for trading on the Stock Exchange, it must be approved in writing by the entrusting customers or representatives of the entrusting customers to allow conducting transactions. It must be shown the approval of the type traded assets, the method of determining the price, fees, partners or criteria for determining trading partners, the time to implement the transaction.
4. All securities transactions made by the Management Board and employees of the Company must be reported to the internal control department before and after the transaction. Report on individual transactions must include information on the type (code) of securities, the quantity and value of transactions, total transaction value, the time to implement the transaction, method of implementation, number of transaction account, securities company where the transaction accounts are opened. Report on individual transactions must be stored and centrally managed at the department of internal control and provide to the SSC upon request.
5. Members of the MC, ARC, Management Board and employees of the Company are not allowed to request, require or receive, in the name of the individual or in the name of the Company, any remuneration, profits or benefits, in addition to the fees and charges clearly stated in the fund charter, the charter of the securities investment company, investment management contract.
6. During the management of entrusted assets, the Company must ensure to:
 - a) Not use the assets of a fund or securities investment company to invest in that fund or securities investment company;
 - b) Not use assets of the customer entrusting the management of portfolio, fund, securities investment company under its management to invest to the other funds or securities investment companies under also its management, except for customers entrusting the management of portfolio indicated to be invested, entrusting customers being foreign individuals and organizations established according to foreign laws, enterprises with 100% foreign capital, voluntary pension schemes and such customers already allowed to conduct the above-mentioned transactions;
 - c) Not use assets of public funds, public securities investment companies to invest in the Company itself; shall not invest in organizations being its Related Persons, except for the case of using assets of the exchange-traded fund to invest in securities in the list of structured securities of the reference index; shall not invest in organizations that the members of the MC, ARC, Management Board, and employees of the Company are shareholders or members holding more than 10% of the charter capital.

The Company may use capital of the member funds and private securities investment companies, assets of the customers entrusting the management of portfolio to invest in the above-mentioned organizations in case where the fund's charter, the charter of the private securities investment company, investment entrustment contract, agreement of capital contribution allows the Company to make the investment with appropriate management service charge and ensure to comply with Point b of this Clause;

- d) Not use entrusted assets to lend in any form, guarantee for the loans in any form or make payment for the debt obligations of the Company, its Related Persons or other organizations and individuals. This provisions shall not apply to entrusting customers being foreign individuals, organizations established according to the foreign laws and already allowed to conduct the above-mentioned transactions; or in case the customers entrusting the management of portfolio in the name as the owners of the entrusted assets;
 - e) Only use assets of the customers entrusting the management of portfolio to invest in derivatives listed on the Stock Exchange with the purpose of preventing risks for underlying securities held by the entrusting customers. The investment of assets of the fund or securities investment company in derivatives must comply with Laws on securities investment funds;
 - f) Not allowed to make judgments or guarantee to the entrusting customers on the income or profits gained on the investment or ensure that the entrusting customers do not lose money, except for the case of investment in fixed income securities; it is not allowed to sign entrustment contracts for investment in bonds with interest rates inconsistent with the real market reality and investment analysis results conducted by the Company; it shall not directly or indirectly, partially or fully compensating for the entrusting customers' losses due to investment activities;
 - g) Not allowed to conduct transactions to reduce profits of an entrusting customer in order to increase profits of another entrusting customer; it is not allowed to sign contracts, conduct transactions with unfavorable terms for entrusting customers.
7. The Company may only use the equity and capital of entrusting customers to buy and own (excluding the number of stocks in the portfolio of entrusting customers being exchange-traded funds) 25% or more of the voting stocks of a public company, closed fund certificates that are circulating of a closed-end fund when satisfying the following requirements:
- a) Be approved in writing by entrusting customers or representatives of the entrusting customers on public bid, the public bid prices, the volume of assets expected to offering and methods of asset distribution after offering;
 - b) The Company makes the public bid in accordance with Laws on public bid of securities.
8. The Company is not allowed to outsource/delegate or hire Vietnam-based organizations to provide services of securities investment fund management, securities investment portfolio management and securities investment consultancy.
9. Except for open-end fund, the Company is entitled to award operation bonuses in accordance with the fund's charter, the securities investment company's charter and the investment entrustment contract. An award bonus must be in compliance with the following principles:
- a) Being calculated on the basis of the annual profits of the securities investment fund, securities investment company outperformed in comparison to the reference profit, determined based on the growth rate of the market index, portfolio structure and other criteria specified in the fund's charter, the securities investment company's charter and the investment entrustment contract;
 - b) It must be calculated deduction, or not be paid if the investment activities in the preceding years have a loss and such loss has not been compensated.

Article 30 Authorization/delegation in operation

1. During the performance of business operation, the Company may:

- a) Authorize/delegate the depository bank, supervisory bank and the Vietnam Securities Depository and Clearing Corporation to carry out services of fund administration, transfer agent for securities investment funds and securities investment companies;
 - b) Authorize/delegate a foreign organization to provide consultancy/advisory service and asset management service with regard to assets of customers entrusting investing in other countries.
2. When making authorization/delegation of the activities specified in Clause 1 of this Article, the Company must ensure that:
- a) The fund's charter, securities investment company's charter and the investment entrustment contract contains provisions allowing the Company to authorize/delegate such activities. In case of authorization/delegation to operate under Point b, Clause 1 of this Article, a foreign organization must be licensed by a competent authority in the field of foreign securities and subject to the management, inspection and supervision of this agency;
 - b) Basic information of the authorized/delegated party, scope of operations, functions and duties of the authorized/delegated party must be published in the prospectus and provided to the entrusting customers. The Investors' General Meeting of the securities investment fund, General Meeting of Shareholders of a securities investment company and entrusting customers have the right to ask the Company to change the authorized/delegated organization if necessary;
 - c) The authorized/delegated party must have full capacity, system, human resources and experiences to implement the authorized/delegated activities;
 - d) The department providing service of the authorized/delegated party must separate from the remaining parts of the authorized/delegated party regarding personnel organization, professional process system, system of report and approval of the report;
 - e) The authorized/delegated party has the responsibility to provide the Company with the independent audit report for the authorization/delegation, documents serving the inspection and supervision of the Company;
 - f) The authorization for operation and the authorized party specified at Point a, Clause 1 of this Article must be clearly stated in the fund's charter and the securities investment company's charter. The authorization/delegation for operation and the authorized/delegated party specified at Point b, Clause 1 of this Article must be approved in writing by the Investors' General Meeting, General Meeting of Shareholders of the securities investment company and entrusting customers.
3. When carrying out the authorization/delegation, the Company shall be responsible for:
- a) Before signing contract to use service of the authorized/delegated party, the Company must appraise and make record to evaluate the capacity and material facilities to ensure that the authorized/delegated party is fully equipped with material facilities, technical solutions, professional process, and employees having experience and appropriate professional qualification to carry out the authorized/delegated activities;
 - b) Signing the authorization/delegation contract with the authorized/delegated party. The authorization/ delegation contract must contain at least contents according to Laws;
 - c) Regularly inspecting and supervising to ensure that the authorized/delegated activities are carried out carefully, safely and consistently with Laws, the fund's charter, the securities investment company's charter and the investment entrustment contract to ensure the quality of

provided service in accordance with the criteria and requirements of the Company and the entrusting customers. The Company can use independent consultant, services provided by the professional organizations, other legal activities to carry out the responsibilities specified in this point; on an monthly basis, the Company shall make a synthetic report on result of the inspection and supervision of authorized/delegated activities;

- d) Maintaining personnel having the appropriate experiences, expertise and professional skills to effectively monitor, identify and manage risks arising from the authorized/delegated activities;
- e) Setting up a system and developing a process to ensure at all times, the Company, independent audit firm and the SSC may access to the necessary information to inspect, supervise the authorization/delegation, assess and manage the risks arising from the authorization/delegation;
- f) The authorization/delegation shall not reduce or change the responsibilities of the Company before entrusting customers. The Company must take full financial and legal responsibility arising from the authorization/delegation, except for legal obligations, fees and service charges that the customers directly agree and pay to the authorized/delegated party on the basis of the investment entrustment contract, supervision contract, deposit contract, the fund's charter, the securities investment company's charter and in accordance with Laws. The Company must ensure the continuity for the authorized activities, not interrupt and affect the investment and services provided for entrusting customers;
- g) Providing adequately, timely and accurately the related information to the authorized/delegated party for such party to be able to fully and timely implement all the rights, obligations and responsibilities of the authorization/delegation;
- h) Adequately, timely and accurately storing directions, requests and documents sent to the authorized/delegated party to implement authorized/delegated activities, contract and the minus evaluating the capacity and facilities. Such documents must be provided to the SSC as and when required;
- i) Within 10 days from the date of signing the contract with the authorized/delegated party for the authorization/delegation specified at Point b, Clause 1 of this Article, the Company shall notify the SSC of such authorization/delegation and submit the documents certifying that the authorized/delegated party meets the requirements specified in Clause 2 of this Article.

Article 31 Termination of the rights and obligations of the Company before entrusting customers and replacement with other fund management company

- 1. The Company shall terminate its rights and obligations before entrusting customers in the following cases:
 - a) It voluntary proposes to terminate its rights and obligations for entrusting customers under the provisions of the fund's charter, the securities investment company's charter and the investment entrustment contracts;
 - b) At the request of the Investors' General Meeting of the securities investment fund, the General Meeting of Shareholders of the securities investment company and customers entrusting the management of portfolio;
 - c) The Company's establishment and securities business license has been revoked according to Laws;
 - d) The Company is re-structured;

- e) The securities investment funds and securities investment companies have their operation duration or investment entrustment contracts expired.
2. The Company must hold a general meeting of Investors of the securities investment fund, general meeting of Shareholders of the securities investment company and entrusting customers to consult on the plan to handle assets and replacing with other fund management company in the cases specified at Points a, c and d, Clause 1 of this Article.
3. Rights and obligations toward entrusting customers of the Company shall be terminated only from the time of completion of the registration and transfer of ownership toward the entrusted assets, handover of all assets and documents proving the ownership, vouchers, books and information on the entrusted assets, rights and obligations toward entrusting customers to the replacing fund management company. The transfer of assets must be completed within 06 months from the date on which the entrusting customers approve the decision on replacing the fund management company.
4. The Company must take all responsibility for the liabilities and assets toward entrusting customers that have not been handed fully to the replacing fund management company. In this case, the Company shall resolve and overcome the consequences arising within 05 years from the completion of the transfer of assets to the replacing management company.

Article 32 The principles on dispute resolution

1. Any dispute between the Company and its entrusting customers shall be first resolved through discussion and negotiation.
2. In case the parties cannot reach amicable resolution, dispute shall be submitted to competent court or other competent authority for resolution. Decision from the court or such authority shall be final and have legal binding over the parties.

CHAPTER V

**FINANCE - ACCOUNTING, PROFIT DISTRIBUTION, REPORTING REGIME,
DISCLOSING INFORMATION OF THE COMPANY**

Article 33 Fiscal year

1. The fiscal year of the Company shall commence on 1 January and end on 31 December of each calendar year.
2. The first fiscal year shall commence on the date of the Operation License granted and end on 31 December of the same calendar year.

Article 34 Accounting, auditing and tax

1. The Company shall implement accounting and statistics system, and comply with all tax obligations in accordance with applicable Laws.
2. All annual financial reports of the Company, the funds and securities investment companies under the management of the Company must be audited by an independent audit company under the approval list of SSC which has been prior approved by the MC and/or the Owner and general investors meeting or general members meeting of the funds or general shareholders of the securities investment companies.

3. Within 90 days from the end of fiscal year, the audited annual financial report of the Company must be submitted to the SSC and competent tax authority.

Article 35 Payment of profits

1. Before payment of profits to the Owner, profits after tax of the Company shall be used to set up reserve funds in accordance with provisions of the Laws. The rate of setting up reserve funds not stipulated by Laws shall be subject to decisions of the Owner or the MC.
2. The Company may only make payment of profits to the Owner subject to the following principles:
 - a) The Company's business activities has been profitable, completed tax liability and other financial liabilities in accordance with provisions of the Laws;
 - b) The Company must ensure the full payment of debts and other asset liabilities due and payable after the payment of profits, meaning that: there is no overdue debt, there is no other outstanding and overdue assets obligations, no refinance or using new loan to pay for an outstanding loan or other outstanding and overdue assets obligations;
 - c) The Company has adequate financial source at the time of payment to make payment of profits to the Owner, and ensure payment of profits shall not impact the normal business of the Company.
3. If the Company suffers loss in business, the Company can carry forward such loss to following years and deduct to the taxable income, the period for carrying loss forwarding cannot exceed the maximum period of loss carrying forward given by applicable Laws.

Article 36 Reporting regime and information disclosure

1. The Company shall abide by the information disclosure and reporting regime on the activity of itself, funds and securities investment companies under the management of the Company in accordance with applicable Laws.
2. The Company shall be responsible for providing the investors with information in accordance with applicable Laws and this Charter. The Company must ensure the following documents to be kept at its head office, branches and representative offices, distributorss' offices as well as on the website of the Company for the investors' reference:
 - a) The fund charter, the charter of the securities investment company, the prospectus, summarized prospectus, documents, reports, contracts referred to in the prospectus, summarized prospectus of securities investment company, fund;
 - b) The annual financial statements of securities investment companies, funds that have been audited of at least 05 latest years; biannual financial statements, quarterly financial statements to the latest quarter of the securities investment companies, funds;
 - c) Report on periodical operation of the securities investment companies, funds according to law on securities investment funds of at least 05 latest years;
 - d) Report on the net asset value of the securities investment companies, funds in accordance with Laws on securities investment funds.

CHAPTER VI

DISSOLUTION, BANKRUPTCY AND RESTRUCTURE OF THE COMPANY

Article 37 Dissolution

1. The Company is dissolved in accordance with decision of the Owner or the Operation License has been revoked.
2. The Company may be dissolved only when ensuring payment of all debts and other financial obligations.
3. Since being approved for dissolution by the SSC, the Owner and the MC may not perform the activities that are prohibited by the Laws on enterprise dissolution, and directly organize the liquidation of assets of the Company.

Article 38 Bankruptcy

The bankruptcy of the Company shall be carried out in accordance with Laws on bankruptcy.

Article 39 Restructure

1. The Company can restructure its organization in accordance with Laws on securities and enterprises.
2. During the process of restructure, the Company, the MC, the ARC and the Management Board must:
 - a) Ensure the safety to the Company's assets, not hide, disperse assets of the Company in any form and take responsibility before Laws for the problems outside of the accounting book which were not be handed over;
 - b) All relevant companies participating in the consolidation, merger have the right and responsibility to all their rights and obligations until the fund management company formed after the consolidation, receiving merger is issued, modified permit of establishment and operation;
 - c) Comply with applicable Laws on the disclosure of information on the stock market.

CHAPTER VII

IMPLEMENTATION PROVISIONS

Article 40 Effectiveness of this Charter

1. This Charter shall take effect as from the date on which the Owner issues and shall replace all previous and existing versions of the Charter of the Company. This Charter shall be reported to the SSC in accordance with applicable Laws.
2. The provisions of this Charter may be amended, supplemented subject to decision of the Owner or resolution of the MC. Any amendments, supplements to this Charter must be reported to the SSC and disclosed publicly as required by Laws.

3. Any other matter related to the operation of the Company that has not been addressed in this Charter or any provision of this Charter is concluded by a competent authority as invalid, void, illegal or unenforceable for any reasons shall be governed by applicable Laws.

Article 41 Number of articles and execution

This Charter is comprised of seven (07) chapters, 41 articles and has been executed in three (03) originals in Vietnamese and English with equal validity, in case of difference, the Vietnamese version shall prevail. This Charter is signed and issued on the date stated above.

On behalf of the Owner

Prudential Vietnam Assurance Private Limited Company



Name: Mr Phuong Tien Minh

Title: Chief Executive Officer and Legal Representative

