

Regulatory Story

[Go to market news section](#)

Company [VietNam Holding Limited](#)
TIDM VNH
Headline Investment Policy
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VietNam Holding Limited
(‘VNH’ or the ‘Company’)

Investment Policy

Following the shareholders' approval of 10 November 2009 the Company announces its investing policy pursuant to Rule 8 of the AIM Rules for Companies as follows:

INVESTMENT POLICY

The Company will attempt to achieve its investment objective by investing in the securities of former State owned enterprises ("SOEs") in Vietnam, the securities of private companies in Vietnam (either Vietnamese or foreign-owned) and the securities of foreign companies if a majority of their assets or operations are based in Vietnam. The Company may invest in equity securities or securities that have equity features, such as bonds that are convertible into equity. The Company intends to invest at least 50 per cent of its funds in securities of former SOEs in Vietnam, up to 25 percent in the securities of private companies and/or the securities of foreign companies in Vietnam if a majority of their assets or operations are based in Vietnam. The Company will incorporate environmental, social and corporate governance (ESG) factors into its investment analysis and decision-making process.

The Company intends its investments to be focused primarily in the following industry sectors:

- health care and pharmaceuticals;
- retail and consumer goods;
- banks and financial services, including brokers and insurance companies;
- power and energy, with a primary focus on renewable energy;
- agriculture and agro-chemicals;
- telecommunications, including mobile phones and cable television;
- tourism with special emphasis on eco tourism;
- logistics and transportation; and
- construction and construction materials.

The Company also intends to pay particular attention to sectors it expects will be most affected by the membership of Vietnam in the WTO such as garment manufacturing, seafood and food processing, transportation, freight forwarding and logistics. In addition, the Company intends to focus primarily on the regions of Hanoi and HCMC and, depending on the growth potential, demographics, political environment and the personal advice of the Directors, the Investment Manager and the Advisory Council, on other regions in Vietnam.

The Company may invest in former SOEs prior to, at or after the time these securities become listed on the Vietnam Stock Exchange, including the initial privatization or equitization of the SOE. The Company may invest in equity securities of former SOEs or private companies in Vietnam either through purchases of their shares on the Vietnam Stock Exchange or, for those companies which are not yet listed on the Vietnam Stock Exchange, through purchases on the OTC Market or privately negotiated deals. The latter could include purchases of newly-issued equity securities issued by a company or other entities in which the Company had directly or indirectly invested (an "Investee Company") or securities with equity features. The Company may invest up to 20 per cent of its net asset value (at the time of investment) in other listed Vietnam investment funds which have the majority of their assets in Vietnam ("Investment Funds"). The Company may additionally invest in equity securities of companies outside Vietnam with a majority of their assets held or operations based in Vietnam. In all cases of investments in the equity securities of companies not listed on the Vietnam stock exchange or any other stock exchange ("Unlisted Companies"), the Company will typically only commit to invest if the Investment Manager or the Board determines that the proposed Investee Company has a firm plan to list its shares on the Vietnam Stock Exchange or on a stock exchange outside Vietnam within such period of time that the Investment Manager or the Board considers reasonable in the circumstances.

The Company through its Investment Manager will actively incorporate ESG considerations into its ownership policies and practices. It will seek an active dialogue with the management of the entities in which it invests and will seek appropriate disclosure of ESG issues.

Through its VietNam Holding Forum events, the Company will promote acceptance and implementation of the ESG principles within the investment industry. While the Company is strongly committed to the economic development of Vietnam, the VNH organization also strives to improve the social welfare of Vietnam's youth through the work of its affiliated VNH Foundation.

The Company may invest its available cash in the domestic bond market as well as in international bonds issued by Vietnamese entities. Otherwise, the Company's uncommitted assets will be held by the Custodian or the Vietnam Sub-custodian for the benefit of the Company in bank deposits, or in other high-quality fixed-income securities denominated in, convertible major currencies. The Company may utilize derivatives contracts for hedging purposes when available and may hedge its exposure in VN Dong and other currencies against the US dollar in the forward market.

The Company does not intend to take control of any Investee Company or to take an active management role in any such company. However, in circumstances where the Company's investment entitles or in any way grants the Company the right to nominate a member to the board of such Investee Company, its Investment Manager may endeavor one of its directors, employees or appointees to join the board of the Investee Company.

Where the Investment Manager negotiates the purchase of a significant interest in an Investee Company, it may provide certain forms of assistance to such company, as

determined appropriate by the Board or the Investment Manager, with a view to enhancing such company's performance.

Where the Company invests as a minority shareholder in an Investee Company that is not listed, the Investment Manager will use commercially reasonable efforts to obtain for the Company suitable shareholder protection, for example by way of a shareholders' agreement or board representation, where available and appropriate. However, there is no guarantee that the Investment Manager will succeed in obtaining such protection for the Company or that if such protection is obtained, it will be effective in protecting the minority shareholder interest held by the Company.

Vietnam remains a developing country and accordingly, if the Company is considering investing in an Unlisted Company then prior to the Company doing so, the Company and the Investment Manager carry out extensive due diligence on such potential investment. The extent of the due diligence will depend upon the nature of each investment, with greater due diligence being possible in the context of a negotiated purchase than in the context of a purchase of shares upon the equitization or privatization of a SOE.

The Investment Manager aims to have a corporate governance structure that protects the investments of its shareholders, the dedication of its employees as well as the interest of the other stakeholders. The Investment Manager aims to operate in a fair and transparent manner, while ensuring a robust and effective system of internal controls and management of operational and investment risks.

INVESTMENT RESTRICTIONS

The Company will adhere to the general principle of diversification in respect of all its assets and will observe the following investment restrictions:

- the Company will not invest more than 10 per cent of its Net Asset Value at the time of investment in the shares of a single Investee Company;
- the Company will not invest more than 30 per cent of its Net Asset Value at the time of investment in any one sector;
- the Company will not generally take or seek to take legal or management control of any Investee Company;
- the Company will not invest in companies known to be involved in manufacturing or trading of distilled alcoholic beverages, tobacco, armaments or involved in casino operations or other gambling business;
- the Company will not invest in companies known to be subject to serious violations of Vietnamese laws on labor and employment, including child labor regulations.
- the Company will not invest in companies known to be subject to export restrictions or anti-dumping measures or that are known to be under investigation for the same;
- the Company will not invest in a business that is not committed to reducing any pollution and environmental problems in a measurable way;
- the Company will not invest directly in real estate or real estate development projects or in infrastructure projects with long pay-back periods, but may invest in companies which have a large real estate component, if their share are listed or traded on the OTC market; and
- the Company will not invest in any Investment Fund unless the price of such Investment Fund is at a discount of at least 10 per cent to such Investment Fund's net asset value.

To the extent that investments were made in investee companies prior to the Company's adoption of ESG principles and where these investee companies do not meet the new ESG standards, the Company may reduce these investments if an active dialogue with

the Company's management on the potential adoption of ESG considerations by an investee company is not deemed to have a positive reception.

In addition, under Vietnamese law:

- foreign investors (such as the Company) as a group are currently restricted from holding in excess of 49 percent of the total issued shares of any non-bank Public company (either listed or unlisted). The Company will not attempt to purchase shares in any Public company which would result in a breach of such regulations, though the Company may take advantage of any relaxation of such regulations that may occur over the course of time;
- foreign investors may only own up to a specific limit of a company in certain sectors expressly open to foreign investment, as stipulated by the Government from time to time - for example, foreign investors can collectively only own up to 30 per cent of banks.

None of the Custodian, Vietnam Sub-Custodian and Administrator are responsible for monitoring compliance with the investment policies and restrictions described above.

In the event of a breach of any investment restrictions, the Investment Manager shall inform the Board upon becoming aware of the same and if the Board considers the breach to be material, it will discuss with the Company's nominated advisor whether notification should be made to the Regulatory Information Service Provider.

The Company will only change the above investment restrictions with the prior approval of an Ordinary Resolution of shareholders.

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About VietNam Holding Limited:

VIETNAM HOLDING LIMITED (AIM: VNH) is an investment company incorporated in the Cayman Islands with a large base of Swiss investors. Its shares are traded on the AIM Market of the London Stock Exchange. VNH's investment objective is to achieve long-term capital appreciation by way of a diversified portfolio of companies in Vietnam, or with a significant portion of their operations in Vietnam. The goal is to invest in companies that have high growth potential at an attractive valuation and which promote sustainability through their commitment to environmental, social and governance sensitivity and management. For more information, please visit VNH's website at www.vietnamholding.com.

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