



PXP VIETNAM EMERGING EQUITY FUND LIMITED
(an exempted open-ended investment company with limited liability
registered in the Cayman Islands)

PROSPECTUS

in relation to the continuous offer of Shares in the Company

January 2010

Updated in September 2011 and in November 2014

ISIN Code for the Shares of the Company: KYG936101065

PRELIMINARY

If you are in any doubt about the contents of this Prospectus, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional advisor.

This Prospectus has been prepared in connection with the continuous offer of participating shares in the capital of the Company (the “Shares”). Subject to the articles of association of the Company and to the terms as set out in this Prospectus, Shares may be issued by the Company on any Dealing Day at the Subscription Price and may be redeemed by investors on any Dealing Day at the Redemption Price in the manner described under the section headed “Investing in the Company” and subject to the restrictions set out herein.

The Directors, whose names appear under the section below headed “Directory”, accept responsibility for the information contained in this Prospectus. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information as at the date of this Prospectus.

No application has been made to any stock exchange for the listing of the Shares. Save for the filing of this document with the Cayman Islands Monetary Authority under the Mutual Funds Law (2013 Revision) of the Cayman Islands, no prospectus has been registered in any jurisdiction in connection with the offer for subscription of the Shares. The Cayman Islands Monetary Authority takes no responsibility for this document and its contents and does not endorse the accuracy or adequacy of this Prospectus or the merits of the Company or the Shares.

This Prospectus does not constitute, and may not be used for the purposes of an offer or solicitation to any person in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. The distribution of this Prospectus in certain jurisdictions may be restricted and accordingly persons into whose possession this Prospectus comes are required to inform themselves about and to observe such restrictions. No action has been taken which would permit a public offering of the Shares in any jurisdiction where action for that purpose would be required.

Save as expressly set out in this Prospectus, no action has been taken to permit the distribution of this Prospectus in any jurisdiction where action would be required for such purpose. Accordingly, no person receiving a copy of this Prospectus and/or an Application Form in any territory may treat the same as constituting an invitation to him to purchase or subscribe for Shares nor should he in any event use such an Application Form unless in the relevant territory such an invitation could lawfully be made without compliance with any registration or other legal requirement.

The Articles give powers to the Directors to require the redemption or transfer of Shares held by any person in breach of any law or requirement of any country or governmental authority or by any person or persons in circumstances which, in the opinion of the Directors, might result in the Investment Manager or the Company breaching any law or requirement of any country or governmental authority, incurring any liability to taxation or suffering any other pecuniary disadvantage which the Investment Manager or the Company might not otherwise have incurred or suffered or which might result in the Investment Manager, the Company or any other service provider to the Company becoming subject to additional regulation in any country or being required to comply with any registration or filing requirement in any jurisdiction with which it would not otherwise be required to comply.

The contents of this Prospectus are not to be construed as a recommendation or advice to any prospective investor in relation to the subscription, purchase, holding or disposition of the Shares and prospective investors should consult their professional advisers accordingly.

No representations or warranties of any kind are intended or should be inferred with respect to the economic return or the tax consequences from an investment in the Company. No assurance can be given that existing laws will not be changed or interpreted adversely. Prospective investors are not to construe this document as legal or tax advice. Each investor should consult his own counsel and accountant for advice concerning the various legal, tax and economic considerations relating to his investment. Each prospective investor is responsible for the fees of his own counsel, accountants and other advisers. The Directors, the Company, the Investment Manager and other parties connected

with the management of, or providing services to, the Company do not accept any responsibility for any adverse tax liabilities which may accrue to Shareholders as a result of subscribing for Shares.

Any information given or representation made by any dealer, salesman or other person and (in either case) not contained herein should be regarded as unauthorised and, accordingly, should not be relied upon. Neither the delivery of this Prospectus nor the offer, issue or sale of Shares shall, under any circumstances, constitute a representation that the information contained in this Prospectus is correct as of any time subsequent to the date hereof.

This Prospectus is intended solely for the use of the person to whom it has been delivered for the purpose of evaluating a possible investment by the recipient in the Shares described herein, and is not to be reproduced or distributed to any other persons (other than professional advisors of the prospective investor receiving this Prospectus).

An investor should not subscribe for Shares unless satisfied that he and/or his investment representative have asked for and received all information which would enable him to evaluate the merits and risks of the proposed investment. There are significant risks associated with an investment in the Company. Investment in the Company is not suitable for all investors. The Company will only accept investments from investors who can accept the risks associated with such an investment including a substantial or complete loss of their investment. There can be no assurance that the Company will achieve its investment objective. Each prospective investor should carefully review this Prospectus and carefully consider the risks before deciding to invest.

The attention of investors is drawn to the section entitled “Risk Factors” in this Prospectus and to potential conflicts of interest described in the section entitled “Conflicts of Interests” in this Prospectus.

The information contained herein has been prepared based on the relevant legislation and regulations of the Cayman Islands and on the relevant legislation and regulations of Vietnam and interpretations thereof which are believed to reflect accurately current interpretations by the relevant authorities. It should, however, be recognised that legislation and regulations, and their interpretation, vary within Vietnam and no attempt has been made to review all relevant legislation and regulations applicable in all sectors and all parts of the country in which the Company may invest and, in view of the deficiencies in the legal system described in this Prospectus under the section entitled “Risk Factors”, no assurance can be given that the information contained in this Prospectus with regard to the legislation and regulations of Vietnam and their interpretation by any relevant authority is complete or accurate.

The Directors particularly draw prospective investors’ attention to the following restrictions:

Cayman Islands

No invitation may be made to the public in the Cayman Islands to subscribe for the Shares. “Public” for these purposes does not include any exempted or ordinary non-resident company registered under the Companies Law (2013 Revision) or a foreign company registered pursuant to Part IX of the Companies Law (2013 Revision) or any such company acting as general partner of a partnership registered pursuant to section 9(1) of the Exempted Limited Partnership Law, 2014 or any director or officer of the same acting in such capacity or the trustee of any trust registered or capable of registration pursuant to section 74 of the Trusts Law (2011 Revision). Shares may be beneficially owned by persons resident, domiciled, established, incorporated or registered pursuant to the laws of the Cayman Islands. The Company, however, will not undertake business with the public in the Cayman Islands other than so far as may be necessary for the carrying on of the business of the Company exterior to the Islands.

Hong Kong

The contents of this Prospectus have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the offer. If you are in any doubt about any of the contents of this document, you should obtain independent professional advice. This Prospectus is not a “prospectus” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong) (“CO”) and does not constitute an offer to the public in Hong Kong to subscribe for Shares. Accordingly, no steps have been taken to register this Prospectus as a “prospectus” in Hong Kong and the Shares have not been and may not be offered or sold by means of any document in Hong Kong other than (a) to “professional investors” as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”) and any applicable rules made thereunder; or (b) in other circumstances which do not result in the document being a “prospectus” as defined in the CO or which

do not constitute an offer to the public within the meaning of the CO. Further, no person has issued, or has had in its possession for the purposes of issue, or may issue, or have in its possession for the purposes of issue, any advertisement, invitation or document, whether in Hong Kong or elsewhere, relating to the Shares which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under any applicable securities laws of Hong Kong) other than with respect to Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the SFO and any applicable rules made thereunder.

The offer of the Shares is personal to the person to whom this Prospectus has been delivered by or on behalf of the Company, and a subscription for Shares will only be accepted from such person (or a company which such person shall have certified to be its controlled subsidiary) for such minimum amount of Shares as described in this Prospectus. This Prospectus and the information contained in it may not be used other than by the person to whom it is addressed and may not be reproduced in any form or transmitted to any person in Hong Kong. It is a condition of the offer that each person who agrees to subscribe for Shares provides a written undertaking that it (or its principal) is acquiring such Shares for investment purposes only and not with a view to distributing or reselling such Shares and that it will not offer for sale, resell or otherwise distribute or agree to distribute such Shares within six (6) months from their date of issue to such person.

Singapore

This document, and any other material in connection with the offer or sale, or invitation for subscription or purchase of the Shares, is not a prospectus as defined in Section 283 of the Singapore Securities and Futures Act (Chapter 289) (the “SFA”) and will not be registered as such with the Monetary Authority of Singapore (the “MAS”). Accordingly, statutory liability under the SFA in relation to the content of prospectuses does not apply, and persons to whom this document has been delivered should consider carefully whether the investment is suitable for them.

The scheme set out in this document (the “Scheme”) is not authorised or recognised by the MAS and the Shares are not allowed to be offered to the retail public in Singapore.

The Shares may only be offered or sold, or be made the subject of an invitation for subscription or purchase:

- (i) to an institutional investor (as defined in the SFA) pursuant to Section 304 of the SFA;
- (ii) to a relevant person (as defined in the SFA) pursuant to and in accordance with the conditions specified in Section 305(1) of the SFA;
- (iii) to a person who acquires the Shares as principal on terms that the Shares may only be acquired at a consideration of not less than S\$200,000 (or its equivalent in a foreign currency) for each transaction pursuant to and in accordance with the conditions specified in Section 305(2) of the SFA; or
- (iv) pursuant to and in accordance with any other exemption in Subdivision (4) of Division 2 of Part XIII of the SFA.

Pursuant to Section 305 of the SFA read in conjunction with Regulation 32 and the Sixth Schedule to the Securities and Futures (Offers of Investments) (Collective Investment Schemes) Regulations 2005 (the “SFR”), the MAS has been notified in relation to the offer of the Shares. In accordance with the SFA and the SFR, the Scheme has been entered into the list of restricted schemes maintained by the MAS for the purposes of the offer of Shares made or intended to be made pursuant to Section 305 of the SFA.

The subsequent first sale of the Shares acquired pursuant to an offer made in reliance on the exemption under Section 304 of the SFA must comply with the restrictions in Section 304A of the SFA, and the subsequent first sale of the Shares acquired pursuant to an offer made in reliance on an exemption under Section 305 of the SFA must comply with restrictions in Section 305A of the SFA.

In addition, where the Shares are acquired by a corporation or by a trust, pursuant to an offer made in reliance on an exemption under Section 305 of the SFA, there are further restrictions imposed by Section 305A(2) and (3) of the SFA on the transfer of securities of the corporation or of the beneficiaries’ rights and interests in the trust, as the case may be, for a period of 6 months from the time of such acquisition where:

- (a) the corporation or the trustee of the trust, as the case may be, is not an accredited investor (as defined in the SFA);
- (b) the sole business or purpose of such corporation or trust, as the case may be, is to hold investments; and
- (c) each shareholder of such corporation or each beneficiary of such trust, as the case may be, is an accredited investor.

European Economic Area

In relation to each member state of the European Economic Area that has implemented the Prospectus Directive (each, a "relevant member state"), an offer to the public of the Shares may not be made in that relevant member state, except that an offer to the public in that relevant member state of any Shares may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that relevant member state:

- (a) to entities that are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities; or
- (b) to any undertaking that meets two or more of the following requirements: (i) a total balance sheet of €20 million or more; (ii) a net turnover of €40 million or more, or (iii) own funds of €2 million or more; or
- (c) in any other circumstances falling within article 3(2) of the Prospectus Directive, provided that no such offer of Shares shall result in a requirement for the publication by the Company of a prospectus pursuant to article 3 of the Prospectus Directive.

Each subscriber for or purchaser of Shares described in this document located within a relevant member state will be deemed to have represented, acknowledged and agreed that it is a "qualified investor" within the meaning of article 2(1)(e) of the Prospectus Directive. For the purposes of this provision, the expression an "offer to the public" in relation to any Shares in any relevant member state means the communication in any form and by any means of sufficient information on the terms of the continuous offering and the Shares to be offered so as to enable a potential investor to decide to purchase or subscribe for the Shares, as the same may be varied in that member state by any measure implementing the Prospectus Directive in that member state, and the expression "Prospectus Directive" means Directive 2003/71/EC and includes any relevant implementing measure in each relevant member state.

In the case of any Shares being offered to a financial intermediary as that term is used in article 3(2) of the Prospectus Directive, such financial intermediary will also be deemed to have represented, warranted to and agreed with the Company that (i) the Shares acquired by it have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any relevant member state other than qualified investors, or in circumstances in which the prior consent of the Company has been obtained to each such proposed offer or resale, or (ii) where Shares have been acquired by it or on behalf of persons in any relevant member state other than qualified investors, the offer of those Shares to it is not treated under the Prospectus Directive as having been made to such persons. The Company will rely upon the truth and accuracy of the foregoing representation, warranty and agreement.

Notwithstanding the above, a person who is not a qualified investor and who has notified the Company of such fact in writing may, with the consent of the Company, be permitted to subscribe for or purchase Shares.

The AIFMD currently allows the continued marketing of a non-EU AIF, such as the Company, by its AIFM (the Investment Manager) or its agent under national private placement regimes, where such regimes still exist. In relation to the Company, such marketing is subject to the requirements (i) that appropriate cooperation agreements are in place between the supervisory authorities of the relevant EU member states in which the Shares are being marketed and the Cayman Islands Monetary Authority and the Financial Services Commission of the British Virgin Islands; (ii) that the Cayman Islands and the British Virgin Islands are not on the Financial Action Task Force money-laundering blacklist; and (iii) of compliance with certain aspects of the AIFMD. The Company intends to comply with the conditions specified in Article 42(1)(a) of the AIFMD in order that the Company may be marketed to investors in EU member states, subject to compliance with the other conditions specified in Article 42(1) of the AIFMD and the relevant provisions of the national laws of such EU member states. The Investment Manager shall disclose to Shareholders the information required by article 23(4) and 23(5) of the AIFMD in the annual report of the Company.

United Kingdom

The Company is an unregulated collective investment scheme for the purposes of the United Kingdom Financial Services and Markets Act 2000 (the "FSMA"). The Company has not been authorised, recognised or otherwise approved by the Financial Conduct Authority (the "FCA") in accordance with the FSMA. Further, this document has not been approved by an authorised person for the purposes of section 21(2)(b) of the FSMA nor is it a prospectus published in accordance with Part VI of the FSMA. Accordingly, as an unregulated collective investment scheme, the Company cannot be promoted to the general public in the United Kingdom.

The Investment Manager has submitted a notification in accordance with regulation 59 of the United Kingdom Alternative Investment Fund Managers Regulations 2013 to the FCA of its intention to market the Company in the United Kingdom.

In the United Kingdom, this document is directed at and is for distribution only to persons (a) who are investment professionals within the meaning of Article 19 of Financial Services and Markets Act 2000 (Financial Promotion Order) 2005 (the "UK Order") as amended, (b) who fall within articles 49(2)(a) to (d) of the UK Order as amended and (c) who are persons to whom the Company may otherwise lawfully be promoted (all such persons being referred to as "Relevant Persons"). This document must not be distributed to, acted or relied on by persons who are not Relevant Persons. Transmission of this document to any other person in the United Kingdom is unauthorised and may contravene the FSMA. Any investment activity to which this document relates will be engaged only with Relevant Persons.

Switzerland

The distribution of the Shares in Switzerland will be exclusively made to, and directed at, qualified investors (the "Qualified Investors"), as defined in the Swiss Collective Investment Schemes Act of 23 June 2006, as amended ("CISA") and its implementing ordinance. Accordingly, the Company has not been and will not be registered with the Swiss Financial Market Supervisory Authority FINMA. This Prospectus and/or any other offering materials relating to the Shares may be made available in Switzerland solely to Qualified Investors. In accordance with CISA, the Company will appoint a Swiss representative and Swiss paying agent before 1 March 2015. As from 1 March 2015 (or such earlier date when a Swiss representative has been appointed), this Prospectus and/or any other offering materials relating to the Shares that have been approved by the Swiss representative may be made available in Switzerland solely by the Swiss representative and/or authorised distributors to Qualified Investors.

United States of America

Except as otherwise provided herein, this document does not constitute an offer of Shares to any Shareholder with a registered address in, or who is resident in, the United States.

None of the Shares have been or will be registered under the Securities Act or under the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States.

Notwithstanding the foregoing, the Company reserves the right to offer the Shares to a limited number of persons in the United States reasonably believed to be "Qualified Institutional Buyers" or "QIBs", in offerings pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"). Prospective investors in the United States are hereby notified that the Company may be relying on the exemption from the provisions of Section 5 of the U.S. Securities Act provided by Rule 144A thereunder ("Rule 144A"). The Shares being offered outside the United States are being offered in reliance on Regulation S under the U.S. Securities Act ("Regulation S"). Subject to certain limited exceptions, neither this Prospectus nor the Application Form will be distributed in or into the United States.

The securities referenced in this Prospectus may only be distributed in "offshore transactions" as defined in, and in accordance with, Regulation S under the U.S. Securities Act, or within the United States to Qualified Institutional Buyers as defined in accordance with Rule 144A. Any forwarding, redistribution or reproduction of this Prospectus in whole or in part is unauthorised. Failure to comply with this notice may result in a violation of the U.S. Securities Act or the applicable laws of other jurisdictions. Nothing in this electronic transmission constitutes an offer of securities for sale in the United States or any other jurisdiction where it is unlawful to do

so. The securities have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States or in any other jurisdiction and may not be offered, sold, pledged or otherwise transferred in the United States except (1) in accordance with Rule 144A to a person that the holder and any person acting on its behalf reasonably believes is a QIB or (2) in an offshore transaction in accordance with rule 903 or rule 904 of Regulation S, in each case in accordance with any applicable securities laws of any state of the United States or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state or local securities laws. Investors should be aware that they may be required to bear the financial risks of this investment for a significant period of time.

The Company will not be registered as an investment company under the U.S. Investment Company Act of 1940, as amended. Neither the Investment Manager nor any of its affiliates is registered under the U.S. Investment Advisers Act of 1940, as amended, or under the laws of any U.S. state.

Notice to Florida investors

The securities have not been registered under the Florida Securities Act in reliance upon exemption provisions contained therein. Upon the acceptance of five or more Florida investors, other than certain exempt purchasers specified in section 517.061 of the Florida Securities Act, the Florida investor acknowledges that any sale of securities offered hereby is voidable by the Florida investor within three business days after the first tender of consideration is made by the Florida investor to the issuer or an agent of the issuer, or within three days after the availability of that privilege is communicated to the Florida investor, whichever occurs later. A withdrawal within such three day period will be without any further liability to any person.

Notice to New Hampshire investors

Neither the fact that a registration statement or an application for a license has been filed under Chapter 421-b of the New Hampshire revised statutes with the state of New Hampshire nor the fact that a security is effectively registered or a person is licensed in the state of New Hampshire constitutes a finding by the Secretary of State that any document filed under RSA 421-b is true, complete and not misleading. Neither any such fact nor the fact that an exemption or exception is available for a security or a transaction means that the Secretary of State has passed in any way upon the merits or qualifications of, or recommended or given approval to, any person, security, or transaction. It is unlawful to make, or cause to be made, to any prospective purchaser, customer, or client any representation inconsistent with the provisions of this paragraph.

Confirmation of your representation: By accepting electronic delivery of this document, you are deemed to have represented to the Company that (i) you are acting on behalf of, or you are either (a) an institutional investor outside the United States (as defined in Regulation S under the U.S. Securities Act), or (b) in the United States and a QIB that is acquiring securities for your own account or for the account of another QIB.

Under the Articles, the Directors have the power to require the transfer of Shares in certain circumstances. Such power may be exercised, inter alia, (i) to prevent the Company from being in violation of, or required to register under, the U.S. Investment Company Act of 1940 and (ii) to avoid the Company's assets being treated as "plan assets" for purposes of ERISA.

Forward-looking statements

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "anticipates", "targets", "aims", "continues", "projects", "assumes", "expects", "intends", "may", "will", "would" or "should", or in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Company's intentions, beliefs or current expectations concerning, among other things, the Company's results of operations, financial condition, liquidity, prospects, growth strategies and the industry in which the Company operates. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. A number of factors could cause actual results and developments to differ materially from those expressed or implied by the forward-looking statements, including without limitation: conditions in the markets, the market position of the Company, earnings, financial position, cash

flows, anticipated investments, changing business or other market conditions and general economic conditions. These and other factors could adversely affect the outcome and financial effects of the plans and events described herein. Forward-looking statements contained in this document based on past trends or activities should not be taken as a representation that such trends or activities will continue in the future. None of the Company or the Directors undertake any obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Website

The contents of the website of the Investment Manager of the Company or any website directly or indirectly linked to the website of the Investment Manager do not form part of this document.

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DEFINITIONS

DEFINITIONS

The following definitions shall apply throughout this Prospectus unless the context otherwise requires:

<i>Accounting Date</i>	31 December in each year
<i>Accounting Period</i>	means a period commencing on the date of incorporation of the Company or on the date next following an Accounting Date and ending on the next succeeding Accounting Date or the date when the Company completes its voluntary winding-up subject to the provision of the Articles
<i>Administrator</i>	HSBC Trustee (Cayman) Limited, the administrator and registrar of the Company
<i>Administrator's Delegate</i>	HSBC Institutional Trust Services (Asia) Limited, the Administrator's delegate
<i>Administration Agreement</i>	The agreement made between the Company and the Administrator under which the Administrator agrees to provide administration services to the Company
<i>Affiliate</i>	In relation to any body corporate (except for the Administrator, the Administrator's Delegate and the Custodian), a body corporate which is a direct or indirect Subsidiary or Holding company of such body corporate, or which is a direct or indirect Subsidiary of the ultimate Holding company of such body corporate; and for purposes of this definition and the definition of <i>Related Party</i> , a company is a <i>Subsidiary</i> of another company, its <i>Holding company</i> , if that other company owns more than 50 per cent of the voting equity interests in it
<i>AIF</i>	Alternative Investment Fund, as defined in the AIFMD
<i>AIFM</i>	Alternative Investment Fund Manager, as defined in the AIFMD
<i>AIFMD</i>	The Directive on Alternative Investment Fund Managers (2011/61/EU), as published in the Official Journal of the European Union on 1 July 2011
<i>Application Form</i>	The application form to subscribe for Shares in the Company, which can be obtained from the Investment Manager
<i>Articles</i>	The Articles of Association of the Company, as amended from time to time
<i>Auditors</i>	PricewaterhouseCoopers in its capacity as auditors of the Company, or such other auditors as shall be appointed from time to time by the Company
<i>Benchmark</i>	Benchmark of a Share in the Performance Period in which the Share is issued is the Subscription Price at the time of issue of that Share. For subsequent Performance Periods, the Benchmark is the greater of: (i) the Net Asset Value per Share of the relevant series (after deduction of performance fee, if any) at the end of the immediately preceding Performance Period, (ii) the current High Water Mark of that Share of the relevant series.

DEFINITIONS

<i>Business Day</i>	Any day (other than Saturday and Sunday) on which banks in Hong Kong and Vietnam are open for normal banking business provided that where, as a result of Number 8 Typhoon Signal, Black Rainstorm Warning or similar event, the period during which banks in Hong Kong are open on any day are reduced, such day shall not be a Business Day
<i>Companies Law</i>	The Companies Law (2013 Revision) of the Cayman Islands as amended, modified or re-enacted from time to time, and every statute (including any orders, regulations or other subordinate legislation made under it) from time to time in force concerning companies insofar as it applies to the Company
<i>Company</i>	PXP Vietnam Emerging Equity Fund Limited, an investment holding company incorporated as an exempted company with limited liability under the laws of the Cayman Islands
<i>Connected Fund</i>	a Managed Fund managed by or under advice from the Investment Manager or any investment adviser appointed by the Investment Manager or any of the Connected Persons or any of them
<i>Connected Person</i>	<p>in relation to any person ("the relevant person") means:</p> <ul style="list-style-type: none">(a) any person beneficially owning, directly or indirectly, twenty per cent or more of the ordinary share capital of the relevant person or able to exercise, directly or indirectly, twenty per cent or more of the total voting rights attributable to the voting share capital of the relevant person;(b) any company controlled by any such person as is described in paragraph (a) above and for this purpose "control" of a company means:<ul style="list-style-type: none">(i) control (either direct or indirect) of the composition of the board of directors of that company; or(ii) control (either direct or indirect) of more than half the voting rights attributable to the voting share capital of that company;(iii) the holding (either directly or indirectly) of more than half of the issued share capital (excluding any part of it which confers no right to participate beyond a specified amount in a distribution of either profits or capital) of that company;(c) any company twenty per cent or more in aggregate of whose ordinary share capital is beneficially owned, directly or indirectly, by the relevant person and any company twenty per cent. or more in aggregate of the total votes attributable to the voting share capital of which can be exercised, directly or indirectly, by the relevant person; and(d) any director or other officer of the relevant person or of any company which is a Connected Person of the relevant person pursuant to paragraph (a), (b) or (c) above
<i>Custodian</i>	HSBC Institutional Trust Services (Asia) Limited, the Custodian of the Company's assets

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<i>Custodian Agreement</i>	The agreement made between the Company and the Custodian under which the Custodian agrees to act as custodian of the Company's assets
<i>Dealing Day</i>	The first Business Day in each month or such other day or days as the Directors may from time to time prescribe
<i>Directors or the Board</i>	The board of directors of the Company from time to time
<i>Dong or VND</i>	Vietnamese Dong.
<i>ERISA</i>	The United States Employee Retirement Income Security Act of 1974 and the regulations promulgated and rulings issued thereunder
<i>FATCA</i>	Foreign Account Tax Compliance Act
<i>Government</i>	The government of Vietnam
<i>High Water Mark</i>	High Water Mark per Share is the greater of: (i) the Subscription Price at the time of issue of that Share, (ii) the highest Net Asset Value per Share (after deduction of performance fee) in respect of which a performance fee has been paid at the end of any previous Performance Period (if any) during which such Share was in issue
<i>IFRS</i>	The international financial reporting standards approved as being in effect from time to time by the International Accounting Standards Board, including any International Accounting Standards issued by the International Accounting Standards Committee that are still in effect and Interpretations originated by the International Financial Reporting Interpretations Committee or its predecessor the Standing Interpretations Committee
<i>Investee Company</i>	A Listed Company, an Overseas-Listed Company or a Pre-Listing Company in which the Company has invested
<i>Investment Manager</i>	PXP Vietnam Asset Management Limited, a company incorporated with limited liability under the laws of the British Virgin Islands, and wholly owned by Phan Xi Pang Asset Management Limited and acting as the investment manager pursuant to the Investment Management Agreement
<i>Investment Management Agreement</i>	The agreement dated 19 October 2005 between the Company and the Investment Manager, as amended on 24 November 2014, under which the Investment Manager agrees to manage the assets of the Company
<i>Listed Company</i>	A company which has shares listed on the Vietnam Stock Exchanges
<i>Lead Series</i>	Initially the first Shares issued to any new Shareholder on or after 29 January 2010 (being the date of registration of the Company with the Cayman Islands Monetary Authority as an open ended mutual fund) as subsequently augmented by the consolidation of other series of Shares. If this series of Shares becomes no longer in issue, the oldest series of Shares in issue which has borne a performance fee at the end of the Accounting Period in which the previous Lead Series is redeemed in full would become the Lead Series

DEFINITIONS

<i>Managed Fund</i>	any unit trust, mutual fund corporation, open-ended investment company, or (where the assets of that unit trust, mutual fund corporation, investment company are divided into two or more separate portfolios) any of those portfolios or any other similar open-ended investment vehicle
<i>Management Share</i>	A management share having a nominal value of US\$1.00 in the share capital of the Company
<i>Memorandum of Association</i>	The Memorandum of Association of the Company, as amended from time to time
<i>Net Asset Value</i>	The total assets of the Company less the total liabilities of the Company determined in accordance with the provisions of the Articles and as described in the section headed “Determination of Net Asset Values” on page 46 below, except in cases as specified in this Prospectus when total liabilities exclude performance fee accruals
<i>Net Asset Value per Share</i>	The result obtained by dividing the Net Asset Value by the number of Shares issued and outstanding at the time of calculation
<i>1933 Act</i>	The Securities Act of 1933 of the United States, as amended
<i>Other Investment Manager Client</i>	A company or other entity, except the Company, that is advised or managed by the Investment Manager or one of its Affiliates from time to time
<i>Ordinary Resolution</i>	A resolution passed by a simple majority of the votes of such Shareholders as, being entitled so to do, vote in person or, in the case of corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting
<i>Overseas-Listed Company</i>	A company which has shares listed on a stock exchange outside of Vietnam either as a primary or secondary listing
<i>Performance Period</i>	The period commencing on the initial date the Share is issued and ending at the close of business on the first to occur of (1) and (2) below, and thereafter, is each period commencing as of the day following the last day of the preceding Performance Period for the Shares and ending as of the close of business on the next to occur of (1) each 31 December or (2) the date the Share is redeemed
<i>Pre-Listing Company</i>	A company in Vietnam which (i) has passed a board of directors resolution to seek a listing on the Vietnam Stock Exchanges, or (ii) in the opinion of the Investment Manager has a reasonable expectation of being able to list on the Vietnam Stock Exchanges within approximately one year from the date the Company makes an investment in such company
<i>Qualified U.S. Person</i>	A U.S. Person who has acquired Shares with the consent of the Directors and who is both a Qualified Institutional Buyer and a Qualified Purchaser, as more fully described in the section below headed “Eligible Investors”

DEFINITIONS

<i>Redemption Dealing Deadline</i>	5.00 p.m. (Hong Kong time) on the day which is 30 Business Days prior to the Valuation Point in relation to a Dealing Day (or such other period as the Directors may in their discretion agree in any particular case or generally)
<i>Redemption Price</i>	The price calculated in the manner described under the section headed "Subscription and Redemption Prices" on page 48
<i>Related Party</i>	means: <ul style="list-style-type: none">(i) a substantial shareholder, directly or indirectly, of the Company or the Investment Manager, as the case may be;(ii) any person who is (or was within the 12 months preceding the date of the transaction) a Director or alternate director of the Company or the Investment Manager, as the case may be, or of any other company which is (and, if he has ceased to be such, was while he was a director or alternate director of such other company) its subsidiary undertaking or parent undertaking or a fellow subsidiary undertaking of its parent undertaking; or(iii) an associate of a related party within (i) or (ii) above
<i>Share</i>	Participating, non-voting, redeemable share having a nominal value of US\$0.05 in the share capital of the Company
<i>Shareholder(s)</i>	Registered holder(s) of Shares
<i>Special Resolution</i>	has the meaning set out in the Companies Law; and for the Company's purposes the requisite majority shall be not less than three-fourths of such Shareholders as, being entitled so to do, vote in person or, in the case of corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting
<i>Subscription Dealing Deadline</i>	12.00 noon (Hong Kong time) two Business Days immediately prior to a Dealing Day (or such shorter period as the Directors may in their discretion agree in any particular case or generally)
<i>Subscription Price</i>	The price at which Shares will be issued calculated in the manner described under the section headed "Subscription and Redemption Prices" on page 48
<i>US\$ or U.S. dollars</i>	United States dollars
<i>United States or U.S.</i>	The United States of America, its territories and possessions, any state of the United States or the District of Columbia and all areas subject to its jurisdiction
<i>U.S. Person</i>	A U.S. Person, as defined by Rule 902 of Regulation S under the 1933 Act. Without limiting such definition, U.S. Person generally includes the following: <ul style="list-style-type: none">(a) any natural person resident in the United States;(b) any partnership or corporation organised or incorporated under the laws of the United States;

DEFINITIONS

- (c) any estate of which any executor or administrator is a U.S. Person;
- (d) any trust of which any trustee is a U.S. Person;
- (e) any agency or branch of a non-U.S. entity located in the United States;
- (f) any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. Person;
- (g) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated or (if an individual) resident in the United States; and
- (h) any partnership or corporation if:
 - (i) organised or incorporated under the laws of any non-U.S. jurisdiction; and
 - (ii) formed by a U.S. Person principally for the purpose of investing in securities not registered under the 1933 Act, unless it is organised or incorporated, and owned, by accredited investors (as defined in Rule 501(a) of Regulation D under the 1933 Act) who are not natural persons, estates or trusts

Valuation Day

The last Business Day in each month or such other day or days as the Directors may from time to time prescribe

Valuation Point

Close of business in the last relevant market to close on each Valuation Day or such other time as the Directors may from time to time prescribe

Viet Nam Index or VNI

A simple capitalisation-weighted index comprising the listed shares of every company listed at the Ho Chi Minh City Stock Exchange (but excluding the certificates issued by listed investment funds)

Vietnam Stock Exchanges

The Ho Chi Minh City Stock Exchange and Hanoi Stock Exchange, together with any other officially sanctioned trading centres that may open in other cities in Vietnam

Vietnam Sub-Custodian

HSBC Bank (Vietnam) Ltd. acts as the sub-custodian with respect to shares of Vietnamese companies

DIRECTORY

DIRECTORY

PXP Vietnam Emerging Equity Fund Limited

Registered Office to 31 December 2014

CARD Corporate Services Ltd.
Zephyr House
122 Mary Street
P.O. Box 709
Grand Cayman KY1-1107
Cayman Islands

Registered Office from 1 January 2015

Harneys Services (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Investment Manager

PXP Vietnam Asset Management Limited
P.O. Box 957
Offshore Incorporations Centre
Road Town, Tortola
British Virgin Islands

Administrator

HSBC Trustee (Cayman) Limited
P.O. Box 484
HSBC House, 68 West Bay Road
Grand Cayman KY1-1106
Cayman Islands

Custodian

HSBC Institutional Trust Services (Asia) Limited
1 Queen's Road Central
Hong Kong

Legal Adviser to the Company on Cayman Islands Law

Harney Westwood & Riegels
Two Exchange Square
8 Connaught Place, Central
Hong Kong

Auditor

PricewaterhouseCoopers
Strathvale House
90 North Church Street
Grand Cayman KY1-1104
Cayman Islands

Non-Executive Directors of the Company

Christopher Vale
Antony Jordan
Henry "Brook" Tellwright

Directors of the Investment Manager

Kevin Snowball
Joelle Daumas-Snowball
Andrew Fox

Administrator's Delegate

HSBC Institutional Trust Services (Asia) Limited
1 Queen's Road Central
Hong Kong

Vietnam Sub-Custodian

HSBC Bank (Vietnam) Ltd.
The Metropolitan
235 Dong Khoi Street
District 1, Ho Chi Minh City
Vietnam

Legal Adviser to the Company on Vietnam Law

Freshfields Bruckhaus Deringer
11th Floor, Saigon Tower
29 Le Duan Boulevard
District 1, Ho Chi Minh City
Vietnam

SUMMARY

SUMMARY

This is a summary of the important information set out in the Prospectus and should be regarded only as a summary and introduction to the Prospectus. It is not a complete description of all of the important information to be considered in connection with an investment in the shares of an investment company and should be read in conjunction with, and is subject to the entirety of the Prospectus.

Company – The Company was incorporated in the Cayman Islands on 25 July 2005 under the Companies Law as an exempted company with limited liability with the name Vietnam Emerging Equity Fund Limited. Initially the Company was a closed end investment company. With effect from January 2010 the Company converted into an open ended regulated mutual fund, with its Shares redeemable at the option of the holder, on such terms and in such manner as set out in this Prospectus. The Company merged with Vietnam Lotus Fund Limited on 1 December 2010.

The name of the Company was changed to PXP Vietnam Emerging Equity Fund Limited on 20 November 2014.

The authorised share capital of the Company is US\$2,000,000 divided into 39,998,000 Shares of a nominal or par value of US\$0.05 each and 100 Management Shares of a nominal or par value of US\$1.00 each, each type of shares having attached thereto the rights set out in the Articles.

Classes of Shares – The Shares currently being offered constitute the only class of participating Shares in the Company. Except as described under “Modification of Rights” below, Shares issued to investors do not carry voting rights. The Management Shares may only be issued to the Investment Manager. See **Information relating to the Shares** commencing at page 45.

Modification of Rights – Any special rights attached to any class of Shares (unless otherwise provided by the terms of issue of the Shares of that class) may only be altered or abrogated with the consent in writing of Shareholders holding not less than three-fourths of the issued Shares of that class or with the sanction of a resolution passed with a three-fourths majority at a separate meeting of the holders of such Shares.

Investment Objectives and Policies – The primary investment objective of the Company is to seek long-term capital appreciation of its assets by investing in a portfolio of the equity securities of Vietnamese companies, whether established with domestic or foreign ownership, which are either Listed Companies or Pre-Listing Companies.

Investment Manager – The Company is managed by the Investment Manager, PXP Vietnam Asset Management Limited. The Investment Manager is 100 per cent owned by Phan Xi Pang Asset Management Limited. The executive director of the Investment Manager has significant experience of South East Asian markets, including Vietnam. See “Investment Manager” at page 31.

Custodian – The Custodian of the Company’s assets is HSBC Institutional Trust Services (Asia) Limited. HSBC Bank (Vietnam) Ltd. acts as the sub-custodian with respect to shares of Vietnamese companies. See “Custodian” at page 34.

Administrator – The Company’s administrator and registrar is HSBC Trustee (Cayman) Limited. See “Administrator” at page 32.

Dividend Policy – The Company’s income from investments will be applied first to pay the fees and other expenses of the Company. See “Fees and Expenses” at page 36. The current intention of the Company is not to pay dividends or other distributions, but instead to reinvest all of its net income and gains.

Subscription for Shares – Currently, Shares may be issued by the Company on any Dealing Day, being the first Business Day in each month or such other day or days as the Directors may from time to time prescribe, in respect of applications which are received before the Subscription Dealing Deadline in relation to the relevant Dealing Day. More details are given under **Investing in the Company** in the Prospectus commencing at page 40. The minimum initial subscription in the Company for new shareholders is US\$250,000 (or such lesser amount equal to or exceeding US\$100,000, as the Directors may in their discretion agree from time to time, whether generally or in a particular case). The price at which Shares will be issued on any particular Dealing Day will be the Subscription Price per Share calculated in the manner described under the section headed “Subscription and Redemption Prices” at page 48 of this Prospectus.

SUMMARY

Settlement – Shares will be issued in registered form and no share certificate will be issued. Ownership and transfer of Shares will be recorded in the share register maintained by the Administrator.

Redemption of Shares – Shareholders may redeem their Shares on any Dealing Day on giving notice to the Administrator's Delegate, no later than the Redemption Dealing Deadline which will generally be 30 Business Days prior to the Valuation Point in relation to the relevant Dealing Day. The Directors may, at the request of the Investment Manager restrict the number of Shares which may be redeemed in a particular month by reference to the average daily turnover at the Ho Chi Minh City Stock Exchange. More details are given in the section on "Redemptions" commencing at page 42. Shares will be redeemed in U.S. dollars at the Redemption Price calculated for the relevant Dealing Day in the manner described under the section headed "Subscription and Redemption Prices" at page 48 of this Prospectus.

Anti-Money Laundering Regulations – As part of the Company's responsibility to prevent money laundering, the Company, Administrator, the Administrator's Delegate and the Investment Manager may require detailed verification of an investor's identity and the source of the payment of application monies. The Company, Administrator, the Administrator's Delegate and the Investment Manager reserve the right to request such information as is necessary to verify the identity of an applicant and the source of the payment. In the event of delay or failure by the applicant to produce any information required for verification purposes, the Company, Administrator, the Administrator's Delegate and/or the Investment Manager may refuse to accept the application and the application monies relating to such application and delay the payment of any redemption proceeds.

Fees and Expenses – Details of the fees and expenses to be borne by the Company are contained in this Prospectus from page 36.

Mutual Funds Law – The Company falls within the definition of a "regulated mutual fund" in terms of the Mutual Funds Law (2013 Revision) of the Cayman Islands (the "Law"). Regulation under the Law entails the filing of prescribed details and audited accounts annually with the Cayman Islands Monetary Authority (the "Authority"). However, the Company will not be subject to supervision in respect of its investment activities by the Authority or any other governmental authority in the Cayman Islands, although the Authority does have power to investigate the activities of the Company in certain circumstances. Neither the Authority nor any other governmental authority in the Cayman Islands has passed judgment upon or approved the terms or merits of this Prospectus. There is no investment compensation scheme available to investors in the Cayman Islands. More details are given in the Prospectus in the sub-section on "Mutual Funds Law" commencing at page 51.

Reports and Accounts – The Company's financial year ends on 31 December of each year and audited financial statements will be filed with the Cayman Islands Monetary Authority and sent to each Shareholder within six months of the end of the relevant financial year. The Company will also send half-yearly unaudited interim reports to each Shareholder within four months of the end of the relevant half-year.

Directors of the Company – The Directors of the Company at the date of this Prospectus are Christopher Vale, Antony Jordan and Henry "Brook" Tellwright. Any changes to the Board of Directors from time to time will be notified as soon as practicable to Shareholders and the Cayman Islands Monetary Authority.

Risk Factors – Investment in Vietnam involves a high degree of risk. The Company's investment activities will entail certain risks and special considerations not typically associated with investments in other more established economies or securities markets. See **Risk Factors** commencing at page 19.

RISK FACTORS

RISK FACTORS

Investment in Vietnam carries a high degree of risk. If any of the following risks occur, the Company's business, financial condition or results of operations could be materially and adversely affected. The risks outlined below are not exhaustive and are not ranked in any order. The Company's investments will be subject to certain special risks associated with Vietnam or the jurisdiction in which investments by the Company are made, as well as normal investment risks. Additional risks and uncertainties not presently known to the Directors, or that the Directors deem immaterial, may also have an adverse effect on the Company's business. There can be no assurance that the investments of the Company will be successful or that its objective will be attained. Accordingly, investment in the Company should be considered to be speculative in nature and only suitable for investors who are aware of the risks involved in investment in the Company and who have the ability and willingness to accept the risk of the substantial impairment or loss of their investment in the Company.

If you are in any doubt about the action you should take, you are advised to consult an investment advisor who is duly qualified in your jurisdiction and specialised in the acquisition of shares and other securities.

Risks relating to investments of the Company

Investment objective

There is no guarantee that the Company's portfolio will achieve appreciation in terms of capital growth. Investors should be aware that the Net Asset Value and the Net Asset Value per Share may fall as well as rise.

Market risk

The Company will be exposed to market risk on all of its investments. The value of a financial asset will fluctuate as a result of changes in market prices or liquidity, whether or not those changes are caused by factors specific to the individual asset or factors affecting all assets in the market at such time. Potential investors should also note that the Company may be subject to additional risks arising from the concentration of investments in one particular market, the Vietnamese market, resulting in the Company becoming particularly heavily dependent on the performance of this market. Investors should also note that the market prices and values of publicly traded securities of companies listed on the Vietnam Stock Exchanges might be highly volatile. This may cause the Net Asset Value, Net Asset Value per Share and the prices of the Shares to fluctuate significantly.

Stock market turbulence in more developed markets may result in heightened aversion to risk amongst investors, reducing net inflows to developing markets such as Vietnam and impacting negatively on the prices of stocks listed on the Vietnam Stock Exchanges.

Changes in economic conditions

The economy of Vietnam may differ favourably or unfavourably from the economies of other countries in such respects as growth of gross domestic product, rate of inflation, currency depreciation, interest rates, capital reinvestment, resource self-sufficiency and balance of payments position. Any downturn in the global economy may impact on the economy of Vietnam, especially in relation to export-driven industries, with potential for a fall in demand for products and less inward investment. Changes in economic conditions could substantially and adversely affect equity investments and, consequently, the Company's results of operations and prospects.

Limited liquidity

It may be considerably more difficult for the Company to invest or exit its investments than it would be for investors in more developed countries. Limited liquidity may adversely affect the Net Asset Value of the Shares. The Vietnam Stock Exchanges only started operations in July 2000 and have experienced periods of limited liquidity which may recur. The Company may also invest in Overseas-Listed Companies in stock markets in countries outside Vietnam where there may also be limited liquidity.

When making investments in Pre-Listing Companies, if any, the intention of the Company is that liquidity will be provided by the subsequent listing of the shares of the Pre-Listing Company on the Vietnam Stock Exchanges. However, the length of time before a Pre-Listing Company completes a listing of its shares on the Vietnam Stock Exchanges usually cannot be forecasted accurately at the time of investment, and it is possible that in certain cases

RISK FACTORS

the Pre-Listing Company does not accomplish a listing and the Company will be holding a relatively illiquid investment.

Settlement and credit risk

The collection, transfer and deposit of securities and cash expose the Company to a number of risks, including theft, loss, fraud, destruction and delay. For transactions of listed securities in Vietnam, the risk of default may be considered to be low as it is a pre-funding market: the availability of cash for a buy trade or securities for a sell trade is confirmed to the relevant broker by the custodian bank before trade execution. Securities are settled through the Vietnam Securities Depository and the cash settlement is outsourced to a Vietnamese state-owned bank. For investments in Pre-Listing Companies, if any, the procedures for registration may be unreliable in Vietnam and may be subject to fraud. There is also a risk that the counterparty will not complete the transaction. Substantial delay or failure to complete a transaction may result in the partial or complete loss of an investment or the inability to exit investments on terms or at a time acceptable to the Company.

Risk of default

The default of an issuer of securities or of a counterparty may result in losses for the Company. The risk of default (or issuer risk) is the risk of the other party to a reciprocal contract failing, in whole or in part, to fulfil its obligation with respect to a claim. This applies to all contracts that are entered into for the account of the Company. Default resulting from the bankruptcy or insolvency of a counterparty may result in the Company having limited recourse under bankruptcy or other relevant laws, experiencing delays in liquidating its position and, possibly, significant losses, including the costs of enforcing the Company's rights against the counterparty. Vietnamese bankruptcy laws are not easily implemented and bankruptcy proceedings can be far more time-consuming than in other jurisdictions and often yield a very low recovery rate. As a result, the Company may have limited recourse in realising its investment in the event that a company which it invests in becomes insolvent.

Valuation risk

The value of the Company's investments as reflected in the Net Asset Value may differ significantly from the actual market value that is ultimately realised upon disposal of such investments. Limited liquidity and price volatility can result in no guarantee of realising fair value.

The fair value of Pre-Listing Companies, if any, is determined by using valuation techniques in conformity with International Financial Reporting Standards. The valuation techniques use assumptions and estimates which will, by definition, seldom equal the related actual results. To the extent that the valuations require financial information from Pre-Listing Companies, such financial information may not be reliable and may not be received on a sufficiently timely basis to ensure that the valuations are current.

Limited investment opportunities

Competition for investments is increased by the fact that there are a limited number of listed companies in Vietnam, there are foreign ownership limits on listed companies, and foreign ownership of unlisted companies is limited in many circumstances depending on numerous factors including the sector in which the company operates and whether the foreign investor participates directly in the management of the company. These limitations may have an adverse effect on the proposed activities and projected performance of the Company or may increase the Company's costs and delay its investments.

Risk management policies and procedures

The Company's policies, procedures and practices used to identify, monitor and control a variety of risks may fail to be effective. As a result, the Company faces the risk of losses, including losses resulting from human errors, market movement and fraud.

Custody risk and absence of insurance

The Company faces a risk of loss of assets arising from insolvency of the Custodian or any sub-custodian appointed by it. The assets of the Company may not be insured by any government or private insurer and in the event of insolvency of a Custodian, the Company may be unable to recover all of its funds or the value of the securities in safe custody.

RISK FACTORS

Investments in Overseas-Listed Companies

The Company is not limited in the location in which it buys shares in Overseas-Listed Companies. Trading on stock exchanges outside Vietnam may be subject to certain restrictions depending on the stock exchange in question. All of the risks described in this Prospectus may apply to such investments as well as additional risks that cannot be known until the jurisdiction in which such investments are to be made is known.

Foreign investment in Overseas-Listed Companies may also be subject to local investment restrictions in some jurisdictions, which may have an impact on the ability of the Company to make or exit investments in such jurisdictions. Furthermore, investment by the Company in such Overseas-Listed Companies may also require extensive due diligence, although there is no guarantee that sufficiently thorough due diligence may be performed in all jurisdictions.

Overseas-Listed Companies may be located in any country, including countries with a lower level of development than or a similar level of development to Vietnam. The risks relating to the investments made by the Company may be higher in respect of such Overseas-Listed Companies than they are in respect of similar companies in Vietnam as a result of problems specific to the jurisdiction in which such investments are made. However, subject to not breaching the investment policies and investment restrictions of the Company, the Company may invest in any number of Overseas-Listed Companies located anywhere in the world, and it is therefore not possible to quantify the level of risk the Company may be exposed to resulting from such investments.

Risks relating to investing in Vietnam

Investment in Vietnam carries a high degree of risk. The Company's investments in Vietnam will be subject to certain special risks as well as normal investment risks. There can be no assurance that the investments of the Company will be successful or that its objectives will be attained.

Political and regulatory risk

The value of the Company's portfolio of assets and of an investment in the Company may be adversely affected by changes in government, government personnel or government policies, which may include, among other things, changes in policies relating to expropriation, nationalisation and confiscation of assets, and changes in legislation relating to foreign ownership, economic policy, taxation, investment regulations, securities regulations and foreign currency conversion or repatriation.

The value of the Company's portfolio of assets and of an investment in the Company could also be adversely affected by numerous other political and economic risks, including (i) the absence of change in government or political infighting, which could result in inability to reach governmental consensus on measures to move the country's economy forward in a manner sufficient for investors to regard it as being as attractive as other economies, (ii) a partial or substantial failure of the banking system whether caused by excessive non-performing loans, the collapse of a joint stock bank or any other shock, (iii) economic decline of a gradual or rapid nature caused by an inability to restructure the banking system or the state-owned enterprise system, mismanagement or any other factor, or (iv) conflict in the East Sea, large areas of which are contested by, among others, China.

Legal and regulatory system

For the past decade, Vietnam's legal system has evolved. Its legislation output increased due to the country's commitments under the U.S.-Vietnam Bilateral Trade Agreement and membership of the World Trade Organisation. Despite these improvements, the laws and regulations affecting the Vietnamese economy are in an early stage of development as compared to those in Western Europe and the United States. As Vietnam's legal system develops, there are inconsistencies and gaps in laws and regulations, in many areas the legal framework is vague and contradictory, and the administration of laws and regulations by Vietnamese governmental agencies, such as local tax inspectors, and the courts may be subject to considerable discretion and varying interpretation. As such, there can be no assurance that the Company will be able to obtain effective enforcement of its rights through legal proceedings in Vietnam, nor is there any assurance that improvements will continue.

The Company and the Investment Manager are subject to the laws and regulations enacted by national, regional and local governmental agencies. Compliance with, and monitoring of, applicable laws and regulations may be difficult, time consuming and costly. Failure to comply with such laws or regulations as interpreted and applied, could have an adverse effect on the Company's business, investments and results of operations, and, accordingly, its Net Asset Value.

RISK FACTORS

The Investment Manager has a representative office in Vietnam. Following the issuance by the Vietnamese Government of Decree 58 in July 2012 and the release of subsequent implementing regulations in 2013, it may now for the first time be possible for an overseas entity to establish a 100 per cent foreign-owned investment management company or to open a branch of a foreign investment management company in Vietnam. The Investment Manager is currently reviewing the implementing regulations and will reassess its operational structure and the different legal options that may now be available. This may give rise to changes in the structure and operations of the Investment Manager in Vietnam. However, in the view of the Directors, the potential changes in the structure and operations of the Investment Manager would not change the legal status of the Company with respect to Vietnam.

Taxation regulatory risk

Vietnamese tax laws and regulations are characterised by uncertainties and by a lack of interpretative guidance. Both the substantive provisions of Vietnamese tax laws and the interpretation and application of such provisions by the Vietnamese tax authorities may be more likely to be subject to change, both prospectively and retrospectively, than in a jurisdiction with more established taxation laws and practices. This may affect the tax status of the Company and of all parties related to the Company in terms of the value of investments, tax obligations and administrative requirements, ability to declare dividends and profit remittance. It is not possible to predict future changes in such taxation laws and any changes may adversely impact the Company's results, financial conditions and prospects.

The Company and the Directors conduct their affairs so that the Company is not deemed to have a permanent establishment in Vietnam. However, if the Company was to be deemed to carry out investment activities through a permanent establishment in Vietnam, or as otherwise being engaged in a trade or business in Vietnam, income attributable to or effectively connected with such permanent establishment or trade or business may be subject to additional tax obligations.

Securities market regulation

The Vietnamese securities markets are still in the early stages of development and generally lack the levels of transparency, efficiency and regulation characteristic of more developed markets. Regulation of insider dealing has not yet reached the standards of more developed markets, nor is there an effective system of safeguards designed to prevent its occurrence. Government supervision of securities markets, investment intermediaries, and quoted companies is not at the level of more developed markets. Many regulations are unclear in their scope and effect, and there is a greater risk than in more developed economies that activities conducted in good faith on the basis of professional advice will subsequently be regarded as not in compliance with fiscal, currency control, securities, corporate or other regulatory requirements.

Recognition of foreign court judgements and arbitral awards

There is a lack of legal support and procedure for the recognition and enforcement of foreign court judgements in Vietnam. Because Vietnam is a signatory to the New York Convention on the Recognition and Enforcement of Foreign Arbitral Awards, and given the lack of legal support for recognising foreign court judgements in Vietnam, foreign parties in Vietnam often select foreign arbitration as the method of dispute resolution. However, while there is a legal basis for the recognition and enforcement of foreign arbitration awards in Vietnam in respect of certain types of contracts, there have only been a small number of cases where a Vietnamese court has recognised and enforced such an award and therefore there is no guarantee that the Company can enforce any foreign arbitration award given in its favour. Therefore, the Company cannot rely on arbitration provisions to guarantee adequate and timely compensation in case of contractual disputes.

Corruption

Corruption is regarded by many commentators as being endemic to the Vietnamese political system. Bureaucrats of the Vietnamese government, particularly at the provincial and local level, are regarded as being able to manipulate their authority so as to exercise broad control over the local economy. Monetary and other incentives are often seen as prerequisites for the provision of routine government service. The international monitoring group, Transparency International, has rated Vietnam as one of the most corrupt nations in Asia. While Vietnam's highest leadership has made statements to the effect that it plans to take additional steps to fight corruption, the continued prevalence of corruption in Vietnam may have an overall negative effect on the efficiency of the Vietnamese economy and may negatively impact the performance of the companies in which the Company invests.

RISK FACTORS

Accounting, financial reporting and auditing standards

Vietnam's accounting and financial reporting standards, practices and disclosure requirements may be less stringent than standards in countries with more developed securities markets. Less information may therefore be available to the Company in respect of potential and actual investments than in more developed countries which may result in a lack of adequate or accurate information regarding prospective and actual Investee Companies. Accordingly, the due diligence investigation carried out by the Investment Manager, if any, may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating an investment opportunity. Similarly, the information available from an Investee Company may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating whether or when to dispose of an interest in such Investee Company.

In the process of evaluating investment opportunities, the Company may refer to financial reports that have been audited by Vietnamese audit firms. There is a risk that the audit firms, while following Vietnam's auditing standards and practices, may apply less stringent standards than the standards applied by audit firms in more developed markets and therefore the audits may not reveal or highlight all relevant facts and risks associated with such investment opportunities.

Foreign exchange risk, currency conversion and capital controls

Shareholders' investments in the Company are made in U.S. dollars. All of the Company's investments in Vietnam are denominated in Dong and pay dividends in Dong, to the extent dividends are paid. Similarly, the Company's investments in Overseas-Listed Companies may be in securities denominated in currencies other than U.S. dollars. Changes in the exchange rate between U.S. dollars and Dong may lead to a depreciation of the value of the Company's assets as expressed in U.S. dollars. In 2010 and 2011 the Dong depreciated against the U.S. dollar by 5.5 per cent, and 7.9 per cent respectively. In 2012, the Dong appreciated by 1.0 per cent and in 2013 the Dong depreciated against the U.S. dollar by 1.2 per cent. It is possible that the Dong could depreciate further in the future. There can therefore be no assurance that fluctuations in exchange rates will not have an adverse effect on the Net Asset Value and the Net Asset Value per Share as stated in U.S. dollars.

The Company will need to convert Dong to a foreign currency to make redemption payments to shareholders and to pay fees to offshore service providers, but the Dong currently is not a freely convertible currency. The rate of exchange of Dong to U.S. dollar is controlled by the State Bank of Vietnam. There have been occasions in the past when there was limited availability of hard currency in the Vietnam banking system, and this situation may recur. The most recent such period ended in the first half of 2011. It is possible that the Company may have difficulty accomplishing the conversion of Dong into foreign currencies, or such conversion may only be possible at exchange rate levels at which the Company will suffer considerable exchange losses. Any delay in conversion increases the Company's exposure to devaluation of the Dong against other currencies.

The Company is permitted to remit overseas the proceeds from sales of investments in Vietnam. However it is possible that the Government may implement capital controls in the future which would restrict the Company's ability to remit proceeds overseas.

The Company may seek to hedge against a decline in the value of the Company's investments resulting from currency depreciation, but only if and when suitable hedging instruments are available on a timely basis and on acceptable terms. There is no assurance that any hedging transactions engaged in by the Company will be successful in protecting against currency depreciation.

Changes to the trading environment of investee companies

Competition in business in Vietnam is increasing, partly as a result of the country's increasing internationalisation. The financial viability of some investments made by the Company may be affected by changes in Vietnam's trade regime or by protectionist measures in foreign countries. Similarly, investments in companies selling into the domestic market may be adversely affected by increasing competition from international firms as trade barriers are reduced, such as those resulting from increasing compliance with the Common Effective Preferential Tariff programme under the ASEAN Free Trade Area and the U.S.-Vietnam Bilateral Trade Agreement or from the entry conditions for admission to the World Trade Organisation after Vietnam's accession to the World Trade Organisation which occurred on 11 January 2007. As a result of such changes, and other market forces, the Company's investments could suffer substantial declines in value at any stage.

RISK FACTORS

Minority interests

The management of many Vietnamese companies is not generally accustomed to following international standard corporate governance practices and as a result, the rights of minority investors like the Company may be violated with little recourse available to the minority investors. In some cases, sufficient investor protections do not exist at all and the rights of passive investors can easily be violated. The rights of shareholders are often not clearly stated in the charters or bylaws of Vietnamese companies or, if they are, they are often not enforced. The directors of Vietnamese companies are often not sufficiently independent, experienced, vigilant or empowered to take action or enforce the rights of the board and the shareholders. Often management has undue influence over the board of directors, particularly for companies with a controlling shareholder. Additionally, it is possible that companies will misrepresent their financial position, make unauthorised use of investment capital, embezzle money or fraudulently transfer assets, or otherwise not honour their obligations. In any of these scenarios, the long-term value of the investment may be seriously compromised.

Risks relating to the Investment Manager

Management of the Company

The Company is reliant on the Investment Manager, which has significant discretion as to the implementation of the Company's investment policies and strategies. This significant discretion may result in the Company investing in Investee Companies that do not perform as well as expected. The Investment Manager has substantial experience in investing and managing investments in Vietnam, but there is no guarantee that its investments for and management of the Company will produce long-term capital appreciation of the assets of the Company. Failure by the Investment Manager to identify and manage the Company's investments effectively could have a material adverse effect on the Company's business, financial condition and results of operations.

The Investment Manager does not have experience of investing in every country outside Vietnam. As up to 30 per cent of the assets of the Company may be invested outside of Vietnam, there is a risk that the Investment Manager's lack of experience in such other countries may negatively impact the Company's performance.

The Investment Manager makes no representation or warranty as to the performance of the investments of the Company or the success of any investment strategy recommended or used by it.

Business of the Investment Manager is dependent upon a key individual

The success of the Company is significantly dependent upon the expertise of Kevin Snowball and any future unavailability of his services could have an adverse impact on the Company's performance.

Conflicts of interest of Investment Manager

The services of the Investment Manager to the Company are not exclusive which may result in the Investment Manager having conflicts of interest, and entering into related party transactions, each of which might affect the returns of the Company. Potential conflicts of interest and principles relating to related party transactions are more fully described at page 35.

Termination of the Investment Management Agreement and the appointment of the Investment Manager

The Company is subject to the risk that the Investment Management Agreement may be terminated and that no suitable replacement will be found with similar expertise to provide the same or equivalent services on acceptable terms, or at all. The Investment Manager may retire if the Company commits any material breach of its obligations under the Investment Management Agreement and (if such breach shall be capable of remedy) the Company fails within thirty days of receipt of notice requiring it so to do to make good such breach. Any breach by the Company of its obligations under the Investment Management Agreement may result in the resignation of the Investment Manager.

The Directors may terminate the appointment of the Investment Manager without cause at any time more than two years after the Company's authorised share capital has been fully subscribed and issued, but not before, and the Investment Manager will be entitled to a termination fee equal to the monthly management fee for the months up to the time the notice of termination becomes effective and an amount equal to six times the average monthly management fee that was payable to the Investment Manager during the 12-month period prior to the date the notice of termination was delivered to the Investment Manager. This may render it practically and economically difficult to terminate the Investment Manager even if the Investment Manager is under-performing.

RISK FACTORS

Performance fee

In addition to its management fee, the Investment Manager is entitled under the Investment Management Agreement to receive a performance fee. In evaluating investments and other management strategies, the opportunity to earn a performance fee may lead the Investment Manager to invest in riskier and more speculative assets. There may be a greater chance of the Company losing money on any such risky or speculative investments.

Alternative Investment Fund Managers Directive

The EU Alternative Investment Fund Managers Directive (No. 2011/61/EU) (the "AIFMD") imposes obligations on the managers ("AIFM") of alternative investment funds ("AIFs") in the EU or who market shares in such funds to EU investors. The Board has determined that the Company is an AIF and that the Investment Manager is the external AIFM of the Company for the purposes of the AIFMD. The Investment Manager notified the UK Financial Conduct Authority on 10 June 2014 that it would market the shares of the Company under the UK National Private Placement Regime.

The AIFMD and national implementing legislation is untested and, whilst unlikely at present, could lead to increased regulatory costs for the Company or result in a restricted ability to market the Company throughout Europe. In addition, in 2015 or 2018, depending on European legislative measures, the Investment Manager may opt to, or be required to, register as an AIFM and the Company will then have to comply with all or additional provisions of the AIFMD, many of which currently do not apply to the Investment Manager or the Company, to continue to market in the EU.

Shareholder Risks

Exchange risk

The Shares are, and any dividends to be paid in respect of them will be, denominated in U.S. dollars. An investment in Shares by an investor whose principal currency is not U.S. dollars exposes the investor to foreign currency exchange rate risk. Any depreciation of U.S. dollars in relation to such foreign currency will reduce the value of the investment in Shares or any dividends in foreign currency terms, and any appreciation of U.S. dollars in relation to such foreign currency will increase the value in foreign currency terms.

Legal considerations

The issue of the Shares in certain jurisdictions may be restricted by law. Investment in the Company may involve legal requirements, foreign exchange restrictions and tax considerations unique to each investor. Prospective investors should consult their own legal and tax advisers prior to making an investment decision. The Company may compulsorily redeem or require the transfer of shares of the Company that are acquired in violation of applicable law, as determined by the Company. In many countries, special tax rules applicable to offshore investment companies will apply to an investment in the Company. Investors should seek advice from their own tax advisors about the tax consequences to them of purchasing, holding and disposing of Shares.

Illiquidity, possible effect of substantial redemptions and in kind distributions

In as much as there are substantial restrictions on redemptions (see the sub-section headed "Redemptions" at page 42) and the Shares are not tradable on any market, an investment in the Company is a relatively illiquid investment. A Shareholder is permitted to withdraw funds as of the first Business Day of each month, upon at least 30 Business Days prior written notice.

Substantial withdrawals by investors within a short period of time could require the Company to liquidate investments more rapidly than would otherwise be desirable, possibly reducing the value of the Company's assets and/or disrupting the Company's investment strategy. Reduction in the size of the Company could make it more difficult to generate a positive return due to, among other things, reductions in the Company's ability to take advantage of particular investment opportunities or decreases in the ratio of its income to its expenses.

Further, if a substantial number of Shareholders were to redeem and the Company did not have a sufficient number of liquid securities, the Company might have to meet such redemptions through distributions in kind of thinly-traded or illiquid securities. In light of the foregoing, investment in the Company should be considered only by persons financially able to maintain their investment for a substantial period of time and who can afford a loss of all or a substantial part of their investment.

RISK FACTORS

Gearing

Whilst the Company currently does not employ gearing in connection with its investments and does not expect to in the near future, the Company is permitted to borrow an amount representing 25 per cent of the Net Asset Value. While the use of borrowing should enhance the total return on the Shares where the return on, and value of the underlying asset is rising, it will have the opposite effect where the return on, and value of the underlying asset is falling. Furthermore, should any fall in the underlying asset value result in the Company breaching its borrowing covenants, the Company may be required to sell its assets at depressed prices and repay borrowings in whole or in part together with any payment of early termination penalties due. Fluctuations in interest rates may also result in increased financial costs for the Company. In the event that the Company determines in the future to utilise investment leverage, there can be no assurance that such a leveraging strategy will be successful during any period in which it is employed or will not adversely affect the Net Asset Value or the price of the Shares.

Tax status

Any change in the tax status of the Company or in taxation legislation of the Cayman Islands or any other tax jurisdiction affecting the Company could affect the value of the investments held by it or affect its ability to achieve the investment objectives or alter its after-tax returns to Shareholders. Any such change could adversely affect the net amount of any dividends and distributions payable to Shareholders.

Limited rights of holders of Shares

An investment in the Company should be regarded as a passive investment. Shareholders have no right to participate in the day-to-day operations of the Company. Nor are Shareholders entitled to receive notice of, attend or vote at general meetings of the Company, other than a general meeting to vote on a proposed variation of the rights attaching to their Shares. Consequently, Shareholders have no control over the management of the Company or over the appointment and removal of its Directors and service providers. As holder of the Management Shares, the Investment Manager controls all of the voting interests in the Company, other than in respect of a proposal to vary the rights attaching to the Shares. Consequently, the Investment Manager may make any changes to the Memorandum of Association and Articles that it considers appropriate, including increasing the share capital, consolidating the shares and sub-dividing the shares. Only the Investment Manager can appoint and remove the Directors and, in turn, only the Directors can terminate the services of the service providers to the Company, including the Investment Manager.

Risks relating to the Structure of the Company

Absence of regulatory oversight

Although the Company is a regulated mutual fund under the Mutual Funds Law (2013) of the Cayman Islands, it is not required to, nor does it intend to, register under the laws of any other jurisdiction. As a consequence, the securities laws of other jurisdictions (which may provide certain regulatory safeguards to investors) generally will not apply. Accordingly Shareholders may not have the benefit of all the protections afforded to them by the securities laws of their home jurisdiction or other relevant jurisdictions.

No separate counsel; No independent verification

Freshfields Bruckhaus Deringer act as legal counsel to the Company as to matters of Vietnam law and Harney, Westwood & Riegels act as legal counsel to the Investment Manager and the Company as to matters of Cayman Islands laws. The Directors and the Company do not have independent counsel. Freshfields Bruckhaus Deringer and Harney, Westwood & Riegels do not represent investors in the Company, and no independent counsel has been retained to act on behalf of the Shareholders. This Prospectus is based on information furnished by the Directors and Investment Manager. Freshfields Bruckhaus Deringer and Harney, Westwood & Riegels have not independently verified such information.

THE COMPANY

THE COMPANY

Introduction

The Company was incorporated in the Cayman Islands on 25 July 2005 under the Companies Law as an exempted company with limited liability with the name Vietnam Emerging Equity Fund Limited. Initially the Company was a closed end investment company.

Following the passing of special resolutions by shareholders of the Company on 21 December 2009, the Company was approved by the Cayman Islands Monetary Authority to convert into an open ended regulated mutual fund, effective 29 January 2010. Its Shares are redeemable at the option of the holder, with the redemptions being on such terms and in such manner as set out in this Prospectus and the Articles. A description of the Company's capital structure and some of the principal provisions of the Articles are set out in the section entitled "Information Relating to the Shares" at page 45 and in the section entitled "Supplementary Information about the Company" at page 51.

The Company merged with Vietnam Lotus Fund Limited on 1 December 2010.

On 20 November 2014 the name of the Company was changed to PXP Vietnam Emerging Equity Fund Limited.

Since the date of incorporation no dividends have been declared.

The Company's portfolio is managed by the Investment Manager, subject to the overall policies, control, direction, review, instructions and supervision of the Board.

Investment Objective

The primary investment objective of the Company is to seek long-term capital appreciation of its assets by investing in a portfolio of the equity securities of Vietnamese companies or Overseas-Listed Companies.

Investment Policies

The Company will invest in the equity securities of Listed Companies which either have a capitalisation or net asset value in excess of US\$20 million at the time of investment. Selection criteria will focus on the identification of undervalued companies with strong prospects for future growth.

The Company will also invest in the equity securities of Pre-Listing Companies if the Investment Manager believes, by reference to the average price to earnings ratio of companies then listed on the Vietnam Stock Exchanges, that the capitalisation of the particular Pre-Listing Company under consideration for investment is likely to exceed US\$20 million when it is listed. As Vietnam is still a developing country, the Company's investments in Pre-Listing Companies in Vietnam may require extensive due diligence.

The Company intends to restrict its investment in Pre-Listing Companies to no more than 10 per cent of its assets at the time of investment.

The Company may invest up to 30 per cent of its assets in Overseas-Listed Companies which have a capitalisation or net asset value which is in excess of US\$100 million at the time of investment.

The Company intends to invest across a range of industries. It is the Company's current intention to invest no more than 40 per cent of its assets at the time of investment in any one sector.

The Company's uncommitted assets will be held on deposit, or in other high-quality fixed-income securities denominated in U.S. dollars, by the Custodian or the Vietnam Sub-Custodian for the benefit of the Company.

The Company is permitted to borrow money and to grant security over its assets. However, the Board has determined that such borrowings are restricted to 25 per cent of the latest available Net Asset Value of the Company at the time of the borrowing.

All guarantees or indemnities that expose the Company to a contingent liability in excess of 25 per cent of its latest available Net Asset Value must be signed by two Directors pursuant to a duly authorised resolution of the Board in order to be valid.

THE COMPANY

The Company may hold up to 30 per cent of its assets in cash at any time before or after the Investment Manager determines that the Company has become fully invested should the Investment Manager consider that market conditions warrant such a move.

Investment Restrictions

The Company will observe the following restrictions:

- (a) the Company will not invest more than 20 per cent of its assets at the time of investment in the shares of a single issuer;
- (b) no more than 20 per cent of the assets of the Company may be exposed to the creditworthiness or solvency of a single counterparty, in each case calculated at the time of investment;
- (c) the Company will not take or seek to take legal or management control of the issuer of underlying investments;
- (d) the Company will not directly invest in real property;
- (e) the Company will not directly invest in commodities; and
- (f) the value of the Company's holding of units or shares in other collective investment schemes may not in aggregate exceed 10 per cent of its total Net Asset Value.

The restrictions outlined in points (a), (b) and (f) apply to any investment at the time that investment is made. Where those restrictions are breached, the Investment Manager will ensure that immediate corrective action is taken except where the limit is exceeded due to appreciations or depreciations, changes in exchange rates, or by reason of the receipt of rights, bonuses, benefits in the nature of capital or by reason of any other action affecting every holder of that investment, provided the Investment Manager has regard to the threshold when considering changes in the investment portfolio.

In the event of any breach of the investment limits, the Directors, in consultation with the Investment Manager, will review the position and take whatever action is considered to be in the best interests of the Shareholders having regard to prevailing market conditions. Inadvertent breaches arising as a result of market conditions will be monitored and Shareholders will be advised in writing of the Directors' recommendations on the matter if such breaches continue beyond the next Valuation Day. Any other type of breaches will be remedied immediately and will be notified to Shareholders in writing.

Under Vietnamese law, foreign investors such as the Company are currently restricted from holding in excess of 49 per cent of the total issued shares of any Listed Company (except for banks where total foreign ownership is currently limited to 30 per cent). Other restrictions apply to investments in Pre-Listing Companies. These restrictions may vary according to the industry sector of the Pre-Listing Company and may be subject to changes from time to time. The Company will ensure that it adheres to the relevant regulations on shareholding under Vietnamese law.

The Administrator, the Administrator's Delegate and the Custodian shall not be responsible for monitoring compliance with the investment policies and restrictions described above.

The investment objective, policies and restrictions summarised above represent the current intentions of the Company. Subject to any applicable law or regulation, the Directors may change the investment policies and restrictions by giving Shareholders not less than three months' prior written notice of the proposed changes.

The Company has never taken advantage of the ability to borrow as set out in the investment policies above, and in the view of the Directors the Company is unlikely to ever utilise borrowings.

The Company has not entered into any collateral or asset reuse arrangements (such as stock lending arrangements).

THE COMPANY

Investment Procedures and Investment Realisation

The Company's main focus will be on Vietnamese Companies, with fundamental analysis to be performed by the Investment Manager, relying on its own in-depth knowledge of Vietnam, the Vietnam Stock Exchanges and the companies listed on it and the contacts its directors have built up during their years of Vietnam experience. The Investment Manager will use third party investment banking knowledge where available, but it does not anticipate placing much reliance on it at the current time.

Investments in Pre-Listing Companies will be originated from a variety of sources. The most significant of these sources are the Investment Manager, banks and other professional intermediaries known to the Investment Manager. One of the directors of the Investment Manager, Kevin Snowball, has over 29 years' experience of Asian emerging markets and has been resident in Vietnam for over 12 years.

The Investment Manager monitors the investments made by the Company closely. In monitoring the investments, the Investment Manager reviews all relevant financial statements and maintains contact to the extent possible with the board and management of the Investee Companies.

The Investment Manager provides a report to the Directors in advance of the regular meetings of the Directors, covering its activities and its proposed strategy until the next regular meeting, all in such form and detail as may be requested by the Directors. In making investments, the Investment Manager will comply with the investment objective, policies and restrictions of the Company as may be amended from time to time and with the Articles.

The Board has delegated decision-making powers with regard to investments to the Investment Manager and such powers have not been delegated to any party by the Investment Manager. The Investment Manager will be responsible for all aspects of the implementation and execution of investment decisions.

The Company intends to realise the profits from its investments through appropriate sales of its listed securities. However, the ability of the Company to exit its investments in Pre-Listing Companies if such a company is unable to obtain a listing constitutes a risk for Shareholders as described in "Risk Factors" on page 19.

The ability of the Company to dispose of an investment and the timing and terms of any such disposal may in certain instances be limited or affected by a number of factors including rights of first refusal or lock-up requirements provided for under the law or the constitutive documents of the target. For instance, if a Pre-Listing Company initially established under the Law on Foreign Investment does not convert into a joint stock company and obtain a listing on a stock exchange, and a trade or other negotiated sale becomes necessary in order for the Company to exit its position, any Vietnamese partners in such Pre-Listing Company would have a right of first refusal upon such sale. Such rights of first refusal may also exist in some domestic Vietnamese companies governed by the Enterprise Law of Vietnam and this may affect the Company if a domestic Vietnamese company in which the Company has invested does not obtain a listing on a stock exchange. There may also be lock-up requirements, for example shares of founding shareholders in joint stock companies are subject to three-year lock-up periods from the date of establishment.

Foreign Exchange Policy

The investments of the Company made in equity securities of Vietnamese companies are denominated in Dong and will be liquidated and realised in Dong. The Shares of the Company are denominated in U.S. dollar and subscriptions and redemptions will be paid in U.S. dollar. The Company has adopted the U.S. dollar as its reporting currency, as its Shareholders are based outside Vietnam and the U.S. dollar is a more widely used and recognised currency than the Dong. Consequently, the Net Asset Value per Share of the Company may fluctuate with changes in the rate of exchange of the U.S. dollar against the Dong. The Company may, however, enter into arrangements to hedge currency risks if such arrangements become desirable and practicable in the future in the interest of efficient portfolio management.

Board of Directors

The business of the Company is managed under the direction of its Board. The Directors are responsible for establishing the Company's investment objectives, policies and restrictions. Board meetings are generally held at least once each quarter. The Board monitors the Company's performance and provides such instructions to the Investment Manager as it considers appropriate.

THE COMPANY

The Company may have a maximum of six Directors. The Board currently has three Directors all of whom are non-executive Directors. No Director is an employee of the Company.

The Board makes decisions based on a simple majority vote taken at any quorate meeting. In case of an equality of votes, the Chairman has a second or casting vote.

Summary biographies of the current Directors are set out below:

Christopher Vale

Christopher Vale has over 27 years of investment experience. He joined Kleinwort Benson Investment Management ("KBIM") in 1985, spending four years in the London office before a posting to Hong Kong in 1989 where he spent eight years as the Head of KBIM Pacific, primarily managing Asian mandates for U.S. and Asian pension funds, and became a director of KBIM in 1995. Mr. Vale was a founding director of Rexiter Capital Management ("Rexiter") in London in 1997 and then spent three years managing a Korean Corporate Restructuring Fund in Seoul post the Asian crisis before moving back to London in 2001 as the Chief Investment Officer for Asia of Rexiter. He was appointed as Chief Executive Officer of Rexiter in 2010 and resigned from Rexiter in December 2012.

Prior to joining KBIM, Mr. Vale spent 5 years with the British Army. He has a degree in Economics and Agricultural Economics from Exeter University (1980).

In addition to the Company, Mr. Vale is currently a director of PXP Vietnam Fund Limited and Invicta Property Partnership LLP.

Within the past five years, Mr. Vale has held the following directorships:

Rexiter Capital Management
Vietnam Lotus Fund Limited

Antony Jordan

Antony Jordan has over 30 years' experience investing in Asia and was resident in Hong Kong from 1982 to 1996. In 2010 he joined EFG Asset Management where he is a portfolio manager and is mainly involved in the Asian equity side of the business.

In 1996, Mr. Jordan co-founded the Asian equity specialist, Atlantis Investment Management Ltd. and was fund manager of the Atlantis Asian Recovery Fund. He was a director of Atlantis Investment Management Ltd. and Atlantis Fund Management Guernsey Ltd. from 1996 until June 2009, a director of Atlantis Investment Management (Ireland) Ltd. from 2006 to June 2009, and a director of Atlantis Investment Management (Hongkong) Limited between 1998 and 2004. While resident in Hong Kong, Mr. Jordan was a director at Schroder Investment Management (Hong Kong) Ltd. between 1991 and 1996 where he was responsible for the Far Eastern investment strategy and was fund manager of the Schroder Far Eastern Growth Fund and the Schroder Asian Smaller Companies Fund.

In addition to the Company, Mr. Jordan is currently a director of PXP Vietnam Fund Limited.

Within the past five years, Mr. Jordan has held the following directorship:

Vietnam Lotus Fund Limited

Henry "Brook" Tellwright

Brook Tellwright is a director at Senhouse Asia Ltd., an investment manager which specialises in Southeast Asian equity investment. He has been involved with investment in Southeast Asia since 1991 when he set up and subsequently managed the Cazenove & Co office in Bangkok and between 1995 and 1997 he headed the Cazenove Fund Management emerging market desk, launching and managing the Cazenove Global Emerging Markets Portfolio Fund. In 1998 he was appointed head of the North American desk for Cazenove Fund Management, with responsibility for all U.S. equity funds. In 2004, Mr. Tellwright co-founded Ton Poh Capital, a Thailand- focused equity specialist manager, where he worked until 2010 when he co-founded Senhouse Asia Ltd.

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Mr. Tellwright started his career in 1984 with Cazenove as a graduate trainee analyst covering U.S. stocks. He is a graduate of the School of Oriental and African Studies, University of London (Asian History: 2004) and of Queen Mary College, University of London (Economics: 1984).

In addition to the Company, Mr. Tellwright is currently a director of Senhouse Asia Ltd.

Investment Manager

The Investment Manager was incorporated with limited liability under The International Business Companies Act (Cap. 291) in the British Virgin Islands on 2 October 2002 with registration number 515886. The Investment Manager also manages PXP Vietnam Fund Limited and a segregated mandate on behalf of a European institution. The Investment Manager is regulated by the British Virgin Islands Financial Services Commission (“BVI FSC”) which issued a licence dated 5 May 2010 for the Investment Manager to carry on business as a manager of mutual funds in respect to the management services provided to the Company. Contact details of the BVI FSC are as follows:

British Virgin Islands Financial Services Commission
Pasea Estate
P.O. Box 418
Road Town, Tortola, VG1110
British Virgin Islands
Tel: +284 494 1324 or +284 494 4190

The Company has appointed the Investment Manager as its AIFM.

Between them, the directors and management team of the Investment Manager have substantial experience in research into companies listed on the Vietnam Stock Exchanges and in advising on and dealing in emerging market securities generally.

The Investment Manager provides a continuous investment programme for the Company’s assets, including seeking suitable investments for the Company, advising and supporting in relation to the development of investments held by the Company, determining the appropriate time for the disposal of its investments, and the provision of investment research and advice with respect to all securities and investments and cash equivalents comprised in the Company’s assets. As at the date of this prospectus, the Investment Manager has not delegated any obligations relating to portfolio or risk managements to another person.

The Investment Manager seeks to ensure that Shareholders are treated fairly, including through good corporate governance, not granting preferential treatment to Shareholders (see page 38 under “No Preferential Treatment”) and managing potential conflicts of interest fairly (see page 35 under “Conflicts of Interest”).

The fees to which the Investment Manager is entitled are described on page 36 under “Fees and Expenses.”

Summary biography of the Executive Director of the Investment Manager who is principally responsible for the day-to-day management of the Company’s portfolio:

Kevin Snowball

Kevin Snowball graduated from the University of London’s School of Oriental and African Studies in 1982 with an honours degree in Law. Mr. Snowball spent a decade in Hong Kong from 1985 to 1995 initially as an investment analyst and then as a specialist manager and trader of proprietary funds in emerging equity and equity derivatives markets in South East Asia. During that period, among other things, he established the Hong Kong equity derivatives businesses of Baring Securities and Deutsche Morgan Grenfell. On returning to the United Kingdom in 1995, Mr Snowball worked for Dresdner Kleinwort Benson, where he was involved in Latin American and South East Asian sales trading, and then for Bear Stearns International, where he traded closed-end funds in global emerging markets. Most recently, he established the Global Emerging Markets and Japan Investment Company activity of ABN Amro in London. Mr. Snowball returned to Asia to live in Vietnam in 2002, where he co-founded Phan Xi Pang Asset Management Limited, the holding company of the Investment Manager, which also manages PXP Vietnam Fund Limited and other segregated mandates.

THE COMPANY

In addition to PXP Vietnam Asset Management Limited, Mr. Snowball is currently a director of:

Phan Xi Pang Asset Management Limited
PXP Capital Markets Limited
BdN Investments Limited
PXP Vietnam Value Fund Limited

Within the past five years, Mr. Snowball has held the following directorships:

Vulpes Investment Management Limited
Vulpes Long Asian Volatility and Arbitrage Fund
Vulpes Russian Opportunities Fund
Vulpes Testudo Fund
Vulpes German Real Estate Fund Offshore Ltd (CREO)
Vulpes Life Sciences Fund
Vulpes Precious Metal Fund

Summary biography of the Executive Director of the Investment Manager, who is not involved directly in the management of the Company's portfolio:

Joelle Daumas-Snowball

Joelle Daumas-Snowball holds a Masters in Business Law from the University of Strasbourg and has 17 years' experience in international commercial, corporate and financial law, including extensive experience of Vietnam's regulatory framework.

Ms. Daumas-Snowball qualified as a lawyer at the French Bar in 1991. After three years with a law firm in Strasbourg, she joined Gide Loyrette Nouel in Paris in 1994. Ms. Daumas-Snowball was assigned as managing lawyer of the Hanoi branch from 1995 to 2000 advising foreign investors in joint venture transactions, corporate mergers and acquisitions and build-operate-transfer ("BOT") projects.

Ms. Daumas-Snowball then spent 18 months as in-house legal counsel to the Asian Development Bank in Manila, Philippines. During this time, her responsibilities included the bank's private sector projects in Vietnam, where she returned to join PricewaterhouseCoopers Legal in Ho Chi Minh City in 2001 as a Director, specialising in banking and finance.

Ms. Daumas-Snowball joined PXP Vietnam Asset Management in 2006 as Legal Counsel and was appointed as Chief Operating Officer in 2010.

In addition to PXP Vietnam Asset Management Limited, Ms. Daumas-Snowball is currently a director of:

Phan Xi Pang Asset Management Limited
PXP Capital Markets Limited
BdN Investments Limited

Administrator

HSBC Trustee (Cayman) Limited is a company incorporated with limited liability in the Cayman Islands. The Trustee is a licensed trust company under the Banks and Trust Companies Law (2013 Revision) of the Cayman Islands. It is also a licensed mutual fund administrator pursuant to the Mutual Funds Law (2013 Revision) of the Cayman Islands.

Pursuant to the Administration Agreement, HSBC Trustee (Cayman) Limited has been appointed as the administrator and registrar of the Company. The Administrator is responsible for, inter alia, the general administration of the Company, which includes keeping the register of shareholders of the Company, the proper book-keeping of the Company, arranging for the issue and redemption of shares of the Company, and calculating net asset valuations of the Shares.

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The Administrator is entitled to be indemnified by the Company against all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, costs, expenses or disbursements of any kind or nature whatsoever (other than those resulting from the fraud, gross negligence or wilful default on the part of the Administrator) which may be imposed on, incurred by or asserted against the Administrator in performing its obligations or duties.

The Administrator shall be entitled, without verification, further enquiry or liability on the Administrator's part, to rely on pricing information in relation to specified investments held by the Company which is provided by price sources stipulated in this Prospectus, or in the absence of any such stipulated price sources, any price sources on which the Administrator may choose to rely. Without prejudice to the generality of the foregoing, the Administrator shall not be responsible or liable to any person for the valuation or pricing of any assets or liabilities of the Company (save as provided in the Services set out in the Administration Agreement) or for any inaccuracy, error or delay in pricing information supplied to the Administrator.

The Administrator will use reasonable endeavours to independently verify the price of any such assets or liabilities of the Company using its network of automated pricing services, brokers, market makers, intermediaries or other third parties.

In the absence of readily available independent pricing sources, the Administrator may rely solely upon any valuation or pricing information (including, without limitation, fair value pricing information) about any such assets or liabilities of the Company (including, without limitation, private equity investments) which is provided to it by: (i) the Company, (ii) the Company's Board of Directors (or other governing body) or the Investment Manager; and/or (iii) any valuer, third party valuation agent, intermediary or other third party which in each such case is appointed or authorised by the Company, the Company's Board of Directors (or other governing body) or the Investment Manager to provide valuations or pricing information of the Company's assets or liabilities to the Administrator.

The Administrator in no way acts as guarantor or offeror of the Company's Shares or any underlying investment. The Administrator is a service provider to the Company and has no responsibility or authority to make investment decisions, or render investment advice, with respect to the assets of the Company. The Administrator is not responsible for, and accepts no responsibility or liability for any losses suffered by the Company or any investors in the Company as a result of any failure by the Company or the Investment Manager to adhere to the investment objective, policy, investment restrictions, borrowing restrictions or operating guidelines. The Administrator will not participate in transactions or activities or make any payments denominated in U.S. dollars, which, if carried out by a U.S. person, would be subject to sanctions of the Office of Foreign Assets Control ("OFAC") of the U.S. Department of the Treasury.

The Administrator shall not be liable or otherwise responsible for any loss suffered by any person by reason of (i) any act or omission of any person prior to the commencement date of the Administration Agreement, (ii) any defect, error, inaccuracy, breakdown or delay in any product or service provided to the Administrator by any third party service provider, and (iii) any inaccuracy, error or delay in information provided to the Administrator by or for the Company or Investment Manager (including any broker, market maker or intermediary). The Administrator shall not otherwise be liable for any loss to the Company or any other person unless direct loss is sustained as a result of its fraud, gross negligence or wilful default.

Under the terms of the Administration Agreement, the Administrator is able to delegate certain of its functions and duties to the Administrator's affiliates. The Administrator has accordingly delegated certain of its functions and duties to the Administrator's Delegate.

The appointment of the Administrator may be terminated without cause by not less than 90 days' notice in writing.

There is no requirement under either the relevant statute or the Company's constituent documents to perform an audit upon the termination of the Administration Agreement and/or transfer of administration services from the Administrator to a new administrator.

The Administrator is not responsible for the preparation or issue of this document other than with respect to the description above in respect of the Administrator.

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Custodian

HSBC Institutional Trust Services (Asia) Limited has been appointed as the Custodian of the Company's assets which are delivered to and accepted by the Custodian. HSBC Institutional Trust Services (Asia) Limited (the "Custodian") was incorporated with limited liability in Hong Kong in 1974 and is registered as a trust company under the Trustee Ordinance, Chapter 29 of the Laws of Hong Kong and approved by the Mandatory Provident Funds Scheme Authority as trustee of registered MPF schemes under the Mandatory Provident Fund Schemes Ordinance. The role of HSBC Institutional Trust Services (Asia) Limited as Custodian is not regulated by any financial supervisory authority.

The Custodian is entitled to be indemnified from and against any and all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, costs, expenses or disbursements of any kind or nature whatsoever (other than those resulting from the fraud, negligence or wilful default on the part of the Custodian or any agent, sub-custodian or delegate appointed by it and for which it would be liable under the custodian agreement) which may be imposed on, incurred by or asserted against the Custodian in performing its obligations or duties.

In performing its duties, the Custodian may, at the expense of the Company, appoint such agents, sub-custodians and delegates as it thinks fit to perform in whole or in part any of its duties and discretions (included in such appointment are powers of sub-delegation). The Custodian will be liable for the acts of such agents, sub-custodians and delegates as if such acts were the acts of the Custodian. If the Company was to invest in certain "restricted markets" as designated by the Custodian, the Custodian would not be liable for the acts of its agents, sub-custodians and delegates in respect of such restricted markets. Vietnam is not on the list of restricted markets as designated by the Custodian.

The Custodian will not (except in circumstances provided in the custodian agreement) be responsible for any loss suffered by the Company by reason of liquidation, bankruptcy or insolvency of any agent, sub-custodian or delegate but will use reasonable endeavours to recover any property held by such person, and recover any losses or damages suffered by the Company as a direct consequence.

The Custodian will not be responsible for any cash, securities and/or other assets of the Company which are not deposited with or held to the Custodian's order. In particular, the Custodian will not be responsible for any cash, securities and/or other assets placed with co-custodians, prime brokers, brokers or any other party outside the Custodian's global custodian network. Where cash is placed with any account with any bank or financial institution which is not in the name of the Custodian, the Custodian will only be responsible for operating such accounts on the Company's instructions as provided in the custodian agreement, and shall not be responsible for any loss suffered by the Company by reason of liquidation, bankruptcy or insolvency of any such bank or financial institution.

The Custodian is under no duty to supervise compliance with the investment objective, policy, investment restrictions, borrowing restrictions or operating guidelines of the Company. The Custodian will not participate in transactions or activities or make any payments denominated in U.S. dollars, which, if carried out by a U.S. person, would be subject to OFAC sanctions.

The clauses from the Custodian Agreement concerning the receipt, disbursement and transfer of assets of the Company which are deposited with the Custodian or held to its order are summarised in the **Supplementary Information about the Company** section commencing at page 52.

The appointment of the Custodian may be terminated by not less than 90 days' notice in writing.

Neither the Custodian nor its employees or agents are directly involved in the business affairs, organisation, sponsorship or management of the Company; nor responsible for the preparation or issue of this offer document other than the description above.

Vietnam Sub-Custodian

The Vietnam Sub-Custodian is HSBC Bank (Vietnam) Ltd. The HSBC Group (HSBC) has operated in Vietnam since 1870. In August 1995, HSBC opened a full-service branch in Ho Chi Minh City. In 2005, HSBC opened its second branch in Hanoi and established a representative office in Cantho.

On 1 January 2009, HSBC started operating its locally incorporated entity and became the first foreign bank to

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incorporate in Vietnam. This change allows HSBC to operate at par with other local banks in Vietnam and enables it to further expand the network and provide a broader range of products and services to benefit its customers. HSBC is now the largest foreign bank in Vietnam in terms of investment capital, network, product range, staff and customer base. HSBC's history in Vietnam and knowledge of its culture reflects its commitment to delivering excellence in customer service.

Registered Office

CARD Corporate Services Ltd. currently provides registered office and company secretarial services to the Company. This appointment will end on 31 December 2014. Harneys Services (Cayman) Limited has been appointed to provide the registered office of the Company from 1 January 2015. Harneys Services (Cayman) Limited is a company affiliated with the Cayman Islands law firm of Harney Westwood & Riegels.

Conflicts of Interest

The following inherent or potential conflicts of interest should be considered by prospective investors before investing in the Company:

The Directors, the Custodian and the Administrator

The Directors, the Custodian, the Vietnam Sub-Custodian and the Administrator may from time to time act as director, custodian or administrator in relation to, or be otherwise involved in, other funds established by parties other than the Company which have similar objectives to those of, or invest in similar securities to those held by the Company. It is, therefore, possible that any of them or their respective principals, shareholders, members, directors, officers, agents or employees may, in the course of business, have potential conflicts of interest with the Company. Each will, at all times, have regard in such event to its obligations to the Company and will endeavour to ensure that such conflicts are resolved fairly.

Other Clients

The services of the Investment Manager to the Company are not exclusive. The Investment Manager renders investment management services to PXP Vietnam Fund Limited, which is a closed-end fund company that is also focused on Vietnam, as well as managing a segregated mandate on behalf of a European institution. In the future, the Investment Manager, the parent company of the Investment Manager, Phan Xi Pang Asset Management Limited, or any other affiliate of the Investment Manager, may also render asset management services to parties other than the Company. The Investment Manager and its Affiliates, and their respective officers and employees may have conflicts in allocating management time, services or functions among the Company and clients of the Investment Manager ("Other Investment Manager Clients") as well as among the Company and other interests of the Investment Manager and its Affiliates, and their respective officers and employees.

Some investments may not be limited in availability but may be appropriate for both the Company and for Other Investment Manager Clients. Investment decisions for the Company and for Other Investment Manager Clients will be made with a view to achieving their respective investment objectives and after consideration of such factors as their current holdings, their current investment needs, availability of cash for investment, and the size of their positions generally. A particular investment may be bought or sold for only the Company or only one of the Other Investment Manager Clients or in different amounts and at different times for more than one but less than all of the Company and the Other Investment Manager Clients. Likewise, a particular investment may be bought for the Company or one or more Other Investment Manager Clients when one or more Other Investment Manager Clients are selling the same security. In addition, purchases or sales of the same investment may be made for two or more of the Company and Other Investment Manager Clients on the same date. In any such event, the Investment Manager intends to allocate such transactions among the Company and Other Investment Manager Clients in a manner which the Investment Manager believes does not unfairly prejudice the interests of the Company or its Shareholders as a whole. However, in effecting transactions, it may not always be possible, or consistent with the possibly differing investment objectives of the various Other Investment Manager Clients and of the Company, to take or liquidate the same investment positions at the same time or at the same prices.

Other investments are limited in availability but may be appropriate for both the Company and for Other Investment Manager Clients. If there is a conflict between the Investment Manager's obligations to the Company and its obligations to any Other Investment Manager Clients, the Investment Manager's intention is to act in a manner that it believes to be equitable as between the Company and such Other Investment Manager Clients after considering

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their respective investment objectives, policies and needs. However, it is possible that the Investment Manager may decide in its discretion that its Other Investment Manager Clients' investments in any given Investee Company should be completely or partially different. It is also possible that an investment which is made by the Company in an Investee Company may be made on terms which may be the same as or worse than those on which an Other Investment Manager Client made an investment in the same Investee Company.

Currently the Investment Manager does not perform any trade allocation activity. It is not possible to allocate trades across accounts due to the trading code mechanics of the Vietnam Stock Exchanges.

If more than one portfolio is dealing in a particular stock on the same day, the Investment Manager will give simultaneous orders to different brokers for each portfolio. If buying a particular stock, the Investment Manager will bid the same price on all portfolios, and where the Company and the Other Investment Manager Client are selling the same stock, this would be likely to be done at the same price.

Other Activities

The Investment Manager or one of its Related Parties may engage in other business activities. The Investment Manager is not required to refrain from any other activity, to account for any profits from any such activity, or to devote all or any particular part of the time and effort of any of its officers, directors or employees to the Company and its affairs.

Contracts with the Company or Investee Companies

Under the Investment Management Agreement, the Investment Manager has undertaken that, except as specifically approved by the Board, it will not sell assets to or purchase assets from the Company, it will not enter into any other transactions with any Investee Company on behalf of the Company, and it will not otherwise be interested in any such transaction (except that directors or employees of the Investment Manager may act as directors of Investee Companies and be paid fees and expenses for so doing).

It is possible that Directors or other Related Parties of the Company may own interests in Investee Companies or otherwise be interested in transactions between the Company and Investee Companies. Such Directors or other Related Parties do not have to account to the Company for any profit or other benefit received by them from their interest in such Investee Company, although Directors of the Company have to disclose to the Company their interest in such Investee Company if it is material. A Director is not entitled to vote on (and will not be counted in the quorum in relation to) any resolution of the Board in respect of any contract or arrangement in which he is to his knowledge materially interested.

Ownership of Shares

The Investment Manager or Related Parties of the Investment Manager may own Shares in the Company, and Related Parties of the Company may own shares in the Investment Manager.

Accounting for Conflicts

The Investment Manager shall not be liable to account to the Company for any profit, commission or remuneration made, or received from, or by reason of transactions involving a conflict of interest.

Fees and Expenses

Management Fee and Performance Fee

Currently, the Company pays to the Investment Manager a monthly management fee equal to one-twelfth of two per cent of the Net Asset Value; payable monthly in advance and calculated by reference to the Valuation Point at the end of the preceding month; the Net Asset Value being adjusted by the value of any subscriptions or redemptions on the Dealing Day applicable to the relevant month before calculating the management fee. Effective from 1 January 2015, the rate of monthly management fee will be reduced to one-twelfth of 1.5 per cent of the Net Asset Value, with no changes to the method of calculation or to the payment terms.

In addition, the Company will (if applicable) pay to the Investment Manager a performance fee in relation to each Share outstanding at the end of each Performance Period. Currently such fee is equal to 20 per cent of the amount by which the Net Asset Value per Share (before deduction of performance fee accrual) exceeds the Benchmark

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(adjusted with the hurdle rate of eight per cent per annum) for that Share as at the last Valuation Point in each Performance Period. The Benchmark incorporates a High Water Mark provision, so that no performance fee is charged to a particular Share until any net losses incurred by such Share in a previous Performance Period have been offset by subsequent net profits. Where Shares are realised part way through a year, any performance fee payable in respect of the Shares realised will be calculated as at the Valuation Point relating to the date of realisation. Any performance fee will be payable annually in arrears or upon redemption of the Shares in question. Effective from 1 January 2015, the rate of performance fee will be reduced to 15 per cent, with no changes to the hurdle rate, to the method of calculation or to the payment terms.

To ensure that performance fee (if applicable) is charged to Shares based on the performance that is attributable to that Share, the Company issues a new series of Shares on each Dealing Day for which there is a subscription. Performance fee (if applicable) is charged to each Series separately – see section on “Series of Shares” on page 49.

Investors should be aware that the Investment Manager reserves the right to waive both the management fee and/or the performance fee, whether in part or in full and whether in respect of particular investors or generally.

If on any day on which a management fee and/or performance fee shall accrue the assets of the Company include any interest in a Connected Fund or consist of such interest, the management fee and/or performance fee which would otherwise fall to accrue on such day will be reduced by an amount in respect of each such interest equal to the remuneration which would notionally accrue on such day on the value of such interest if such notional remuneration were calculated at the same rate per annum as that at which the management fee (or other periodic fee payable to the manager of the relevant Connected Fund) payable in relation to such Connected Fund is then accruing or (if lower) the rate per annum at which the management fee and/or performance fee of the Investment Manager is then accruing.

Directors

The fee payable to the Directors is determined from time to time by an Ordinary Resolution of the Shareholders entitled to vote, and is currently the aggregate amount of US\$80,000 per annum. The Company also pays reasonable expenses properly incurred by the Directors in the conduct of the Company’s business including travel and other expenses. None of the Directors currently has a service contract with the Company. The Company pays for directors’ and officers’ liability insurance coverage.

Administration and Custodian

The Company pays a fee for administration and custody services at rates agreed with the Administrator and Custodian from time to time. Currently this is a total monthly fee equal to one twelfth of 0.16% of the Net Asset Value, payable monthly in arrears, subject to a minimum fee of US\$7,500 per month. The Custodian also receives a fee for each trading transaction of the Company, which is currently US\$50 per transaction for listed investments in Vietnam. The Administrator and the Custodian are also entitled to recover out-of-pocket expenses in performing their services. The Administrator and the Administrator’s Delegate will share the fees payable for administration services.

Registered Office

Harneys Services (Cayman) Limited will receive an annual fee of US\$1,900 for providing the Company’s registered office. Such fee is payable in advance by the beginning of each calendar year and may be amended from time to time by mutual agreement of the parties. In addition, Harneys Services (Cayman) Limited will receive fees for any additional services provided, such as filings and certifications, and is entitled to recover from the Company all expenses and disbursements (including filing and registration fees paid to the Registrar of Companies in the Cayman Islands, courier, telephone, facsimile, printing and photocopying) properly incurred or paid on behalf of the Company or otherwise in the performance of its services.

Other Expenses

The Investment Manager may appoint, at the expense of the Company, on arms’ length commercial terms, such lawyers, accountants, consultants and others as are required in relation to the appraisal, acquisition, maintenance and disposal of investments by the Company. The Investment Manager may also appoint such other agents of the Company as it may consider appropriate to accomplish the goals of the Company, using its best judgment in the circumstances. The Company shall be responsible for the payment of such agents. The Investment Manager will

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only be responsible for the fees and expenses of agents who perform services on behalf of the Company if the Company demonstrates that they are fulfilling a function that should be within the normal abilities of an investment manager of average skill and diligence managing a portfolio of the size of that managed by the Investment Manager in Vietnam.

The Company will, in addition, bear the cost of all brokerage payable on the purchase or sale of investments, interest on borrowings and fees in respect thereof, fees payable in the Cayman Islands on increases in the share capital of the Company, the annual company registration fee payable in the Cayman Islands, the fees and expenses of the auditors and legal advisors to the Company, the cost of printing and distributing the annual report and all other operating and administrative expenses.

Brokerage

In accordance with relevant regulations in Vietnam up to 31 July 2011, the Company was only permitted to use one broker for trading under its issued Trading Code. From 1 August 2011, investors in Vietnam are permitted to open accounts with more than one broker. In selecting its brokers and negotiating commission rates, the Investment Manager will take into account the financial stability and reputation of brokerage firms, the brokerage, research and related execution services provided by such brokers, and referrals of investors (consistent with best execution), although the Company may not, in any particular instance, be the direct or indirect beneficiary of the research or related services provided. It is noted that since commission rates are generally negotiable, selecting brokers on the basis of considerations which are not limited to applicable commission rates may result in higher transaction costs than would otherwise be obtainable.

The Company reserves the right, in its sole discretion, to change its brokerage and custodial arrangements without further notice to Shareholders.

No Preferential Treatment

The Company does not give preferential treatment to any investors.

The Investment Manager may share with any other person (including, but not limited to, any investor or any person introducing investors) any fees and other benefits to which it may be entitled from the Company. The policy of the Investment Manager has been to offer side letter arrangements where appropriate to reduce the effective management fee and/or effective performance fee for subscriptions greater than US\$2 million, subject to the agreement of the Investment Manager in its discretion in any particular case.

Following the reductions in management fee and performance fee rates that are effective from 1 January 2015, it is the intention of the Investment Manager to not offer any further side letter arrangements. From 1 January 2015, the Investment Manager will have two side letters in place, as follows:

1. one investor is entitled to receive a fee rebate to reduce the effective monthly management fee rate in respect to a subscription of US\$5 million in 2014; and
2. one agent is entitled to receive a fee rebate in respect to shares introduced at the launch of Vietnam Lotus Fund Limited in 2006, the obligation to pay the rebate being carried forward to the Company following the merger with Vietnam Lotus Fund Limited in December 2010. As at 31 October 2014, this rebate is being paid on a total of 157,104 shares.

Neither of the above investor or agent has any legal or economic links with the Investment Manager or the Company, other than the investments and rebate arrangements described above.

Historical Performance

As at 31 October 2014 the Net Asset Value per Share of the Lead Series was US\$6.578

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Cumulative performance of the Net Asset Value of the Company relative to the Viet Nam Index presented in U.S. dollar terms for periods to 31 October 2014:

	NAV *	VNI
	%	%
Year-to-date	21.8	18.1
1 Year	25.8	19.9
2 Years	69.2	51.6
3 Years	78.6	41.1
4 Years	43.5	21.7
5 Years	0.6	-14.0
6 Years	68.4	37.0
7 Years	-47.6	-57.3
8 Years	-8.6	-11.2

* The Company adopted series accounting with effect from 29 July 2011 and from that date onwards the Net Asset Value of the Lead Series is the published Net Asset Value of the Company. Prior to that date there was a common Net Asset Value for all the shares of the Company.

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Subscriptions

Currently, Shares may be issued by the Company on any Dealing Day in respect of applications which are received before the Subscription Dealing Deadline in relation to the relevant Dealing Day. Applications and monies in cleared funds in respect of such applications must be received by 12:00 noon (Hong Kong time) on the day that is two Business Days immediately preceding the said Dealing Day (or such shorter period as the Directors may in their discretion agree in any particular case or generally).

Applications should be sent to the Administrator's Delegate, details of which are set out in the Application Form.

Applications received after the Subscription Dealing Deadline in relation to a Dealing Day will be held over until the Dealing Day next following such Dealing Day. However, the Investment Manager has the discretion to accept applications and application monies received after the Subscription Dealing Deadline provided they are received prior to the relevant Dealing Day, either generally or in any particular case. Applications may be sent by facsimile provided the original follows within five Business Days. Investors should note that neither the Company, the Administrator nor the Administrator's Delegate accepts any responsibility for any loss caused as a result of non-receipt or illegibility of any application sent by facsimile or for any loss caused in respect of any action taken as a consequence of such facsimile believed in good faith to have originated from properly authorised persons. This is notwithstanding that a facsimile transmission report produced by the originator of such transmission discloses that the transmission was sent.

The price at which Shares will be issued on any particular Dealing Day will be the Subscription Price per Share calculated in the manner described under the section headed "Subscription and Redemption Prices" at page 48.

Minimum Subscription

The minimum initial subscription in the Company for new shareholders is US\$250,000 (or such lesser amount equal to or exceeding US\$100,000, as the Directors may in their discretion agree from time to time, whether generally or in a particular case). There is no minimum additional subscription amount for existing shareholders as at 31 December 2009. Additional subscriptions may be made in increments equal to or greater than US\$100,000 subject to the discretion of the Directors to accept lesser amounts, whether generally or in a particular case.

Fractions of Shares will be rounded down to one-thousandth of a Share and issued. Application monies representing smaller fractions of a Share will be retained by the Company.

The Directors have the power to determine, from time to time, the amount of any initial charge payable upon subscription for Shares.

No Shares will be issued unless and until the relevant application monies have been received in cleared funds by or on behalf of the Company. Application monies may be paid in U.S. dollars or any other currency acceptable to the Investment Manager. Application monies other than in U.S. dollars will be converted into U.S. dollars and all bank charges and other conversion costs will be deducted from the application monies prior to investment in Shares.

Shares may not be issued during the period of any suspension of the determination of the Net Asset Value (for details see the section below headed "Valuation and Prices"). During such period of suspension, any application for Shares may be withdrawn by the applicant provided such withdrawal is in writing and actually received by the Administrator's Delegate before termination of the said period of suspension. If the request is not so withdrawn, the relevant Shares will be issued on the Dealing Day next following the end of the suspension.

Unless the applicant has made arrangements with the Investment Manager to make payment in some other currency or by some other method, payment net of any bank charges must be made in U.S. dollars by telegraphic transfer to the account specified in the Application Form accompanying this Prospectus.

Please note that for cleared funds to be received prior to 12.00 noon (Hong Kong time) on the Subscription Dealing Deadline, payment must be made for value at least one New York business day preceding such Subscription Dealing Deadline.

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Shares will be in registered form and share certificates will not be issued. A confirmation notice will be sent as soon as practicable to successful applicants on acceptance of their application and receipt in cleared funds of their application monies. All application monies must originate from an account in the name of the applicant. No third party payments will be permitted.

In Specie Payment

The Directors may make arrangements from time to time for the issue of Shares in exchange for securities falling within the terms of the investment policy and investment restrictions applicable to the Company. In such circumstances, the number of Shares to be issued shall be that number of Shares that would have been issued for cash at the then current Subscription Price of the relevant Shares against payment of a sum equal to the value of the securities transferred. In accepting subscription payments in specie or in kind, the Investment Manager will use the same valuation procedures used in determining the Net Asset Value of the Company when determining the value to be attributed to the relevant securities to be transferred or assigned or otherwise made available to the Company. Settlement of the transferred or assigned securities in such circumstances shall be upon such terms and conditions as the Directors may in their discretion agree.

Restrictions on Issue

The Investment Manager reserves the right to reject any application for Shares in whole or in part. If any application is not accepted in whole or in part, the application monies or (where an application is accepted in part only) the balance thereof will be returned (without interest) in U.S. dollars to the bank account from which the monies were originally debited by telegraphic transfer at the expense and risk of the applicant.

Voting Rights of Shares

Except in relation to a modification of rights, Shares issued to investors do not carry voting rights.

Any special rights attached to any class of Shares (unless otherwise provided by the terms of issue of the Shares of that class) may only be altered or abrogated with the consent in writing of Shareholders holding not less than three-fourths of the issued Shares of that class or with the sanction of a resolution passed with a three-fourths majority at a separate meeting of the holders of such Shares.

Anti-Money Laundering Regulations

As part of the Company's responsibility to prevent money laundering, the Administrator, the Administrator's Delegate and the Investment Manager may require detailed verification of an investor's identity and the source of the payment of application monies. The Administrator, the Administrator's Delegate and the Investment Manager and their respective agents reserve the right to request such information as is necessary to verify the identity of an applicant and the source of the payment. In the event of delay or failure by the applicant to produce any information required for verification purposes, the Administrator, the Administrator's Delegate and/or the Investment Manager and/or their respective agents may refuse to accept the application and the application monies relating to such application and delay the payment of any redemption proceeds and the Administrator, the Administrator's Delegate, the Investment Manager and their respective agents shall not be liable to the applicant for any loss suffered by the applicant as a result of the rejection of such application or delay in payment of redemption proceeds.

Cayman Islands

In order to comply with applicable regulations aimed at the prevention of money laundering (the "Regulations"), the Company or the Administrator (and/or the Administrator's Delegate) on behalf of the Company will require verification of identity, address and source of funds from all prospective investors. The Company or the Administrator (and/or the Administrator's Delegate) on behalf of the Company also reserves the right to refuse to make any redemption payment or distribution to a Shareholder if any of the Directors or the Administrator (and/or the Administrator's Delegate) suspects or is advised that the payment of any redemption or distribution monies to such Shareholder might result in a breach or violation of any applicable anti-money laundering or other laws or regulations by any person in any relevant jurisdiction, or such refusal is considered necessary or appropriate to ensure the compliance by the Company, its Directors or the Administrator (and/or the Administrator's Delegate) with any such laws or regulations in any relevant jurisdiction. The Company, its Directors, the Administrator and the Administrator's Delegate shall not be liable to such Shareholder for any loss suffered as a result of delay in payment of redemption proceeds or a refusal to pay such redemption proceeds.

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If any person resident in the Cayman Islands knows or suspects that another person is engaged in money laundering or is involved with terrorism or terrorist property and the information for that knowledge or suspicion came to their attention in the course of their business, the person will be required to report such belief or suspicion to either the Financial Reporting Authority of the Cayman Islands pursuant to the Proceeds of Crime Law, 2008 if the disclosure relates to money laundering or to a police officer of the rank of constable or higher if the disclosure relates to involvement with terrorism or terrorist property, pursuant to the Terrorism Law 2003. Such a report shall not be treated as a breach of confidence or of any restriction upon the disclosure of information imposed by any enactment or otherwise.

Eligible Investors

Each investor must represent and warrant to the Company that, among other things, he is able to acquire Shares without violating applicable laws. The Company will not knowingly offer or sell Shares to any investor to whom such offer or sale would be unlawful. Power is reserved in the Articles to order the transfer of or to redeem compulsorily any Shares held by a person who is not an Eligible Investor.

The Company is not registered under the 1940 Act and investors will not be entitled to its benefits. If the Company has beneficial owners of its securities who are U.S. Persons but who are not Qualified U.S. Persons, the Company may become subject to the registration requirements of the 1940 Act. Accordingly, the Directors will not knowingly permit U.S. Persons (other than Qualified U.S. Persons) to own Shares.

The Investment Manager must have reasonable grounds to believe that every U.S. Person who purchases Shares is a Qualified Institutional Buyer as defined in Rule 144A under the U.S. Securities Act and a Qualified Purchaser as defined in Section 2(a)(51) under the 1940 Act. Additionally, the Directors must believe, based on reasonable grounds, that each such purchaser, alone or together with his purchaser representative has such knowledge and experience in financial and business matters that he is capable of evaluating the merits and economic risks of investment in the Company. These standards are the Company's present minimum requirements for prospective investors. The satisfaction of such standards by a prospective investor does not necessarily mean that a purchase of Shares is a suitable investment for such person.

Redemptions

Shareholders may redeem their Shares on any Dealing Day on giving notice (a "Redemption Notice") to the Administrator's Delegate, no later than the Redemption Dealing Deadline in relation to the relevant Dealing Day. Any Redemption Notice received after the Redemption Dealing Deadline in relation to the relevant Dealing Day will be held over until the Dealing Day next following such Dealing Day and the relevant Shares will then be redeemed at the Redemption Price applicable on that day. However, the Investment Manager has the discretion to accept Redemption Notices received after the Redemption Dealing Deadline provided they are received on or prior to the Valuation Point relating to the relevant Dealing Day, either generally or in any particular case.

Redemption Notices must be in writing (and, if sent by facsimile, the original must promptly follow within five Business Days by courier), must state the number of Shares to be redeemed and give payment instructions for the redemption proceeds. Investors should note that redemption proceeds will not be paid to any party other than the redeeming Shareholder. Where a Redemption Notice is sent by facsimile, the Administrator's Delegate will not pay the redemption proceeds until such time as the original written Redemption Notice and any outstanding know-your-customer ("KYC") documents are received by the Administrator's Delegate.

Investors should be reminded that if they choose to send Redemption Notices by facsimile, they bear their own risk of such notices not being received. Neither the Company, the Administrator nor the Administrator's Delegate accepts any responsibility for any loss caused as a result of non-receipt or illegibility of any facsimile or email Redemption Notice or for any loss caused in respect of any action taken as a consequence of such facsimile believed in good faith to have originated from properly authorised persons. This is notwithstanding the fact that a facsimile transmission report produced by an originator of such transmission discloses that the transmission was sent.

Redemption proceeds will be paid in U.S. dollars as soon as practicable after the relevant Dealing Day or if later, following receipt of complete and original redemption documentation completed to the satisfaction of the Administrator's Delegate and any outstanding KYC documents, by telegraphic transfer to the pre-designated bank account of the redeeming Shareholder, at his risk and expense. Investors should note that the signature on the Redemption Notice will require verification to the satisfaction of the Administrator's Delegate before payment will be

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made. All costs of effecting telegraphic transfers will be borne by the redeeming Shareholder and may be deducted from the redemption proceeds.

Payment of the Redemption Price for Shares will normally be made in U.S. dollars within 30 calendar days after the effective date of the redemption. However, the Company may not be able to convert Dong cash balances or cash balances in other non-convertible currencies into U.S. dollars for distribution at any specific time, and even if it succeeds in such conversion, it may not be able to remit them outside Vietnam or other countries in which they are invested at any specific time.

In accordance with the Fund's anti-money laundering ("AML") obligations requests for transfer or payment of redemption proceeds will not be effected until receipt of all outstanding identification documents and completion of call-back procedure for records not matching with the Administrator's record pertaining to the AML obligations. None of the Company, the Investment Manager, the Administrator, the Administrator's Delegate or their agents or affiliates accepts any responsibility for any loss caused as a result of any such delay or refusal to process transfer requests or effect payment of redemption proceeds (as the case may be) and claims for payment of interest due to such delays are not accepted.

Deferred Redemptions

The Directors may, at the request of the Investment Manager restrict the number of Shares which may be redeemed in a particular month by reference to the average daily turnover at the Ho Chi Minh City Stock Exchange ("HoSE") and the balance of the Redemption Notices shall be carried forward for redemption on the next Dealing Day. Daily turnover volatility in Vietnam may have a significant impact on the ability to liquidate holdings in an orderly manner. The maximum net redemption on a particular Dealing Day will be restricted to the average daily turnover at the HoSE of the 10 Business Days preceding the Dealing Day. This restriction is unlikely to be activated until such time as the issued shares of the Company approach the maximum authorised share capital. For example, as at 31 October 2014 the Total Net Assets of the Company were approximately US\$40 million. Average daily turnover for the 10 Business Days preceding that date was approximately US\$89 million.

The right of any Shareholder to require the redemption of Shares will be suspended during any period when the calculation of the Net Asset Value is suspended by the Company.

Partial redemptions of a holding of Shares may be effected provided that such redemptions will not result in the Shareholder holding fewer Shares than such minimum number of Shares as may from time to time be specified by the Directors. The Company will have the right to redeem compulsorily any shareholding where the Net Asset Value of the Shares held is less than US\$100,000.

Shares will be redeemed in U.S. dollars at the Redemption Price calculated for the relevant series of Shares on the applicable Dealing Day in the manner described under the section headed "Subscription and Redemption Prices" at page 48 subject to: (i) the provisions for price adjustments as described in the sub-section headed "Price adjustments" at page 48, and (ii) the applicable Redemption Fee as described below.

Redemption Fee

For redemptions effected on a Redemption Dealing Day within the first 12 months from the subscription Dealing Day there shall be a Redemption Fee charged at three per cent of the relevant Redemption Price. A Redemption Fee of one per cent of the relevant Redemption Price will be applied to all redemptions effected on a Redemption Dealing Day beginning 12 months after the subscription Dealing Day.

The Redemption Fee will be calculated on the basis that the Shares being redeemed are the earliest Shares subscribed for by such investor.

The proceeds of Redemption Fees shall be for the account of and for the benefit of the Company.

For existing Shareholders when the Company was a closed-end investment company, any redemptions of Shares issued when the Company converted into an open ended mutual fund by such Shareholders will be subject to the Redemption Fee of one per cent of the relevant Redemption Price. For former shareholders of Vietnam Lotus Fund who received Shares in the Company when Vietnam Lotus Fund merged with the Company on 1 December 2010,

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any redemptions of Shares issued on the merger with Vietnam Lotus Fund by such Shareholders will be subject to the Redemption Fee of one per cent of the relevant Redemption Price.

Shares which are acquired in the secondary market will be treated as if they were issued on the date of acquisition for the purposes of determining the applicable Redemption Fee.

In Specie Redemption

The Directors may in their discretion from time to time effect a redemption payment to any or all redeeming Shareholders in specie or in kind rather than in cash. The circumstances in which the Directors envisage exercising this discretion include, without prejudice to the generality of the foregoing, a situation where substantial redemption requests are received by the Company which will make it impracticable or prejudicial to continuing Shareholders to realise the Company's investments in order to fund the redemption payments. In making redemption payments in specie or in kind, the Investment Manager will use the same valuation procedures used in determining the Net Asset Value of the Company when determining the value to be attributed to the relevant securities to be transferred or assigned or otherwise made available to the redeeming Shareholders. Redeeming Shareholders will receive securities of a value equal to the redemption payment to which they would otherwise be entitled. Any charges, levies or stamp duties incurred in transferring the securities to the redeeming Shareholders shall be at the expense of the Shareholders themselves.

If the Directors determine to distribute securities in kind, such securities may be distributed directly to the redeeming Shareholder or alternatively, distributed into a liquidating trust or liquidating account and sold by the Company for the benefit of the redeeming Shareholder, in which case (i) payment to such Shareholder of that portion of his redemption attributable to such securities will be delayed until such time as such securities can be liquidated and (ii) the amount otherwise due such Shareholder will be increased or decreased to reflect the performance of such securities through the date on which the liquidation of such securities is effected.

Currency Devaluation

If at any time during the period from the time at which the Redemption Price is calculated and the time at which redemption monies are converted out of any other currency into U.S. dollars there is a devaluation of that other currency, the amount payable to any relevant redeeming shareholder may be reduced as the Directors consider appropriate to take account of the effect of that devaluation.

Governing Law and Jurisdiction and Enforcement of Judgements in the Cayman Islands

Shareholders will be legally bound by the terms of their Application Form to subscribe for Shares, the Memorandum of Association, the Articles and this Prospectus. The relationship between the Shareholders and the Company shall be governed by the laws of the Cayman Islands and any dispute between a Shareholder and the Company shall be subject to the exclusive jurisdiction of the courts of the Cayman Islands.

Although there is no statutory enforcement in the Cayman Islands of judgements obtained in any jurisdiction other than Australia and its External Territories, the courts of the Cayman Islands will treat a foreign judgement as a cause of action in itself and sued upon as a debt at common law so that no retrial of the issues would be necessary provided that (i) the foreign court had jurisdiction in the matter and the Company either submitted to such jurisdiction or was resident or carrying on business within such jurisdiction and was duly served with process; (ii) the foreign judgement is a final and conclusive monetary judgement for a definite sum; (iii) the judgement given by the foreign court was not in respect of penalties, fines, taxes or similar fiscal or revenue obligations; (iv) in obtaining judgement there was no fraud on the part of the person in whose favour judgement was given or on the part of the foreign court; (v) recognition or enforcement in the Cayman Islands would not be contrary to public policy; and (vi) the proceedings pursuant to which the judgement was obtained were not contrary to the principles of natural justice.

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Share Capital

The authorised share capital of the Company is US\$2,000,000 divided into 39,998,000 participating, non-voting, redeemable Shares of a nominal or par value of US\$0.05 each (the “Shares”) and 100 Management Shares of a nominal or par value of US\$1 each (the “Management Shares”), each type of shares having attached thereto the rights set out in the Articles.

Rights Attaching to the Shares

The rights attaching to the Shares are as follows:

- (i) Except in relation to a modification of rights, the Shares do not carry a right to vote. Any special rights attached to any class of Shares (unless otherwise provided by the terms of issue of the Shares of that class) may only be altered or abrogated with the consent in writing of Shareholders holding not less than three-fourths of the issued Shares of that class or with the sanction of a resolution passed with a three-fourths majority at a separate meeting of the holders of such Shares.
- (ii) The Shares carry rights to dividends.
- (iii) The Shares carry a right to a return of the capital paid up in respect of such Shares, and the right to share in surplus assets remaining after the return of the capital paid up on the Management Shares, provided that in a winding up the assets available for distribution among the members are more than sufficient to repay the whole of the capital paid up at the commencement of the winding up.

All of the Management Shares have been issued to the Investment Manager, and are issued for the purpose of enabling all the Shares to be redeemed without liquidating the Company, and to enable the Investment Manager to vote on issues affecting the Company which require the vote of shareholders, but to not materially effect or prejudice the rights attaching to the Shares. The rights attaching to the Management Shares are as follows:

- (i) Except in relation to the modification of rights described above, the Management Shares carry a right to vote.
- (ii) The Management Shares do not carry any right to dividends.
- (iii) The Management Shares shall not be redeemed by the Company. However, the Directors may at any time direct that any Management Share not held by the Investment Manager shall be compulsorily purchased from the holder thereof.
- (iv) In a winding up, Management Shares rank only for a return of paid up nominal capital pari passu out of the assets of the Company after the return of nominal capital paid up on the Shares.

Prospective investors should note that there are no provisions under the laws of the Cayman Islands or under the Articles conferring pre-emption rights on Shareholders. The Articles provide that the unissued Shares are at the disposal of the Directors who may offer, allot, issue, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and on such terms and conditions as the Directors think fit.

However, the Company may not offer Shares at a price per share lower than the Net Asset Value per Share at the Valuation Point immediately prior to such offer or to any offeree in circumstances that would be prohibited by applicable law or to any offeree whose holding of Shares after purchasing the Shares being offered would, in the conclusive determination of the Board, cause or be likely to cause a pecuniary, tax, legal, regulatory or material administrative disadvantage to the Company or its Shareholders as a whole in any jurisdiction.

The Company may by ordinary resolution increase its share capital, consolidate its shares or subdivide any of them into shares of a smaller amount or cancel authorised but unissued shares.

Subject to the provisions of Cayman Islands law and the rights of any holders of any class of shares, the Company may by Special Resolution reduce its share capital or any capital redemption reserve or share premium account.

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Listing of the Shares

No application has been made for the Shares to be listed on any stock exchange.

In connection with any proposed application for listing of the Shares on any stock exchange in the future, the Board may, subject to all applicable laws and the requirements of all relevant authorities, seek to make changes to the structure of the Company, its policies and any other matters described in this Prospectus.

Determination of Net Asset Values

The Net Asset Value of the Company and of a Share shall be calculated by the Administrator in accordance with the Articles as at each Valuation Point (except when determination of the Net Asset Value has been suspended) and on such other occasions as may be required by the Articles and on such other occasions as the Directors may determine.

The Auditors will audit the financial statements which include the Net Asset Value of the Company on an annual basis. The Company's financial year-end is 31 December in each calendar year.

All valuations of assets and liabilities of the Company will be made in U.S. dollars. The majority of the net assets of the Company are likely to be in Dong or other currencies and, for valuation purposes, the Company will use such exchange rate as it determines would best reflect the exchange rate that would be obtained by the Company on the relevant Valuation Point having regard, inter alia, to any premium or discount which the Directors consider may be relevant and to any costs of exchange. The realisable value in U.S. dollars of any asset may vary, and the real cost in U.S. dollars of any liability may differ, from that reflected in any valuation so made.

Unless otherwise decided by the Board, the value of the Company's assets shall be determined in accordance with IFRS to the extent possible. The Company will value its assets in accordance with the following provisions:

- (a) the value of any cash in hand or on deposit, bills, demand notes, accounts receivable, prepaid expenses, cash dividends and interest declared or accrued and not yet received shall be deemed to be the full amount thereof unless the Investment Manager shall have determined that any such deposit, bill, demand note or account receivable is not worth the full amount thereof in which event the value thereof shall be deemed to be such value as the Investment Manager shall deem to be the reasonable value thereof;
- (b) except in the case of any interest in a unit trust, mutual fund corporation, open-ended investment company or other similar open-ended investment vehicle (a "managed fund") to which paragraph (d) applies and subject as provided in paragraphs (e), (f) and (g) below, all calculations based on the value of investments quoted, listed, traded or dealt in on any stock exchange, commodities exchange, futures exchange or over-the-counter market shall be made by reference to the last traded price on the principal exchange for such investments as at the close of business in such place on the day as of which such calculation is to be made; and where there is no stock exchange, commodities exchange, futures exchange or over-the-counter market all calculations based on the value of investments quoted by any person, firm or institution making a market in that investment (and if there shall be more than one such market maker then such particular market maker as the Investment Manager may designate) shall be made by reference to the price quoted thereon; provided always that if the Investment Manager in its discretion considers that the prices ruling on an exchange other than the principal exchange provide in all the circumstances a fairer criterion of value in relation to any such investment, it may adopt such prices;
- (c) investments in Pre-Listing Companies will be valued using valuation techniques, determined by the Investment Manager. The Company, after consultation with the Investment Manager, may use a variety of methods and will make assumptions that are based on market conditions existing at the balance sheet date. Valuation techniques include the use of comparable recent arm's length transactions, earnings multiples, net asset valuations, discounted cash flow analysis, and other valuation techniques commonly used by market participants.
- (d) subject as provided in paragraphs (e), (f) and (g) below, the value of each interest in any managed fund which is valued as at the same day as the Fund shall be the net asset value per unit, share or other interest in such managed fund calculated as at that day or, if the Investment Manager so determine or if such managed fund is not valued as at the same day as the Fund, the last published net asset value per unit, share

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or other interest in such managed fund (where available) or (if the same is not available) the last published redemption or bid price for such unit, share or other interest.

In particular if there are no price quotations available for the valuation of the managed fund, it shall be calculated in accordance with the values published, or reported in writing to the Fund as at the relevant Valuation Day, by or on behalf of the managed fund, or if the managed fund is not valued as at the relevant Valuation Day, shall be the latest published or reported value. Valuations may in the absolute discretion of the Investment Manager be subject to later adjustment. In performing the calculations, the Investment Manager shall be entitled to rely on the unaudited valuations and reports and estimated valuations received from third parties, including the managed fund and its administrator, agents, investment manager or advisor, or other dealing subsidiary and shall not be responsible for verifying nor shall they be required to verify either the contents or veracity of such valuations and reports;

- (e) if no net asset value, bid and offer prices or price quotations are available as provided in paragraphs (b) or (d) above, the value of the relevant asset shall be determined from time to time in such manner as the Investment Manager shall determine;
- (f) for the purpose of ascertaining quoted, listed, traded or market dealing prices, the Investment Manager, the administrator or their agents shall be entitled to use and rely upon mechanised and/or electronic systems of valuation dissemination with regard to valuation of investments of the Fund and the prices provided by any such system shall be deemed to be the last traded prices for the purpose of paragraph (b) above;
- (g) notwithstanding the foregoing, the Investment Manager may, at its absolute discretion, permit some other method of valuation to be used if it considers that such valuation better reflects the fair value; and
- (h) any value (whether of a security or cash) otherwise than in US\$ shall be converted into US\$ at the rate (whether official or otherwise) which the Investment Manager shall in its absolute discretion deem appropriate to the circumstances having regard, inter alia, to any premium or discount which it considers may be relevant and to costs of exchange.

The term “last traded price” referred to in paragraph (b) above, refers to the last traded price reported on the exchange for the day, commonly referred to in the market as the “settlement” or “exchange price”, and represents a price at which members of the exchange settle between them for their outstanding positions. Where a security has not traded then the last traded price will represent the “exchange close” price as calculated and published by that exchange in accordance with its local rules and customs.

The valuation basis described above may not necessarily comply with the then current IFRS. The extent to which the value of the assets of the Company differs from the value that would result from compliance with then current IFRS will be considered by the Investment Manager, and if appropriate the Investment Manager will recommend disclosure and/or reconciliation of the different amounts to be included in the annual financial statements of the Company.

The Net Asset Value of the Company and of a Share at each Valuation Point will be calculated by the Administrator in accordance with the Articles and with information supplied to it by or on behalf of the Company, and will be available from the Investment Manager as soon as possible after each Valuation Point which will normally be at the latest within three weeks thereafter. The Net Asset Value of a Share in each series of Shares in issue may differ from the Net Asset Value of a Share in the Lead Series. The Net Asset Value per Share that is relevant for each Shareholder at each Valuation Point will be issued by the Administrator’s Delegate on a monthly basis.

Suspension of Calculation of Net Asset Value

The Articles provide that the Directors may at any time suspend the determination of the Net Asset Value of the Company during, and/or extend the period for the payment of redemption monies to persons who have redeemed Shares by the number of days comprised in the whole or any part of a period:

- (a) during which any stock exchange, commodities exchange, futures exchange or over-the-counter market on which any significant portion of the investments of the Company is listed, quoted, traded or dealt in is closed (other than customary weekend and holiday closing) or trading on any such exchange or market is restricted or suspended; or

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- (b) when circumstances exist as a result of which in the opinion of the Directors, it is not reasonably practicable for the Company to dispose of investments or as a result of which any such disposal would be materially prejudicial to the Shareholders; or
- (c) when a breakdown occurs in any of the means normally employed in ascertaining the value of investments or the Net Asset Value of the Company or the Subscription Price or Redemption Price per Share or when for any other reason the value of any of the investments or other assets of the Company or the Net Asset Value of the Company or the Subscription Price or Redemption Price per Share cannot in the opinion of the Directors reasonably or fairly be ascertained; or
- (d) during which the Company is unable to repatriate funds for the purpose of making payments on the redemption of Shares or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of Shares cannot in the opinion of the Directors be effected at normal rates of exchange; or
- (e) when the business operations of the Investment Manager or the Administrator in relation to the operations of the Company are substantially interrupted or closed as a result of or arising from pestilence, acts of war, terrorism, insurrection, revolution, civil unrest, riot, strikes or acts of God; or
- (f) when a resolution has been passed for the winding up of the Company.

No Shares may be issued or redeemed during such a period of suspension. All reasonable steps will be taken to bring any period of suspension to an end as soon as possible.

Subscription and Redemption Prices

The Subscription Price of a Share will be equal to the Net Asset Value per Share of the Lead Series (before deduction for performance fee, if any, except where such Shares are issued by reference to the Net Asset Value per Share of the Lead Series as at the last Valuation Point in each financial year) calculated in relation to the relevant subscription Dealing Day.

The Redemption Price of Shares of each series for any relevant redemption Dealing Day will, subject as provided below, be determined by (i) determining the Net Asset Value of the Fund related to such series as at the relevant Valuation Point before deducting any liabilities which are specifically attributable to any particular series; (ii) apportioning the resulting amount between each series pro rata in accordance with the Net Asset Value of each series prior to the relevant Valuation Point; (iii) deducting the liabilities and adding any assets specifically attributable to the relevant series from or to such amount; and (iv) dividing the resulting amount by the number of Shares of the relevant series, the resulting amount being rounded to three decimal places.

Price adjustments

The Directors have the power, in determining the Subscription Price of a Share, to add to the Net Asset Value per Share (before making any rounding adjustment) an amount, for the account of the Company, which they consider to be an appropriate allowance to reflect (a) the difference between the last traded price of the investments of the Company and the latest available asked price of such investments and (b) fiscal and purchase charges which would be incurred for the account of the Company in investing an amount equal to that Net Asset Value per Share. Similarly, the Directors may, when determining the Redemption Price of a Share, deduct for the account of the Company from the Net Asset Value per Share (before making any rounding adjustment) an amount which they consider to be an appropriate allowance to reflect (a) the difference between the last traded price of the investments of the Company and the latest available bid price of such investments, (b) fiscal and sale charges which would be incurred for the account of the Company in realising assets or closing out positions to provide funds to meet any Redemption Notice, and (c) exchange losses that would be incurred to obtain U.S. dollars to meet any Redemption Notice in periods when the conversion of Dong to U.S. dollars can only be effected at exchange rates at which the Company will suffer exchange losses. Further, the Directors may arrange for a revaluation of Shares if they consider that the Subscription Price or Redemption Price calculated in relation to any Dealing Day does not accurately reflect the true value of the Shares.

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Series of Shares

To ensure the equitable allocation of performance fee (if applicable) between Shares, the Company issues a new series of Shares each time there is a subscription. Performance fee (if applicable) is charged to each series separately.

At the end of each Accounting Period, every series on which a performance fee is payable in respect to that Accounting Period will be consolidated into the Lead Series, and the Benchmark for all Shares of the consolidated series will be the Net Asset Value per Share of the consolidated series as at the last Valuation Point in the relevant financial year, after payment of the performance fee. The owners of Shares in any series that are to be consolidated into the Lead Series will exchange their Shares for Lead Series Shares to be issued in accordance with a share-exchange ratio based on the respective Net Asset Values per Share (after deduction of performance fee payable) of the Shares being exchanged on the final Valuation Point in the relevant Accounting Period.

Any secondary market transaction in the Shares will be treated as a redemption of the existing Shares and the issue of new Shares on the Dealing Day immediately following the date of the transaction for the purposes of charging performance fee.

Transfers of Shares

Shares are transferable by instrument in writing signed by (or, in the case of a transfer by a body corporate, signed on behalf of or sealed by) the transferor and registered in the register of Shareholders of the Company.

The Directors may decline to register any transfer of Shares in their absolute discretion without assigning any reason therefor. Without limitation to the aforesaid, the Board may decline to register a transfer in respect of Shares over which the Company has a lien and may also decline to recognise any instrument of transfer unless it is deposited with the Administrator's Delegate or at such other place or places as the Directors may from time to time determine.

The Administrator's Delegate and the Investment Manager reserve the right to request such information as is necessary to verify the identity of a transferee of Shares. In the event of delay or failure by the transferee to produce any information required for verification purposes, the Administrator and/or the Investment Manager may refuse to register the transfer. The Administrator's Delegate and the Investment Manager shall not be liable to the transferor or the transferee for any loss suffered by them as a result of the non-registration of the transfer.

The Directors may suspend the registration of transfers for not more than a total of 30 days in any year.

In the case of the death of any one of the joint Shareholders, the survivor or survivors will be the only person or persons recognised by the Company as having any title to the interest of the deceased joint Shareholder in the Shares registered in the names of such joint Shareholders.

Restriction on Shareholders

The Directors have power to impose such restrictions as they may think necessary for the purpose of ensuring that no Shares in the Company are held by (a) any person in breach of the law or requirements of any country, any governmental or other regulatory authority or any stock exchange on which any of the Shares may be listed or (b) any person or persons in circumstances (whether directly or indirectly affecting such person or persons and whether taken alone or in conjunction with any other persons, connected or not or any other circumstances appearing to the Directors to be relevant) which, in the opinion of the Directors, might result in the Investment Manager or the Company breaching any law or requirement of any country or governmental authority, incurring any liability to taxation or suffering any other pecuniary disadvantage which the Investment Manager or the Company might not otherwise have incurred or suffered or which might result in the Investment Manager, the Company or any other service provider to the Company becoming subject to additional regulation in any country or being required to comply with any registration or filing requirement in any jurisdiction with which it would not otherwise be required to comply (a "non-qualified person").

A person who becomes aware that he is holding or owning Shares in the Company in breach of any such restriction is required either to deliver to the Company a written request for redemption of his Shares in accordance with the Articles or to transfer the same to a person who would not thereby be a non-qualified person.

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If it comes to the notice of the Directors that any Shares are so held by any non-qualified person the Directors may give notice to such person requiring the redemption or transfer of such Shares in accordance with the provisions of the Articles.

ISIN and SEDOL codes

The ISIN Code for the Shares is KYG936101065. The SEDOL Code for the Shares is B0QJWZ9.

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Mutual Funds Law

The Company falls within the definition of a “regulated mutual fund” in terms of the Mutual Funds Law (2013 Revision) of the Cayman Islands (the “Law”).

Regulation under the Law entails the filing of prescribed details and audited accounts annually with the Cayman Islands Monetary Authority (the “Authority”). However, the Company will not be subject to supervision in respect of its investment activities or the constitution of the Company’s portfolio by the Authority or any other governmental authority in the Cayman Islands, although the Authority does have power to investigate the activities of the Company in certain circumstances. Neither the Authority nor any other governmental authority in the Cayman Islands has passed judgment upon or approved the terms or merits of this Prospectus. There is no investment compensation scheme available to investors in the Cayman Islands.

As a regulated mutual fund the Company is subject to the supervision of the Authority and the Authority may at any time instruct the Company to have its accounts audited and to submit them to the Authority within such time as the Authority specifies. Failure to comply with these requests by the Authority may result in substantial fines on the part of the Directors and may result in the Authority applying to the court to have the Company wound up.

The Authority may take certain actions if it is satisfied that a regulated mutual fund is or is likely to become unable to meet its obligations as they fall due, is carrying on or is attempting to carry on business or is winding up its business voluntarily in a manner that is prejudicial to its investors or creditors, the direction and management of a regulated mutual fund has not been conducted in a fit and proper manner or a person holding a position as a director, manager or officer of a regulated mutual fund is not a fit and proper person to hold the respective position. The powers of the Authority include inter alia the power to require the substitution of Directors, to appoint a person to advise the Company on the proper conduct of its affairs or to appoint a person to assume control of the affairs of the Company. There are other remedies available to the Authority including the ability to apply to court for approval of other actions.

Financial Statements and Reports

The Company’s year-end is 31 December and audited financial statements will be filed with the Cayman Islands Monetary Authority and sent to each Shareholder within six months of the end of the relevant financial year. The Company will also send half-yearly unaudited interim reports to each Shareholder within four months of the end of the relevant half-year. All statements will be in English.

Directors Registration and Licensing Law, 2014 of the Cayman Islands

The Directors are registered as directors pursuant to Section 4 of the Directors Registration and Licensing Law, 2014 of the Cayman Islands (the “Licensing Law”).

As a registered director, each director is subject to the supervision of the Authority and the Authority may at any time examine the affairs or business of any director for the purpose of a general review of directorship services in the Cayman Islands or for the purpose of satisfying itself that the Licensing Law and any regulation made under the Licensing Law are being complied with.

The Authority may take certain actions if it is satisfied that a director:

- is carrying on business in a manner detrimental to the public interest or to the interests of the entities for which the director is appointed;
- has contravened the Licensing Law or any regulations made thereunder;
- has failed to comply with a condition of registration or license;
- is not carrying on business as a director in a manner that is fit and proper;
- is a person that is not a fit and proper person to hold a position as a director; or
- has failed to comply with any directions given by CIMA under the Licensing Law.

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The Authority's powers include, among other things, the power to cancel, suspend or revoke the registration, the power to impose any conditions, the power to direct a director to cease from committing any act or to pursue any course of conduct and to perform any act which in the Authority's opinion is necessary. There are other remedies available to the Authority including the ability to apply to a court for other actions.

Directors' Interests

There are no service contracts in existence between the Company and any of its Directors, nor are any such contracts proposed.

There are no contracts in relation to the Company's business in which a Director of the Company has a material interest, whether directly or indirectly.

No Director has any interest, direct or indirect, in the promotion of, or in any assets which have been or are proposed to be acquired or disposed of by, or leased to, the Company and no Director is materially interested in any contract or arrangement subsisting at the date hereof which is unusual in its nature or condition or which is significant in relation to the business of the Company.

No Director has (i) any unspent convictions; or (ii) been bankrupt or the subject of an involuntary arrangement, or has had a receiver appointed to any of his assets; or (iii) been a director of any company which, while he was a director with an executive function or within 12 months after he ceased to be a director with an executive function, had a receiver appointed or went into compulsory liquidation, creditors' voluntary liquidation, administration or company voluntary arrangements, or made any composition or arrangement with its creditors generally or with any class of its creditors; or (iv) been a partner of any partnership, which while he was a partner or within 12 months after he ceased to be a partner, went into compulsory liquidation, administration or partnership voluntary arrangement, or had a receiver appointed to any partnership asset; or (v) had any public criticism by statutory or regulatory authorities (including recognised professional bodies); or (vi) been disqualified by a court from acting as a director or from acting in the management or conduct of affairs of any company.

Memorandum of Association

The Memorandum of Association of the Company provides that the Company's objects are unrestricted and include, inter alia, to carry on the business of an investment company and to acquire, invest in and hold by way of investment, sell and deal in shares, stocks, options, futures, debenture stock, bonds, obligations, currencies, certificates of deposit, bills of exchange and securities of all kinds.

The objects of the Company are set out in full in Clause 3 of the Memorandum of Association.

Articles of Association

The Articles provide, inter alia, as follows:

Termination and Compulsory Redemption

The Company may be wound up by a Special Resolution as defined in the Articles. On a winding up, the Shares carry a right to a return of the nominal amount paid up thereon and an exclusive right to share, *pari passu* inter se, in surplus assets remaining after the return of the nominal amount paid up on the Shares and the Management Shares.

The Directors may compulsorily redeem all outstanding Shares if the Net Asset Value of the Company falls below US\$5,000,000.

Custodian Agreement

The Custodian Agreement includes the following clauses concerning the receipt, disbursement and transfer of assets of the Company which are deposited with the Custodian or held to its order.

Receipt and Disbursement of Cash

Pursuant to Clause 5 of the Custodian Agreement and subject to the terms of the Custodian Agreement, the Custodian will open and maintain a separate account or accounts in its books in the name of the Company and, if requested by Proper Instructions and subject to applicable laws, a separate account or accounts in the name of the Custodian for

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the benefit of the Company with such bank or banks and in such place or places as may from time to time be agreed between it and the Investment Manager. The Custodian shall hold in such account or accounts, subject to the provisions hereof and on behalf of the Company all cash received by it from or for the account of the Company. The Custodian shall make or arrange for the making of payments out of such account or accounts on behalf of the Company only for the purposes as set out in the Custodian Agreement.

Receipt of Securities

Pursuant to Clause 6 of the Custodian Agreement and subject to the terms of the Custodian Agreement, the Custodian shall record and hold in a separate account in its books all Securities received by it from time to time for the account of the Company and shall arrange for all Securities to be deposited in the Custodian's vault or otherwise held by or to the order of the Custodian as it may think proper for the purpose of providing for the safe custody thereof.

Transfer of Securities and Other Functions

Pursuant to Clause 7 of the Custodian Agreement and subject to the terms of the Custodian Agreement, the Custodian will transfer, exchange or deliver in the required form and manner Securities held by it for the purposes as set out in the Custodian Agreement. Except as provided in Clause 8 of the Custodian Agreement, before making any such transfer, exchange or delivery the Custodian will receive (and may rely upon) Proper Instructions (as defined in the Custodian Agreement) directing such transfer, exchange or delivery.

The Custodian's Acts Without Instructions

Pursuant to Clause 8 of the Custodian Agreement, unless and until the Custodian receives Proper Instructions (as defined in the Custodian Agreement) to the contrary, the Custodian will:

- (a) present for payment all Securities which are called, redeemed or retired or otherwise become payable and all coupons and other income items held by it for the account of the Company which call for payment upon presentation;
- (b) hold for the account of the Company hereunder all stock dividends, rights and similar securities issued with respect to any Securities held by it hereunder; and
- (c) exchange interim receipts or temporary securities for definitive securities.

Documents Available for Inspection

Copies of the following documents are available for inspection free of charge at any time during normal business hours on any day (excluding Saturdays, Sundays and public holidays) at the offices of the Administrator and copies thereof may be obtained at that address on payment of a reasonable fee:

- (a) the Memorandum and Articles of Association of the Company;
- (b) the Companies Law (2013 Revision) of the Cayman Islands;
- (c) the Mutual Funds Law (2013 Revision) of the Cayman Islands; and
- (d) the Company's audited financial statements from time to time.

Further information can be found on the Investment Manager's website at www.pxpam.com including:

- (a) the Company's latest annual report;
- (b) the Company's month-end Net Asset Value per Share; and
- (c) the Company's daily estimated Net Asset Value per Share.

SUPPLEMENTARY INFORMATION ABOUT THE COMPANY

Inquiries

Inquiries concerning the Company and the Shares (including information concerning subscription and redemption procedures and current Net Asset Value) should be directed to the Administrator's Delegate at:

HSBC Institutional Trust Services (Asia) Limited
17/F Tower 2 & 3, HSBC Centre
1 Sham Mong Road
Kowloon
HONG KONG.

Attention: Transfer Agency (Alternative Products)
Fax: (852) 3409 2690 (Dealing Instruction)
(852) 3409 2693 (General Enquiry)

TAXATION

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The following is a summary of certain tax matters relevant to the Company that should be considered by prospective investors. Investors are advised to consult their own professional tax advisers about the tax consequences to them of the acquisition, ownership and disposal of Shares in the Company.

The summary below is based on advice the Company has received with regard to current law and practice and is necessarily general in nature. Moreover, while the summary below is based on laws in effect as to the date of this Prospectus, such laws are subject to change. The Directors and other parties involved in the placing of Shares do not accept any responsibility for any adverse tax liabilities which may accrue to holders of Shares. The Company does not intend to assume responsibility for the withholding of taxes at source in respect of any of the jurisdictions in which the investors may reside.

Vietnam

This summary does not discuss aspects of Vietnam taxation that may apply to investors, including individuals and entities that are “resident” in Vietnam or are subject to Vietnam taxation as a result of other activities or investments in Vietnam. Such prospective investors should consult their own tax advisers as to the tax consequences of the purchase, ownership and disposition of interests.

Permanent establishment

Foreign companies earning income from Vietnam may be taxed differently depending on whether or not they conduct their activities through a permanent establishment in Vietnam. Higher rates of taxation could apply to foreign companies operating in Vietnam through a permanent establishment.

A permanent establishment is defined as a business establishment through which a foreign enterprise carries out part or the whole of its business activities in Vietnam and earns income. A permanent establishment is specifically defined to include, *inter alia*, an agent of a foreign enterprise and a representative in Vietnam with the authority to sign contracts in the name of the foreign enterprise.

On the basis that the Company does not get taxed as if it has a permanent establishment, the tax consequences in relation to its investments in Vietnam will be as follows:

Non-Vietnam investments

The Company will not be liable for Vietnam taxes on its income derived outside Vietnam or capital gains derived from the sale or other disposal of any non-Vietnam investments.

Dividends

There is currently no withholding tax imposed on dividends paid by Vietnam companies to foreign shareholders. Dividends received by the Company from holdings in investment funds in Vietnam are subject to withholding tax which is currently at a rate of 22 per cent.

Interest on Bonds

As a foreign investor with no presence in Vietnam, interest income earned by the Company from Vietnam bonds and fixed income securities will be subject to Corporate income tax at the time of each interest payment at 0.1 per cent of total value of bonds. This does not apply to tax exempt bonds. For purposes of this Corporate income tax, total value of bonds is defined as the amount of interest income plus the value of the principal amount of the bond.

Other interest income

Interest income of the Company on loans made to a Vietnam borrower or on deposits made in a Vietnam bank will be subject to a five per cent withholding tax.

Capital Gains

(a) on disposal of bonds

Tax at rate of 0.1 per cent will apply on the sales value of bonds disposed by the Company.

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(b) on disposal of ownership in a Vietnamese company

The disposal of Vietnam investments by a foreign investor will be subject to Vietnam taxation as follows:

(i) Investment in securities of a public joint stock company

The sale of shares in a public joint stock company is subject to tax at 0.1 per cent on the gross sales proceeds.

(ii) Investment in a Vietnamese company being a limited liability company (“LLC”) or a non-public joint stock company

Gains on the transfer of an interest in a Vietnam incorporated LLC or on a non-public joint stock company are subject to Capital Assignment Profit Tax (“CAPT”), currently at the rate of 22 per cent on the net gain. The net gain subject to CAPT is determined as the sale price less the initial cost of the acquired interest and certain legitimate transaction expenses.

Other Taxes

Transfer of shares / interests in a Vietnamese company and bonds are not subject to VAT or stamp duty.

Cayman Islands

The Company has received an undertaking from the Governor-in-Cabinet of the Cayman Islands dated 21 November 2006 to the effect that, in accordance with Section 6 of the Tax Concessions Law (2011 Revision) of the Cayman Islands, for the period of 20 years from the date of such undertaking no law which is enacted in the Cayman Islands providing for any tax to be levied on profit, income, gains or appreciations shall apply to the Company or its operations and, in addition, that no tax to be levied on profits, income, gains or appreciations or which is in the nature of estate duty or inheritance tax shall be payable (i) on the Shares or debentures or other obligations of the Company or (ii) by way of the withholding in whole or in part of any payment of a dividend or other distribution of income or capital by the Company to its members or any payment of principal, interest or other sums due under a debenture or other obligation of the Company.

Under current Cayman Islands law no tax will be charged in the Cayman Islands on profit or gains of the Company, and dividends of the Company will be payable to Shareholders resident in or outside the Cayman Islands without deduction of tax. No stamp duty is levied in the Cayman Islands on the transfer or redemption of shares in the Company. An annual registration fee will be payable by the Company in the Cayman Islands which will be calculated by reference to the nominal amount of the Company’s authorised share capital. On the basis of the current rate that fee will be approximately US\$2,420 per annum.

US Foreign Account Tax Compliance Act (“FATCA”)

Under Sections 1471 through 1474 of the United States Internal Revenue Code (“FATCA”), a foreign financial institution (“FFI”) would be subject to a 30 per cent U.S. withholding tax on (i) certain U.S.-source payments made after 30 June 2014, (ii) the proceeds of certain sales of assets producing U.S.-source payments received by the Company after 31 December 2016 and (iii) payments treated as “foreign passthru payments” within the meaning of FATCA received by the Company after 31 December 2016 or after the date that is six months following the issuance of final regulations defining the term “foreign passthru payment”, in each case, unless either: (a) the United States and the country of residence of the FFI have entered into an intergovernmental agreement that provides an exemption from FATCA or (b) the Company has in effect an agreement with the U.S. Internal Revenue Service (“IRS”) to: (i) provide annually to the IRS the name, address, taxpayer identification number and certain other information with respect to investors that are “specified United States persons” or that are “United States owned foreign entities” and (ii) comply with certain other due diligence procedures, IRS requests, withholding and other requirements.

The Government of the Cayman Islands has entered into a Model 1 intergovernmental agreement with the United States (the “US IGA”) and implemented domestic regulations to facilitate compliance with FATCA. To comply with its obligations under applicable legislation, the Company will be required to report FATCA information to the Cayman Islands Tax Information Authority (the “Cayman TIA”) which in turn will report relevant information to the United States Internal Revenue Service (“IRS”). To avoid withholding under FATCA, the Company may request additional information from any Shareholder and its beneficial owners (that may be disclosed to the Cayman TIA and the IRS) to identify whether Shares are held directly or indirectly by “Specified US Persons” (as defined in the US IGA). If the Company is not able to comply with reporting requirements under the US IGA (whether due to a

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failure of one or more Shareholders to provide adequate information or otherwise), the 30 per cent withholding tax under FATCA could apply to the Company.

The Company registered with the IRS on 22 April 2014 and received a global intermediary identification number (“GIIN”) which is: GI1WDZ.99999.SL.136. This confirms the status of the Company as a Registered Deemed-Compliant Financial Institution.

UK and additional jurisdictional requirements regarding tax

The Cayman Islands has also signed with the UK a separate inter-governmental agreement (the “UK IGA”) in broadly similar form to the US IGA. The UK IGA imposes similar requirements to the US IGA, so that the Company will be required to identify Shares held directly or indirectly by “Specified United Kingdom Persons” (as defined in the UK IGA) and report information on such Specified United Kingdom Persons to the Cayman TIA, which will exchange such information annually with HM Revenue & Customs, the United Kingdom tax authority. It is possible that further inter-governmental agreements (“future IGAs”) similar to the US IGA and the UK IGA may be entered into by the Cayman Islands Government to introduce similar regimes for reporting to other countries’ fiscal authorities (foreign fiscal authorities), including regimes arising from or in connection with the OECD Common Reporting Standard.

FATCA Implications for Shareholders

In order to comply with the US IGA, the UK IGA or any future IGAs, the Company may be required to disclose certain confidential information provided by Shareholders to the relevant foreign fiscal authority or to the Cayman TIA, which in turn will report the information to the relevant foreign fiscal authority. In addition, the Company may at any time require a Shareholder to provide additional information and/or documentation which the Company may be required to disclose to the Cayman TIA and/or relevant foreign fiscal authority.

If a Shareholder does not provide the requested information and/or documentation, whether or not that actually leads to compliance failures by the Company, or a risk of the Company being subject to any withholding tax or other liability, the Company may take any action and/or pursue any remedy at its disposal. Such action or remedy may include the compulsory redemption of some or all of the Shares held by the Shareholder concerned or the conversion of such Shares into Shares of another class. To the extent the Company incurs any costs or suffers any withholding as a result of a Shareholder’s failure, or is required by law to apply a withholding against the Shareholder, it may set off such amount against any payment otherwise due from the Company to the Shareholder or may allocate such amount to the Shares held by such Shareholder. No Shareholder affected by any such action or remedy shall have any claim against the Company for any form of damages or liability as a result of actions taken or remedies pursued by or on behalf of the Company in order to comply with the US IGA, the UK IGA, any future IGAs or any of the relevant underlying or implementing legislation.

Shareholders are encouraged to consult their own advisors regarding the possible application of FATCA, the US IGA, the UK IGA or any applicable future IGA and the potential impact of the same, on their investment in the Company.