

THE PRINCIPLES OF THE QUOTED COMPANY ALLIANCE (QCA) CODE

QCA Code Principle	Application (as set out by QCA)	What we are doing
<p>1. Establish a strategy and business model which promote long-term value for shareholders</p>	<p>The board must be able to express a shared view of the company's purpose, business model and strategy. It should go beyond the simple description of products and corporate structures and set out how the company intends to deliver shareholder value in the medium to long-term. It should demonstrate that the delivery of long-term growth is underpinned by a clear set of values aimed at protecting the company from unnecessary risk and securing its long-term future.</p>	<p>VinaLand strategy is fully set out on the second quarter of 2018 report which is available on website: https://vnl.vinacapital.com/quarterly-reports/</p> <p>Following the outcome of the 2016 AGM and EGM, the Investment Manager is continuing with the orderly realisation of the Company's investment portfolio enabling further distributions to shareholders. Proceeds received from disposals less future commitments (distributable proceeds) will be used for distributions to shareholders via a range of methods including but not limited to share buybacks and re-purchase of shares via tender offers while the trading discount is equal to or greater than 15% of NAV per ordinary share. From 1 July 2018 onwards, the Board will make capital distributions by way of returns of capital from the Company's share capital and additional paid in capital in addition to an ongoing share buyback. In all cases, the appropriate method of returning distributable proceeds to</p>

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		<p>shareholders will remain at the discretion of the Board. In accordance with paragraph 5.6 of the AIM Note for Investing Companies (which forms part of the AIM Rules), the Company has now disposed of substantially all of its assets and now has a period of 12 months from the disposal announcement date of 23 July 2018 to begin an orderly wind up of the fund and cancellation of the Company's shares from trading on AIM. If this is not fulfilled, the Company's shares will be suspended from trading on AIM in July 2019.</p> <p>The Board is responsible to shareholders for the determination and implementation of the Company's investment policy, and the direction and long-term performance of the Company and the entities it controls. The Board oversees the implementation of a high standard of corporate governance with respect to the Company's affairs, strategy, direction and the supervision of the Investment Manager, as stipulated in the Investment Management Agreement ('IMA'). The IMA documents the Investment Manager's responsibilities and authority to enter or exit investments or enter into any</p>

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		<p>commitments on behalf of the Company. Under the agreement, the Board ensures the Investment Manager follows the Board's strategic direction to achieve the investment objectives in the identification, acquisition, management and disposal of investments and the determination of any financing arrangements.</p> <p>The Fund is in a cash return period and will not make any investments, except where funds are required for existing projects. The Fund will seek to realise all remaining assets in the existing portfolio to maximize value.</p>
<p>2. Seek to understand and meet shareholder needs and expectations</p>	<p>Directors must develop a good understanding of the needs and expectations of all elements of the company's shareholder base.</p> <p>The board must manage shareholders' expectations and should seek to understand the motivations behind shareholder voting decisions.</p>	<p>The Board is committed to attaining and maintaining a high standard of corporate governance, with the ultimate aim to protect shareholders' and other stakeholders' interests.</p> <p>The Board delegates the majority of its responsibilities in relation to engagement with investee companies to the Investment Manager. The Board – led by the Chairman, Michel Casselman (email: vnldirectors@vinacapital.com), retains oversight of this process by monitoring the investor relations activities of the Investment Manager</p>

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		<p>and the shareholder profile. Dialogue with shareholders is given a high priority by the Directors, who are keen to maintain open channels of communication. During the year, the Board and the Investment Manager participated in several events to provide an update on VNL including the annual VinaCapital Investor Conference held in Ho Chi Minh City, Vietnam on 13 October 2016, and the AGM in Zurich Switzerland on 18 November 2016. Since 2013, the Board has held AGMs every year with the first AGM held on 28 November 2013, the second on 28 November 2014, the third on 24 November 2015, the fourth on 18 November 2016 and the most recent on 10 November 2017 in Zurich, Switzerland. All details are set out on pages 38 of the Company's 2017 Annual Report.</p>
<p>3. Take into account wider stakeholder and social responsibilities and their implications for long-term success</p>	<p>Long-term success relies upon good relations with a range of different stakeholder groups both internal (workforce) and external (suppliers, customers, regulators and others). The board needs to identify the company's stakeholders and understand their needs, interests and expectations.</p>	<p>The Company is aware of its corporate social responsibilities and the need to maintain effective working relationships across a range of stakeholder groups. These include The Company's employees, partners, suppliers, regulatory authorities and the patients involved in The Company's development activities. The Company's operations and</p>

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	<p>Where matters that relate to the company's impact on society, the communities within which it operates, or the environment have the potential to affect the company's ability to deliver shareholder value over the medium to long-term, then those matters must be integrated into the company's strategy and business model.</p> <p>Feedback is an essential part of all control mechanisms. Systems need to be in place to solicit, consider and act on feedback from all stakeholder groups.</p>	<p>working methodologies take account of the need to balance the needs of all of these stakeholder groups while maintaining focus on the Board's primary responsibility to promote the success of The Company for the benefit of its members as a whole. The Company endeavours to take account of feedback received from stakeholders, making amendments to working arrangements and operational plans where appropriate and where such amendments are consistent with The Company's longer-term strategy.</p> <p>Dialogue with shareholders is given a high priority by the Directors, who are keen to maintain open channels of communication. The details of Shareholder Relations are included in page 38 in Annual Report for year ended 30 June 2017.</p>
<p>4. Embed effective risk management, considering both opportunities and threats, throughout the organisation</p>	<p>The board needs to ensure that the company's risk management framework identifies and addresses all relevant risks in order to execute and deliver strategy; companies need to consider their extended business, including the company's supply chain, from key suppliers to end-customer.</p>	<p>Principal Risks and Uncertainties from pages 24 to 27 of our Report and Accounts for the year ended 30 June 2017 details risks to the business, how these are mitigated and the change in the identified risk over the last reporting period.</p>

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	<p>Setting strategy includes determining the extent of exposure to the identified risks that the company is able to bear and willing to take (risk tolerance and risk appetite).</p>	<p>The Board considers the following as the principal risks facing the Company. Information regarding the Company's risk management and internal control procedures is contained in the following sections and in the Corporate Governance Statement and Financial Statements within this Annual Report.</p> <p>The Directors are responsible for the Company's systems of risk management and internal control and for reviewing their effectiveness. The risk management process and systems of internal control are designed to manage rather than eliminate the risk of failure to achieve the Company's objectives. It should be recognised that such systems can only provide reasonable, not absolute, assurance against material misstatement or loss.</p> <p>The Company is exposed to a variety of risk factors. The Company's overall risk management programme covers the broad range of risks to which the Company is exposed. Risk management is coordinated by the Investment Manager who seeks to manage risks to an acceptable level through the implementation and</p>

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		operation of effective controls and/or the transfer of risk to other parties. The Board receives and reviews regular reports on all identified risks.
<p>5. Maintain the board as a well-functioning, balanced team led by the chair</p>	<p>The board members have a collective responsibility and legal obligation to promote the interests of the company and are collectively responsible for defining corporate governance arrangements. Ultimate responsibility for the quality of, and approach to, corporate governance lies with the chair of the board.</p> <p>The board (and any committees) should be provided with high quality information in a timely manner to facilitate proper assessment of the matters requiring a decision or insight.</p> <p>The board should have an appropriate balance between executive and non-executive directors and should have at least two independent non- executive directors. Independence is a board judgement.</p> <p>The board should be supported by committees (e.g. audit,</p>	<p>The Company is controlled by the Board of Directors. The Board is committed to attaining and maintaining a high standard of corporate governance, with the ultimate aim to protect shareholders' and other stakeholders' interests.</p> <p>The Board consists entirely of independent non-executive Directors. The time commitment required by each Director is approximately 24 days per year.</p> <p>The Chairman, Michel Casselman, is considered by his fellow independent Board members to be independent, to have no conflicting relationships, and to have sufficient time to commit to the Company's affairs as necessary.</p> <p>The Board has introduced the policy that it will hold an AGM each year and that one third of its Directors will retire by rotation and stand for re-appointment at that meeting.</p>

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	<p>remuneration, nomination) that have the necessary skills and knowledge to discharge their duties and responsibilities effectively.</p> <p>Directors must commit the time necessary to fulfil their roles.</p>	<p>The Board is responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities</p> <p>The Board meets at least four times a year and uses a structured agenda to ensure all key areas are reviewed, covering but not limited to the review of the Company's strategy, financial position and performance, the Investment Manager's operations and shareholder relations.</p> <p>The number of scheduled Board and Committee meetings attended by each Director can be found in page 34 of Annual Report for the year ended 30 June 2017. The Chairman, Michel Casselman, is considered by his fellow independent Board members to be independent, to have no conflicting relationships, and to have sufficient time to commit to the Company's affairs as necessary.</p> <p>The Board has reviewed the independent status of each individual Director and the Board as a whole. As at the date of this report, the entirety of the Board is independent.</p> <p>The performance of the Board, the Committees and the individual</p>

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		<p>Directors is evaluated annually by the Remuneration and Nomination Committee (“the RNC”). The Chairman of the RNC coordinates the evaluation process by requesting each Director to provide feedback in respect of the Board’s and the other Directors’ performance. The Chairman then collates the results, reviews feedback with each Director and presents the findings to the RNC and the Board for consideration.</p> <p>As a result of this evaluation exercise, the Board concluded that each Director has appropriate qualifications, industry experience and expertise to guide the Company and believes that the Board as a whole has an appropriate balance of skills, experience, and knowledge. The Board’s biographies and the Directors’ Emoluments report can be found on pages 21, 22 and page 37 of Annual report, respectively.</p> <p>The Board has a formal schedule of matters reserved to it and is supported by the Audit Committee, Valuation Committee, Remuneration and Nomination Committee. The Terms of Reference for each Committee has published on The Company’s website.</p>

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<p>6. Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities</p>	<p>The board must have an appropriate balance of sector, financial and public markets skills and experience, as well as an appropriate balance of personal qualities and capabilities. The board should understand and challenge its own diversity, including gender balance, as part of its composition.</p> <p>The board should not be dominated by one person or a group of people. Strong personal bonds can be important but can also divide a board.</p> <p>As companies evolve, the mix of skills and experience required on the board will change, and board composition will need to evolve to reflect this change.</p>	<p>The Board receives regular and timely information the Company operational and financial performance. Relevant information is circulated to the Board in advance of meetings. In addition, minutes of the meetings of the Board are circulated to all Board Members. All Board Members have direct access to the advice and services of the Company Secretary and are able to take independent professional advice in the furtherance of the duties, if necessary.</p> <p>The Remuneration and Nomination Committee of the Board oversees the process and makes recommendations to the Board on all new Board appointments. Where new Board appointments are considered the search for candidates is conducted, and appointments are made, on merit, against objective criteria and with due regard for the benefits of diversity on the Board, including gender.</p> <p>The Company Secretary supports the Chairman in addressing the training and development needs of Board members.</p>

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		<p>The Nomination Committee also considers succession planning. The biographies of the Directors in office as at the date of this report are shown on pages 21 and 22 of Annual Report for year ended 30 June 2017. Each Director keeps his/her skillset up to date by attending specific training where required. This is a combination of in-house company arranged briefings and external courses. The Board uses external advisors where necessary to enhance knowledge or to gain access to particular skills or capabilities.</p> <p>The Board carries out an evaluation of its performance annually, with a view to ensuring that the Board is operating effectively. If changes are considered necessary, a recommendation is made to the Board.</p>
<p>7. Evaluate board performance based on clear and relevant objectives, seeking continuous improvement</p>	<p>The board should regularly review the effectiveness of its performance as a unit, as well as that of its committees and the individual directors.</p> <p>The board performance review may be carried out internally or, ideally, externally facilitated from time to</p>	<p><i>Board Evaluation</i></p> <p>The Board carries out an evaluation of its performance annually, with a view to ensuring that the Board is operating effectively. If changes are considered necessary, a recommendation is made to the Board</p>

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	<p>time. The review should identify development or mentoring needs of individual directors or the wider senior management team.</p> <p>It is healthy for membership of the board to be periodically refreshed. Succession planning is a vital task for boards. No member of the board should become indispensable.</p>	<p>The Board has reviewed the independent status of each individual Director and the Board as a whole. As at the date of this report, the entirety of the Board is independent.</p> <p>The performance of the Board, the Committees and the individual Directors is evaluated annually by the Remuneration and Nomination Committee ("the RNC").</p> <p>As part of the appraisal, the following areas will be discussed: relationships with the board of directors, strategic planning, financial management, people management and relationships, and conduct of business, . Specific criteria against which these areas are to be judged are included in the appraisal form with 45 specified questions.</p> <p>The appraisal will conclude by summarising the goals for the coming year, job-related strengths and plans to strengthen performance.</p> <p>The Chairman of the RNC coordinates the evaluation process by requesting each Director to provide feedback in respect of the Board's and the other Directors' performance. The Chairman then collates the results, reviews feedback with each Director and presents the findings to the RNC and</p>

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		<p>the Board for consideration. As the Fund has substantially sold almost all of the assets and is now in a wind up ahead of liquidation there is no intention to replace any of the current board members at this late stage of the Company's life.</p> <p>As a result of this evaluation exercise, the Board concluded that each Director has appropriate qualifications, industry experience and expertise to guide the Company and believes that the Board as a whole has an appropriate balance of skills, experience, and knowledge</p> <p>The Remuneration and Nomination Committee's responsibilities include: reviewing the structure, size and composition of the Board (including the skills, knowledge and experience contributed by the Directors) and making recommendations to the Board in respect of any changes; succession planning for the Chairman and the Directors; reviewing the re-appointment of any Directors, having due regard to their performance and contribution; and identifying and nominating for the approval of the Board candidates to fill Board</p>

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		<p>vacancies and preparing an appropriate role description.</p> <p>The Terms of reference of the Committees can be found on the Company's website.</p>
<p>8. Promote a corporate culture that is based on ethical values and behaviours</p>	<p>The board should embody and promote a corporate culture that is based on sound ethical values and behaviours and use it as an asset and a source of competitive advantage.</p> <p>The policy set by the board should be visible in the actions and decisions of the chief executive and the rest of the management team. Corporate values should guide the objectives and strategy of the company.</p> <p>The culture should be visible in every aspect of the business, including recruitment, nominations, training and engagement. The performance and reward system should endorse the desired ethical behaviours across all levels of the company.</p> <p>The corporate culture should be recognisable throughout the</p>	<p>The Board is responsible to shareholders for the determination and implementation of the Company's investment policy, and the direction and long-term performance of the Company and the entities it controls. The Board oversees the implementation of a high standard of corporate governance with respect to the Company's affairs, strategy, direction and the supervision of the Investment Manager, as stipulated in the Investment Management Agreement ('IMA'). The IMA documents the Investment Manager's responsibilities and authority to enter or exit investments or enter into any commitments on behalf of the Company. Under the agreement, the Board ensures the Investment Manager follows the Board's strategic direction to the investment objectives in the identification, acquisition, management and disposal of</p>

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	disclosures in the annual report, website and any other statements issued by the company.	<p>investments and the determination of any financing arrangements.</p> <p>The Company's Directors have direct access to the Company's Nominated Adviser, lawyers, brokers and the Investment Manager's Legal Counsel and Head of Compliance.</p> <p>All employees of the Investment Manager must adhere to the Code of Conduct set out in the Investment Manager's Compliance manual. The Investment Manager has adopted a Code of Conduct based on the International Organisation of Securities Commissions ("IOSCO") International Code of Business Principles 1990, which serves as a model reference for regulators in Vietnam. The manual also incorporates the necessary requirements of any applicable anti-bribery and corruption regulations. All staff are required to sign an annual compliance attestation confirming compliance with the Code of Conduct and Compliance manual, including their commitment to the fraud and whistleblower policies and procedures. Non-compliance will result in disciplinary action.</p>

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<p>9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the board</p>	<p>The company should maintain governance structures and processes in line with its corporate culture and appropriate to its:</p> <ul style="list-style-type: none"> • size and complexity; and • capacity, appetite and tolerance for risk. <p>The governance structures should evolve over time in parallel with its objectives, strategy and business model to reflect the development of the company.</p>	<p>The Board is committed to attaining and maintaining a high standard of corporate governance, with the ultimate aim to protect shareholders' and other stakeholders' interests.</p> <p>The Board has established audit, nomination and remuneration committees, and utilizes other committees as necessary in order to ensure effective governance.</p> <p>The Board is responsible to shareholders for the determination and implementation of the Company's investment policy, and the direction and long-term performance of the Company and the entities it controls. The Board oversees the implementation of a high standard of corporate governance with respect to the Company's affairs, strategy, direction and the supervision of the Investment Manager, as stipulated in the Investment Management Agreement ('IMA'). The IMA documents the Investment Manager's responsibilities and authority to enter or exit investments or enter into any commitments on behalf of the Company. Under the agreement, the Board ensures the Investment Manager follows the Board's strategic direction to the investment objectives</p>

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		<p>in the identification, acquisition, management and disposal of investments and the determination of any financing arrangements.</p> <p>The Company's Directors have direct access to the Company's Nominated Adviser, lawyers, brokers and the Investment Manager's Legal Counsel and Head of Compliance.</p>
<p>10. Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders.</p>	<p>A healthy dialogue should exist between the board and all of its stakeholders, including shareholders, to enable all interested parties to come to informed decisions about the company.</p> <p>In particular, appropriate communication and reporting structure should exist between the board and all constituent parts of its shareholder base. This will assist:</p> <p>the communication of shareholders' views to the board; and the shareholders' understanding of the unique circumstances and constraints faced by the company.</p>	<p>The Board delegates the majority of its responsibilities in relation to engagement with investee companies to the Investment Manager. Following the shareholders' vote at the EGM held on 18 November 2016, the Company entered into a Third Amended and Restated Investment Management Agreement.</p> <p>Page 39 of the Company's Annual Report for the year ended 30 June 2017 included a Remuneration report.</p> <p>Where voting decisions are not in line with the company's expectations the Board will engage with those shareholders to understand and address any issues. The Company Secretary is the main point of contact for such matters.</p>

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	<p>It should be clear where these communication practices are described (annual report or website).</p>	<p>All results of AGM and EGM Voting can be found at link: https://vnl.vinacapital.com/circulars-other-announcement/</p> <p>The Board retains oversight of this process by monitoring the investor relations activities of the Investment Manager and the shareholder profile. Dialogue with shareholders is given a high priority by the Directors, who are keen to maintain open channels of communication. During the year, the Board and the Investment Manager participated in several events to provide an update on VNL including the annual VinaCapital Investor Conference held in Ho Chi Minh City, Vietnam on 13 October 2016, and the AGM in Zurich Switzerland on 18 November 2016. Since 2013, the Board has held AGMs every year with the first AGM held on 28 November 2013, the second on 28 November 2014, the third on 24 November 2015, the fourth on 18 November 2016 and the most recent on 10 November 2017 in Zurich, Switzerland.</p> <p>Following the outcome of the 2016 AGM and EGM, the Investment Manager is continuing with the orderly realisation of the Company's</p>

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		<p>investment portfolio enabling further distributions to shareholders. Proceeds received from disposals less future commitments (distributable proceeds) will be used for distributions to shareholders via a range of methods including but not limited to share buybacks and re-purchase of shares via tender offers while the trading discount is equal to or greater than 15% of NAV per ordinary share. From 1 July 2018 onwards, the Board will make capital distributions by way of returns of capital from the Company's share capital and additional paid in capital in addition to an ongoing share buyback. In all cases, the appropriate method of returning distributable proceeds to shareholders will remain at the discretion of the Board.</p> <p>In accordance with paragraph 5.6 of the AIM Note for Investing Companies (which forms part of the AIM Rules), the Company has now disposed of substantially all of its assets and now has a period of 12 months from the disposal announcement date of 23 July 2018 to begin an orderly wind up of the fund. If this is not fulfilled, the Company's shares will be suspended from trading on AIM in July 2019.</p>

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		Interim/Annual reports since 2007 are available on the Company's Website: https://vni.vinacapital.com/annual-and-interim-reports/