

# VIETNAM ENTERPRISE INVESTMENTS LIMITED

("VEIL" or the "Company")

## Q&A document regarding a proposed Tender Offer to purchase up to 10% of the issued share capital of the Company

15 December 2025

This Q&A is intended to provide Shareholders with high-level responses to certain expected queries regarding the proposed Tender Offer, as described in the circular to Shareholders dated 15 December 2025 (the "Circular"). It is intended for general informational purposes only and does not purport to be comprehensive or complete. Shareholders are strongly encouraged to read the Circular in its entirety, which sets out the full details and definitive terms and conditions of the Tender Offer, and should not rely solely on this Q&A. In the event of any inconsistency or ambiguity between this Q&A and the Circular, the provisions of the Circular shall prevail. This Q&A is provided for guidance only and does not constitute, and should not be relied upon as, legal, financial or tax advice, or a warranty or representation by any person. Shareholders who are in any doubt about the action they should take are encouraged to seek independent legal, financial and tax advice as appropriate. Unless otherwise defined herein, capitalised terms used in this Q&A shall have the meanings given to them in the Circular.

### 1. Why is VEIL making the Tender Offer?

At the annual general meeting on 18 June 2025, the Company's shareholders voted against a five-yearly discontinuation resolution (Resolution 10) that would have required the Company to wind up effective 31 December 2027. However, more than 20 per cent. of the total votes cast were in favour of the resolution, against the recommendation of the Board.

The Board therefore committed to consult with relevant shareholders in order to understand the reasons behind their voting decision with a view to providing an update within six months, as required by the AIC Code.

In light of the Shareholder feedback received, the Board is seeking to implement the Tender Offer to purchase up to 10% of the Ordinary Shares in issue (excluding Ordinary Shares held in treasury).

Under the terms of the Tender Offer, Eligible Shareholders will have the opportunity to receive, in respect of their tendered shareholding, cash (the "**Cash Exit Option**") and/or in respect of certain qualifying Shareholders only:

- (a) new shares in the Vietnam Equity (UCITS) Fund ("**VEF**"), an open-ended fund managed by the Investment Manager (the "**Exchange Option**"); and/or
- (b) a *pro rata* share of the Company's portfolio assets (the "**In Specie Option**").

In addition, the Board currently intends to conduct two further tender offers, each for up to a further 10% of the Company's issued ordinary share capital, to take place within the next

12 months (the "**Subsequent Tender Offers**"). However, investors should note that the decision as to whether any Subsequent Tender Offers will be implemented, and if so, their timing and terms, will be entirely at the discretion of the Board. The terms of any Subsequent Tender Offer will be set out in a separate circular at the relevant time and will be subject to a separate shareholder approval.

Notwithstanding the Tender Offer and the Subsequent Tender Offers, the Board remains committed to operating an active buyback programme as a means of managing the discount to NAV and to consider future corporate actions, including further returns of capital by way of tender offer, with the intention of targeting a discount to NAV of less than 10% over the medium term. Investors should note that whether any steps will be taken to implement future corporate actions remains entirely at the discretion of the Board, and no expectation or reliance should be placed on the Board taking such action.

The Board also remains committed to its proposal, made on 7 March 2025, regarding the introduction of a five-year performance-related 100% conditional tender offer, which will be triggered if the Company's NAV total return underperforms its reference index over the period from 31 March 2025 to 31 March 2030.

## **2. Who can participate in the Tender Offer?**

The Tender Offer is open to Eligible Shareholders on the share register at the Record Date (15 December 2025) and is conditional on Shareholder approval of the Resolution at the General Meeting to be held on 8 January 2026.

Eligible Shareholders comprise all the Company's Shareholders, save for those subject to sanctions and certain Overseas Shareholders, as described in the Circular.

If the Resolution is passed, all Eligible Shareholders will be able to elect for the Cash Exit Option pursuant to the Tender Offer, while the Exchange Option and the *In Specie* Option are subject to compliance with certain eligibility requirements.

The specific requirements of these options are set out in the Circular. In summary:

- **Exchange Option:** available only to Eligible Shareholders who are not subject to certain selling restrictions, are resident or domiciled in a permitted distribution jurisdiction (Belgium, France, Germany, Greece, Finland, Italy, Luxembourg, Norway, Spain, Sweden, Switzerland, the UK and, for accredited investors only, Singapore), commit to a minimum £100,000 subscription of VEF Shares, and agree to complete all required onboarding (including entering into a subscription agreement, submitting an application form and providing supporting documentation to satisfy AML/KYC requirements).
- ***In Specie* Option:** available only to Shareholders who would be categorised as "professional clients" or "eligible counterparties" under the FCA rules, can demonstrate to the Company's satisfaction they have suitable custody arrangements in place to receive and hold a *pro rata* share of the Company's portfolio (primarily Vietnamese listed securities), and agree to enter into the required documentation (including a share sale agreement).

A Shareholder that qualifies for, and wishes to participate in, the Exchange Option and/or the *In Specie* Option will be required to contact the Investment Manager (in accordance with the instructions in the Circular) by no later than 5.00 p.m. on 31 December 2025 in order to participate.

A Shareholder participating in the Exchange Option or the *In Specie* Option will also be deemed to make the applicable representations and warranties as set out in the Circular as relevant to the option they have selected.

### **3. How should a Shareholder decide whether to tender and which option is suitable?**

This is a matter entirely for each Shareholder to decide and the VEIL Directors make no recommendation to Shareholders as to whether they should tender their Ordinary Shares or which of the available options they should elect for.

Whether or not Shareholders decide to tender their Ordinary Shares will depend, among other factors, on their view of the Company's prospects and their own individual circumstances, including their own tax position. Shareholders who are in any doubt as to the action they should take should consult an appropriate independent professional adviser.

### **4. What price is being offered for the tendered shares?**

The Tender Price will be set at a 3% discount to the Adjusted Net Asset Value per Share as at the Calculation Date (close of business on 16 January 2026).

The price has been set at this level to balance the interests of Shareholders who do not wish to participate in the Tender Offer with the interests of those who do.

In particular:

- the 3% discount to the Adjusted Net Asset Value per Share is expected to cover the costs of implementing the Tender Offer (including the cost of realising assets, interest payments on the Company's credit facility, and any broker fees, transfer taxes or registration taxes that the Company is required to pay), so that continuing Shareholders do not bear these costs; and
- the discount is significantly lower than the discount to NAV at which the Ordinary Shares trade, meaning Tendering Shareholders should achieve a better price under the Tender Offer than they are currently able to achieve in the secondary market.

Shareholders who successfully elect for the Cash Exit Option will receive the Tender Price in cash.

Shareholders who successfully elect for the Exchange Option and/or the *In Specie* Option will also receive the Tender Price in cash, but will be required to apply that cash towards subscribing for the relevant number of VEF Shares and/or purchasing the relevant proportion of portfolio assets from the Company, respectively.

The Investment Manager will develop a plan for asset realisations to fund the Cash Exit Option, duly considering the interests of all Shareholders, and discuss those plans with the Board. This approach allows the Investment Manager to select which assets to sell and to determine the timing of such sales, taking into account prevailing market conditions and

liquidity, with the aim of achieving the best possible outcome for Shareholders. The Board, based on the advice of the Investment Manager, considers this approach preferable to a *pro rata* realisation of portfolio assets, which would require the sale of a fixed proportion of each holding in the Company's portfolio and could result in less favourable prices on disposal, due to the conduct of third party market participants and/or the forced sale of less liquid assets. If cash in the portfolio is insufficient to meet the requirements of the Cash Exit Pool following the Tender Closing Date, the Investment Manager will realise additional assets ahead of the Calculation Date, and/or utilise the Company's existing credit facility, to generate the necessary funds.

The Company currently intends to utilise its existing credit facility to make cash payments due pursuant to the Exchange Option and the *In Specie* Option.

#### **5. What are the costs of the Tender Offer?**

The fixed costs and expenses relating to the Tender Offer, including all legal, tax and other advisory costs, are expected to be approximately US\$753,000 including VAT, where applicable.

In addition to the fixed costs, the Company will incur variable costs and expenses in connection with the Tender Offer.

However, assuming the Tender Offer proceeds, all costs of the Tender Offer are expected to be covered by the 3% discount to Adjusted Net Asset Value per Share in the Tender Price, so that continuing Shareholders are not impacted by these costs.

Shareholders who successfully elect for the *In Specie* Option will be responsible for any brokerage costs relating to the assets transferred to them, to the extent such costs are payable by the transferee.

In the event that the Resolution is not passed at the General Meeting, the Tender Offer will not proceed but the Company will still be required to bear any costs it has incurred in connection with the Tender Offer.

#### **6. Is there a limit on the number of Ordinary Shares that can be realised in the Tender Offer?**

In order to facilitate liquidity management in the underlying portfolio, the Tender Offer will be limited to a maximum of 10% of the Ordinary Shares in issue as at 15 December 2025.

Eligible Shareholders will be able to tender up to 10% of the Ordinary Shares they hold as at the Record Date (the "**Basic Entitlement**"), rounded down to the nearest whole number, with such Basic Entitlements being satisfied in full.

Eligible Shareholders may also tender Ordinary Shares in excess of their Basic Entitlement (an "**Excess Application**"), but such Excess Applications will only be satisfied to the extent that there are sufficient remaining available shares under the Tender Offer (i.e. if other Shareholders do not tender the full amount of their Basic Entitlements). Such remaining available shares will be apportioned to Eligible Shareholders *pro rata* to their Excess Applications.

## **7. What happens if an Eligible Shareholder requests the Exchange Option or the *In Specie* Option but does not meet the requirements of such option?**

In such circumstances, an election for the Exchange Option or the *In Specie* Option will be deemed to be an election for the Cash Exit Option.

## **8. What is the timing of the Tender Offer?**

The expected timetable is set out on page 10 of the Circular. The key dates include:

- The Record Date is 6.00 p.m. on 15 December 2025.
- The deadline for Shareholders to contact the Investment Manager to participate in the Exchange Option is 5.00 p.m. on 31 December 2025.
- The deadline for Shareholders to contact the Investment Manager to participate in the *In Specie* Option is 5.00 p.m. on 31 December 2025.
- The deadline for proxy votes for the General Meeting is:
  - for uncertificated shareholders voting via a Form of Instruction, 9.30 a.m. on 6 January 2026; and
  - for certificated shareholders, 9.30 a.m. on 7 January 2026.
- The General Meeting will take place at 9.30 a.m. on 8 January 2026.
- The deadline for the receipt of Tender Forms and TTE Instructions is 6.00 p.m. on 15 January 2026.
- Cash payments in respect of uncertificated shares (held as depositary interests) are expected to be made through CREST on 22 January 2026, while cheques in respect of certificated shares are expected to be despatched on 22 January 2026.
- Portfolio assets are expected to be transferred pursuant to the *In Specie* Option on or shortly after 23 January 2026.
- VEF Shares are expected to be issued pursuant to the Exchange Option on or around 27 January 2026.

The times and dates set out in the expected timetable may be adjusted by the Company at its discretion, in which case the new times and/or dates will be announced through a Regulatory Information Service.

## **9. What is VEF, the open-ended fund whose shares are being offered pursuant to the Exchange Option?**

VEF is the Vietnam Equity (UCITS) Fund, a sub-fund of DC Developing Markets Strategies plc ("**DCDMS**").

DCDMS is an umbrella open-ended investment company incorporated in Ireland with segregated liability between sub-funds.

DCDMS is authorised by the Central Bank of Ireland under the European Union regulatory framework known as the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2016 (the "**UCITS Regulations**").

VEF was launched on 30 September 2013. Its investment manager is Dragon Capital Management (HK) Limited, which is also the Investment Manager of VEIL. VEF's mandate is comparable to VEIL, being primarily investments in Vietnamese listed securities. It issues shares which can be purchased or redeemed at NAV on any applicable business day.

VEF is therefore an analogous investment vehicle to VEIL; however, it is open-ended meaning it may have to keep more immediately liquid holdings and higher cash or cash equivalents than VEIL. VEF is not traded on the London Stock Exchange or any other exchange but is authorised as a UCITS and subject to the UCITS Regulations, which provide for high levels of transparency and investor disclosure. VEF may not be available to, or suitable for, investors in certain jurisdictions who may otherwise be eligible to hold Ordinary Shares in VEIL.

Shareholders that are considering an election for the Exchange Option are strongly encouraged to read the VEF Prospectus (in particular, the paragraphs containing the risk factors), the VEF KIID and the VEF PRIIP KID, which are available to download at <https://www.dragoncapital.com/vef/>. Please note that the VEIL Board takes no responsibility for the contents of those documents or any summary thereof in the Circular.

#### **10. What assets will be received by Shareholders who validly elect for the In Specie Option?**

Shareholders who validly elect for the *In Specie* Option, will receive a *pro rata* portion of the securities in the *In Specie* Pool, which is expected to comprise a *pro rata* share of all the securities in the Company's portfolio (as at the Calculation Date). While the Company intends to allocate securities to the *In Specie* Pool on a strictly *pro rata* basis, it reserves the right to exclude any stock whose listing has been suspended or which the Directors consider inappropriate for transfer (for example, those subject to corporate actions), in which case the relative proportions of the other securities in the pool will be increased to account for the exclusion.

#### **11. How do Shareholders participate in the Tender Offer and make an election for one or more of the options?**

A Shareholder who wishes to participate in the Tender Offer is recommended to vote in favour of the Resolution at the General Meeting. If the Resolution is not passed, the Tender Offer will not proceed.

Shareholders should refer to the Circular for details of how to make an election under the Tender Offer and, in particular, the section headed "*Action to be taken in respect of the Tender Offer*" on pages 8 and 9 of the Circular.

**12. What does a Shareholder who does not want to participate in the Tender Offer need to do?**

Any Shareholder who does not want to participate does not need to take any action in connection with the Tender Offer.

However, all Shareholders are encouraged to vote on the Resolution to be proposed at the General Meeting and, if their Ordinary Shares are not held directly, to arrange for their nominee to vote on their behalf.

**13. Does the Board support the Tender Offer and any particular option?**

The Board believes the Tender Offer is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolution to be proposed at the General Meeting.

However, the Board makes no recommendation to Shareholders as to whether or not they should tender their Ordinary Shares or for which of the available options they should elect.

**14. Under what circumstances may the Tender Offer not proceed?**

The Tender Offer is conditional on:

- the passing of the special resolution at the General Meeting;
- the Directors being satisfied that the Company has sufficient distributable reserves and that it would, after completion of the Tender Offer, be able to pay its debts as they fall due in the ordinary course of business; and
- the Tender Offer not having lapsed or been terminated in accordance with its terms.

If these conditions are not satisfied (or, where applicable, waived), the Tender Offer will not proceed.

**15. What will happen to VEIL if the Tender Offer does not proceed?**

If the Tender Offer does not proceed, the Company will still be required to bear any costs it has incurred in connection with the Tender Offer.

Irrespective of whether the Tender Offer proceeds, the Board remains committed to operating an active buyback programme as a means of managing the discount to NAV and to consider future corporate actions, including further returns of capital by way of tender offer, with the intention of targeting a discount to NAV of less than 10% over the medium term. Investors should note that whether any steps will be taken to implement future corporate actions remains entirely at the discretion of the Board, and no expectation or reliance should be placed on the Board taking such action.

The Board also remains committed to its proposal, made on 7 March 2025, regarding the introduction of a five-year performance-related 100% conditional tender offer, which will be triggered if the Company's NAV total return underperforms its reference index over the period from 31 March 2025 to 31 March 2030.

**16. What will happen to VEIL if the Tender Offer takes place and is fully subscribed?**

If the Tender Offer proceeds and is fully subscribed, VEIL's issued share capital (excluding Ordinary Shares held in treasury) will be reduced by 10%. The Company, through its Investment Manager, will continue to pursue its investment objective in accordance with its investment policy.