

October 03, 2013

**LAW OF MONGOLIA
ON INVESTMENT FUNDS
CHAPTER ONE
GENERAL PROVISIONS**

Ulaanbaatar city

Article 1. Purpose of this Law

1.1. The purpose of this Law is to regulate matters regarding establishment of an investment fund, undertaking the fund's operations, protecting investor's interests, and regulation and supervision of the fund's operations by an authorized state body.

Article 2. Legislation on Investment Funds

2.1. Legislation on investment funds shall consist of the Constitution of Mongolia, Civil Code, Law on Securities Market, this Law and other legislative acts adopted in conformity thereof.

2.2. If an international treaty, to which Mongolia is a party, stipulates otherwise than this Law, then the provisions of the international treaty shall prevail.

Article 3. Scope of the application of the Law on Investment Fund

3.1. This Law shall regulate matters related to granting licenses for (establishment of) an investment fund, undertaking management of fund assets, taking into custody and registering fund assets, distribution of information to investors and relations related to operations by the securities market's regulated legal entities which will provide services to an investment fund.

3.2. Funds regulated by specific (separate) laws and matters related to undertaking investment activities using the assets of those funds shall not be regulated by this Law.

3.3. This Law shall not regulate matters related to the investment activities of banks, non-banking financial institutions, insurance companies, professional insurance participants and regulated legal entities, other than specified in Articles 24.1.12, 24.1.13 of the Law on Securities Market, which use their own equity capital.

3.4. Matters related to investment activities by banks using deposits accrued from the public shall be regulated by the Law on Banks.

Article 4. Definitions of the terms of the Law

4.1. The following terms used in this Law shall have a following meanings:

4.1.1. 'Investment fund' shall mean a legal entity specified in Article 4.1.32 of the Law on Securities Market;

4.1.2. 'Mutual investment fund' shall mean an investment fund which is entitled to raise funds through offering to the public its unit rights pursuant to Article 4.1.21 of the Law on Securities Market;

4.1.3. 'Private investment fund' shall mean an investment fund which is entitled to raise funds by offering its unit rights only to, and entering into contractual engagement with, legal entities defined in Article 4.1.19 of the Law on Securities Market;

4.1.4. 'Investment fund's net assets' shall mean assets of an investment fund minus its liabilities recorded in the financial statement;

4.1.5. 'Investment fund's costs' shall mean total costs of services, such as investment trust management, custodian, brokerage or accounting delivered (by others) to an investment fund;

4.1.6. 'Investment instruments' shall mean financial instruments which are permitted for investment by an investment fund in accordance with the fund's investment policy and which are determined by the Financial Regulatory Commission (hereinafter referred to "Commission") in compliance with requirements specified in the Law on Securities Market and in this Law;

4.1.7. 'Unit right' shall mean bearer security which certifies the ownership right of the investor to the assets invested in the investment fund;

4.1.8. 'Initial offering of unit rights to the public' shall mean initial offering of unit rights by an investment fund to the public (with the purpose of raising funds);

4.1.9. 'Unit rights' prospectus' shall mean a set of documents prepared by the founders of the investment fund for the purpose of offering of unit rights in accordance with the procedures of this Law;

4.1.10. 'Investment fund member' shall mean an individual or a legal entity who holds ownership title to unit rights in an investment fund;

4.1.11. 'Investment management company' shall mean a legal entity specified in Article 4.1.33 of the Law on Securities Market;

4.1.12. 'Custodian' shall mean a regulated legal entity of the securities market which holds a special permit to undertake custodian activity, and which provides an investment fund asset custody services by way of separating the fund's assets from those of the investment management company, conducting settlement, clearing and asset registration services pursuant to the law and the agreement on asset custody services.

4.1.13. 'Fit and proper person' shall mean a legal entity which meets requirements specified in Article 68 of the Law on Securities Market;

4.1.14. 'Related person' shall mean a person specified in Article 4.1.30 of the Law on Securities Market.

CHAPTER TWO

TYPES, FORMS, MANAGEMENT AND PRINCIPLES OF INVESTMENT FUNDS

Article 5. Investment Fund

5.1. An investment fund shall be a legal entity which undertakes professional investment activity specified in Article 4.1.18 of the Law on Securities Market.

5.2. Mutual investment fund's operations shall be considered as a regulated activity specified in the Law on Securities Market.

5.3. Private investment fund's operations shall not be considered as a regulated activity specified in the Law on Securities Market.

Article 6. Types and Forms of Investment Funds

6.1. Investment fund shall have the following forms:

6.2.1. mutual investment fund;

6.2.2. private investment fund.

6.2. Investment funds shall have the following types:

6.2.1. open-ended or closed-ended mutual funds specified in Article 38.5 of the Law on Securities Market;

6.2.2. close-ended private investment funds specified in Article 38.5.2 of the Law on Securities Market.

6.3. Types and forms of investment funds shall be determined by their charter.

6.4. Investment funds may specialize in investing in certain investment instruments which shall be specified in the fund's investment policy.

Article 7. Status of an Investment Fund as a Legal Entity

7.1. An investment fund shall be a special purpose company with the status of a legal entity.

7.2. An investment fund shall be independent from its member/legal entity which holds unit rights in the fund, irrespective of the percentage and quantity (size) of the unit rights held by such member/legal entity, and shall not be responsible for rights, obligations or liability which arising from the relationship between controlled (subsidiary), daughter and parent companies as stated in the Company Law.

Article 8. Investing into Investment Funds

8.1. Individuals and legal entities may invest in an investment fund.

8.2. An investment in an investment fund may be made in the following forms:

8.2.1. in a mutual investment fund only by monetary assets;

8.2.2. in a private investment fund by other financial instruments, in addition to monetary assets, if those instruments are authorized by the charter of that investment fund.

8.3. Specific (eligibility) criteria may be determined by the charter of the investment fund for the financial instruments specified in Article 8.2.2 of this Law.

8.4. Assets to be invested in an investment fund shall be free of any deficiencies of the ownership rights and shall be free of any securities claiming the obligation performance.

8.5. An investment fund member shall be liable for the obligations of the investment fund to third parties to the extent of its investment in that fund only.

8.6. An investment fund shall not be liable for the obligations and liabilities of its members and the legal entities providing service to the fund to third parties.

Article 9. Management of Investment Funds

9.1. The governing body of an investment fund shall be the meeting of its members holding the unit rights and the powers of the meeting of the investment fund members shall be defined by the charter of the fund approved in compliance with the Company Law.

9.2. The Commission shall approve the common regulations on conducting the meeting of the investment fund members, information delivery to the fund members and external voting methods of an investment fund.

9.3. A mutual investment fund shall have a board of directors whose number shall be determined by the charter of the fund. A private investment fund may (choose to) have no board of directors.

9.4. The powers of the board of directors of an investment fund (that has such a board) shall be defined by the charter of the fund approved in compliance with the Company Law.

9.5. Unless otherwise stated in the charter of a private investment fund with no board of directors, the powers of the board of directors shall be exercised by the meeting of the fund members or by a person authorized by that meeting.

9.6. In case of an investment fund with no board of directors, the powers of the audit committee shall be exercised by the members of the fund, whereas in the case of an investment fund with the board of directors, the powers of the audit committee shall be exercised by the board of directors.

9.7. The powers of the executive body with regard to undertaking day-to-day operations of the investment fund shall be determined by the agreement on asset management.

9.8. In servicing an investment fund, the investment management company and the custodian shall have the duty to be independent, to avoid conflicts of interest and to serve the interests of the fund members only.

Article 10. Operating Term of Investment Funds

10.1. The operating term of an investment fund shall be up to ten years.

10.2. The term of operation of an investment fund may be determined by the charter of the investment fund to be shorter than the period specified in Article 10.1 of this Law.

Article 11. Business Residence Address of Investment Funds

11.1. The business residence address of an investment fund shall be the address of its asset management company which founded the fund.

11.2. If an investment fund is jointly founded by more than two asset management companies, the business residence address of the fund shall be the address of the asset management company which mainly provides investment management service to the fund, or the address defined as such by the meeting of the fund members.

Article 12. Income of Investment Funds

12.1. An investment fund may (choose) not to distribute dividends from its income during its operation, in which case the fund's net assets shall be distributed in accordance with the sequence and procedure specified in Article 38 of this Law.

Article 13. Principles of Operations of Investment Funds

13.1. The following principles shall be observed in the operations of an investment fund:

13.1.1. operations of the investment fund shall comply with the rights and legal interests of the investors, accurate information on operations of the investment fund shall be delivered to investors;

13.1.2. decisions on investing assets of the investment fund shall be based on justified calculation and research;

13.1.3. restrictions and limits on investment shall be pre-defined in the investment policy and shall be strictly complied with, appropriate risk management and risk prevention tools and methods shall be kept in place;

13.1.4. assets of the investment fund shall be kept separately from the assets of the (legal person) that manages those assets, assets of the fund shall not be applied toward discharging the obligations of the service providers to third parties;

13.1.5. the investment fund shall be subject to specific regulation in terms of its status as a legal entity, (organizational) structure and tax regime;

13.1.6. conflicts of interests amongst unit right holders of the fund, regulated legal entities who provide services to the fund and their employees shall be subject to regulation;

13.1.7. (an investment fund) shall not over accumulate risks and shall exercise prudent liquidity management;

13.1.8. investment fund members shall be liable for investment risk due to the operations of the fund to the extent of their investments in that fund.

CHAPTER THREE

ESTABLISHMENT OF INVESTMENT FUNDS

Article 14. Establishment of Investment Fund

14.1. An investment fund can only be established by a legal entity which holds the special permit to undertake investment management operations.

14.2. In the case that an investment fund is jointly established by two or more legal entities with special permits to undertake investment management operations, they shall enter into an agreement which shall define their respective functions, rights, obligations, liabilities and financing.

14.3. A legal entity with a special permit to undertake investment management operations may establish two or more investment funds, subject to its fulfillment of the criteria and requirements defined by the Commission.

14.4. Whenever investment funds is established, the founding investment management company shall carry out establishment process based on the registration of the incorporation documents with the Commission.

14.5. The Commission shall approve the regulation on registration (of the incorporation documents) specified in Article 14.4 of this Law.

14.6. Except as specified in Article 14.4 of this Law, it is prohibited to establish an investment fund, disclosure of information, raising funds from others.

14.7. The following information shall be included in the application for the registration specified in Article 14.4 of this Law:

14.7.1. type and form of the investment fund to be established;

14.7.2. amount of funds to be raised for the investment fund;

14.7.3. amount of investment to be made by the founder/s (to the fund), and statement of its financial capacity;

14.7.4. information on the personnel who shall carry out the establishment of the investment fund, and statement of their fulfillment of fit and proper requirements;

14.7.5. timeline plan for completing establishment of the investment fund;

14.7.6. other required information determined by the Commission.

14.8. The Commission shall approve the regulation on establishment and supervision of the mutual investment fund.

14.9. Upon registration of the mutual investment fund in accordance with Article 14.4 of this Law, incorporation (establishment) of the fund shall be conducted in the following order:

14.9.1. registration of the mutual investment fund with the state registration of legal entities;

14.9.2. preparation of the prospectus of unit rights of the mutual investment fund and registration thereof with the Commission;

14.9.3. public disclosure of the prospectus (public offering) of the unit rights of the mutual investment fund and raising of funds from the public;

14.9.4. obtaining the special permit for undertaking operations of the mutual investment fund and commencing the fund's operations.

14.10. In the case of the mutual investment fund, it shall be considered as established upon completion of all actions specified in Article 14.9 of this Law and (subsequent) registration of the special permit for undertaking operations of the mutual investment fund with the state registration of legal entities.

14.11. The Commission shall approve the regulation on public disclosure of the prospectus of the unit rights of the mutual investment fund and on raising funds in compliance with this Law.

14.12. In the case of the private investment fund, it shall be considered as established upon holding the founders' meeting and (subsequent) registration with the state registration of legal entities. Articles 14.9-14.11 of this Law shall not apply to the establishment and registration of the private investment fund. A private investment fund shall not be entitled to raise funds from the public through public offering.

14.13. Authority of the state registration of legal entities shall register an investment fund upon fulfillment of the following conditions:

14.13.1. has been registered with the Commission in accordance with Article 14.4 of this Law;

14.13.2. the founders' meeting has been held, the decision on establishment of the investment fund has been made and the charter of the fund has been approved;

14.13.3. the founder has entered into an agreement with the investment fund on providing investment management services;

14.13.4. the investment fund has entered into an agreement with the custodian on asset custody;

14.13.5. other conditions specified by law and regulations determined by the Commission.

14.14. The right to undertake investment activity of an investment fund shall be considered as issued only from the day of (the Commission's) granting of the special permit for undertaking operations of the investment fund and (for avoidance of any doubt) registration of the investment fund with the state registration of legal entities in accordance with Article 14.9.1 of this Law shall not serve as a grounds for undertaking investment activity.

14.15. Founder(s) shall, on behalf of the investment fund, organize all activities with regard to the registration (of the fund) with the state registration of legal entities.

Article 15. Name of Investment Fund

15.1. The name of the mutual investment fund shall consist of its proper name and detailed identity of 'mutual investment fund' or its abbreviation of 'mutual IF' and the name of the private investment fund shall consist of its proper name and detailed identity of 'private investment fund' or its abbreviation of 'private IF'.

15.2. The use of detailed or an abbreviated identity of an investment fund by persons other than specified in Article 15.1 of this Law shall be prohibited.

Article 16. Charter of Investment Fund

16.1. In addition to matters specified in Article 16 of the Company Law, the following matters shall be included in the charter of an investment fund:

16.1.1. the purpose of the investment fund shall be investment activity only;

16.1.2. the type and form of the investment fund;

16.1.3. the name and address of the investment management company;

16.1.4. the powers of the governing body (the meeting of the members) of the investment fund and rules of exercising these powers;

16.1.5. the name, state registration and address of the legal entity which shall provide custodian services (to the investment fund);

16.1.6. the operation term of the investment fund;

16.1.7. the amount of funds to be raised by the investment fund, and size of contribution of individual investors in the fund;

16.1.8. if it is allowed to invest by way of a financial instrument in the private investment fund, then the principles and methods of the valuation of such financial instrument;

16.1.9. the procedure on liquidation and liquidation procedure in case the fund has completed distribution of the assets to investors upon expiry of the operational term of the fund.

Article 17. Investment Policy of Investment Funds

17.1. The following matters shall be included in the investment policy of the fund:

17.1.1. the purpose of investment activity, direction, analysis and calculation for profitable investment of the fund's assets;

17.1.2. the list of investment instruments eligible for investing and any restrictions;

17.1.3. the risk assessment and risk management methods and instruments in connection with investment involving each investment instrument specified in Article 17.1.2 of this Law;

17.1.4. the requirements for the structure of assets of the investment fund;

17.1.5. policy of distribution of the investment fund's revenues to the members of the fund.

Article 18. Requirements for Assets of Investment Funds

18.1. The minimum size of the assets to be raised by a mutual investment fund shall be defined by the Commission.

18.2. The Article 18.1 of this Law shall not apply to private investment funds.

Article 19. Raising Funds by the Mutual Investment Fund from the Public, the Special Permit for undertaking Operations of Investment Funds

19.1. A mutual investment fund shall conduct the fundraising activities based on the prospectus of unit rights of the fund.

19.2. An investment management company which has founded a mutual investment fund may provide asset management services to the same fund in which case prior to the registration (of the fund) with the state registration of legal entities it (the investment management company) shall put in a separate account its assets designated for investing in the fund.

19.3. In case of the mutual investment fund, the Commission shall approve the regulation on the prospectus of the fund's unit rights and on the public offering and sale of the unit rights.

19.4. Sale of the unit rights of the mutual investment fund on a primary market can be conducted through listing with the securities trade organization.

19.5. Public offering of the prospectus of unit rights of the mutual investment fund shall last for six months from the registration of the prospectus by the Commission and in case of the failure to raise the funds stated in the charter of the fund, the process of establishment of the fund shall be discontinued and the special permit to undertake operations of an investment fund shall not be granted.

19.6. If the situation in Article 19.5 of this Law has occurred, the founder shall inform the Commission, and within 15 working days from the decision to discontinue the process of establishment of the fund has been made by the Commission, the

founder shall return all and any investments made to the fund by investors (members), deregister the fund from the state registration of legal entities and shall administer the liquidation of the fund.

19.7.If the assets stated in the charter of the mutual investment fund have been completely placed in a separate account and if it is determined (by the Commission) that there is no grounds to refuse granting the special permit to undertake operations of an investment fund, the Commission shall grant the special permit within 14 days from its receipt of the application.

19.8.Until granting the special permit for undertaking operations of the mutual investment fund, the right of disposal of the assets placed in the investment fund's account or payments made for the purchase of the fund's unit rights shall not start for the investment fund and for the investment management company.

19.9.Investment fund activity shall commence from the day of granting by the Commission the special permit to undertake operations of a mutual investment fund and from the same day the asset management powers shall be considered as issued to the investment management company.

19.10.Validity term of the special permit granted for the mutual investment fund shall be the same to the term of operations of the mutual investment fund stated in the fund's charter.

19.11.In addition to the information specified in Articles 10.5.1-10.5.4, 10.5.7-10.5.10, 10.5.13 and 10.5.14 of the Law on Securities Market, the following information shall be included in the prospectus of unit rights of the mutual investment fund:

19.11.1.investment fund's charter;

19.11.2.investment policy;

19.11.3.operation term of the investment fund;

19.11.4.information on the investment management company which founded the investment fund, a copy of the agreement of the investment management service entered into between the investment fund and the investment management company and estimated service fees and bonuses;

19.11.5.information on the legal entity which shall provide custodian service, a copy of the agreement on asset custody and amount and calculation of the service fees;

19.11.6.other costs and expenses related to operations of the investment fund;

19.11.7.other information determined by the Commission.

19.12.The Commission shall approve a regulation for providing information to the mutual investment fund members and the requirements of the fund's financial statements.

19.13.The Commission shall revoke the special permit to undertake operations of a mutual investment fund under following grounds:

19.13.1.the mutual investment fund does not meet, or is no longer able to meet the conditions and requirements for the operations of the mutual investment fund;

19.13.2.if the continuation of the operations of the mutual investment fund may conflict with the rights and legal interests of the investors;

19.13.3.the volume of the sell-back orders of the unit rights issued by the mutual fund has reached two-thirds or more of the total issued unit rights;

19.13.4.the rights and obligations of the investment management company or the custodian have not been assigned to another authorized legal entity within three months from the suspension or revocation of the special permit of the investment management company or the custodian;

19.13.5.the contractual rights and obligations of the investment management company or the custodian have not been assigned to another authorized legal entity within three months from issuance of the decision to liquidate the investment management company or the custodian;

19.13.6.other grounds specified in the legislation.

Article 20.Fundraising by Private Investment Funds

20.1.A private investment fund shall raise funds based upon an investment agreement without conducting a public offering of the prospectus of the fund's unit rights.

Article 21.Powers of Investment Funds

21.1.A mutual investment fund shall have the following powers:

21.1.1.raise funds by way of unit rights and to undertake operations of purchase and sale of the investment instruments by using the raised funds;

21.1.2.manage the investment fund assets in compliance with the rights and legal interests of the investment fund members;

21.1.3.pursuant to the regulations approved by the Commission and the prospectus of the mutual fund's unit rights, to enter into contracts in order to exercise rights specified in Articles 21.1.1 and 21.1.2 of this Law.

21.2. An investment fund shall be prohibited from engaging the following operations:

- 21.2.1. other operations which are not defined in Article 21.1 of this Law and in the fund's investment policy;
- 21.2.2. undertaking obligations to third parties for operations not related with the operations specified in Article 21.1 of this Law;
- 21.2.3. borrowing from others in excess of the limits determined by this Law and by the Commission;
- 21.2.4. undertaking savings/depository operations;
- 21.2.5. employing employees through labor or other contracts for the investment fund;
- 21.2.6. defrauding, deceiving, or misleading others;
- 21.2.7. conducting any activities with the features of the money laundering crime;
- 21.2.8. entering into contracts or agreements with conflicts of interests in violation of the laws or the fund's charter;
- 21.2.9. amend or annul the charter, investment policy and prospectus of the unit rights of the investment fund without the Commission's approval.

Article 22. Registration of Investment Fund Members

22.1. Registration of the investment fund members shall be conducted by the investment management company based on the specific registration of the fund's unit rights.

22.2. Specific registration of the fund's unit rights shall be conducted by the custodian who provides (custodian) services to the fund.

22.3. Registration of the investment fund members shall include information on surname and name of the individual who holds unit rights and, if the holder is a legal entity, registration shall include the proper name and registration number of the entity as well as the quantity of unit rights held by it.

/This paragraph was amended by the law as of June 3, 2022/

22.4. If a holder of unit rights has nominated a nominal owner (of its unit rights), the name of that nominal owner shall also be included in the membership registration.

22.5. The Commission shall approve the regulation on conducting registration of unit rights of the investment fund.

Article 23. Unit Rights of Investment Funds

23.1. A unit right of an investment fund shall certify the ownership percentage of the fund's assets, and the holder of the unit rights shall certify the right to demand from the investment management company to conduct the asset management of the investment fund in a professional manner in within a framework of the fund's charter and the investment policy, to participate in the meetings of the investment fund members with one voting right for each unit right and to receive assets equivalent to its unit rights under his/her possession in case of the liquidation of the fund.

23.2. A unit right of an investment fund shall prove ownership rights to participate in the ownership of the fund assets, but it shall not certify the right to own a particular asset from among the fund's assets.

23.3. Each unit right of an investment fund shall certify an equal size of assets.

23.4. Issuance of derivatives financial instruments based upon unit rights of an investment fund shall be prohibited.

CHAPTER FOUR

INVESTMENT FUND OPERATIONS

Article 24. Investment Activity of Investment Funds

24.1. A mutual investment fund shall be prohibited from investing in instruments other than financial instruments that are publicly traded on regulated market specified in Articles 26.1.1-26.1.3, 26.1.5 and 26.1.8 of this Law.

24.2. A private investment fund may invest in financial instruments specified in Article 26.1 of this Law.

24.3. Financial instruments specified in Article 24.1 and 24.2 of this Law for investment by an investment fund may be restricted on the grounds specified in Article 26.2 and 26.3 of this Law.

24.4. Unless otherwise stated in the charter of an investment fund or in the agreement on asset management, an investment decision shall be made by the investment management company.

24.5. An investment management company shall exercise right to represent on behalf of the investment fund within the framework of the agreement on asset management.

24.6. Within its asset management activity for the investment fund, an investment management company shall have a right to file a claim on behalf of the fund in court and participate as a plaintiff or a defendant.

24.7. An investment management company shall enter into a transaction related to the disposing of (managing) the assets of an investment fund on its own name and notify (a third party) implementing/carrying out the trust/fiduciary management over the asset/s.

24.8. An investment management company shall be obliged to submit necessary information and reports within the time limit and in accordance with the regulation approved by the Commission.

Article 25. A set of (Internal) Regulations on Undertaking Investment Operations

25.1. An investment fund shall approve and implement the following set of (internal) regulations pursuant to the requirements determined by the Commission:

25.1.1. a regulation on internal supervision of an investment fund;

25.1.2. a regulation on placing purchase or sell-back orders of the investment fund's unit rights depending on the type of an investment fund;

25.1.3. a regulation, including time period, for recording revenue of an investment fund as assets of the fund;

25.1.4. a regulation, including time period, on payment for the unit rights sold back to the fund depending on the type of an investment fund;

25.1.5. a regulation on defining a sell or purchase price of unit rights based on the value of investment fund's net assets;

25.1.6. a regulation, including time period, on registration of the holders of unit rights of the investment fund;

25.1.7. a regulation on determining types of costs and cost ceiling of an investment fund;

25.1.8. a regulation on delivery of information to the public and member of an mutual investment fund, types and forms of information to be distributed;

25.1.9. conditions and regulation for distribution of revenue from the investment fund to its members;

25.1.10. a regulation on risk management of an investment fund;

25.1.11. a regulation on borrowing using assets of a private investment fund as a pledge;

25.1.12. other regulations defined by this Law.

25.2. In addition to the agreement on asset management, an investment fund shall have an (internal) regulation on asset management and, depending on the type of the fund, it (the regulation) shall include the following conditions:

25.2.1. a holder of the fund's unit rights may sell back its units rights to the fund at any time during the business day and may demand the investment management company to terminate the agreement on asset management or to purchase back some of its unit rights;

25.2.2. a holder of the fund's unit rights may sell back its units rights within the time period specified in the (internal) regulation on asset management and may demand the investment management company to terminate the agreement on asset management or to purchase back some of its unit rights;

25.2.3. a holder of the fund's unit rights may not demand termination of the agreement on asset management prior to expiry of that agreement, except as otherwise specified by this Law.

25.3. In addition to the matters specified in Article 25.2 of this Law, the (internal) regulation on asset management (of an investment fund) shall include the following matters:

25.3.1. the proper name of the investment fund;

25.3.2. type and form of the investment fund;

25.3.3. the proper name of the investment management company;

25.3.4. the proper name of the custodian;

25.3.5. the proper name of the person which shall conduct registration of the fund members;

25.3.6. the proper name of the audit organization;

25.3.7. purpose and direction of investment fund's investment activity;

25.3.8. minimum amount of assets of the mutual investment fund;

25.3.9. time period for establishing the mutual investment fund;

25.3.10. conditions and terms of the agreement on asset management.

25.4. The (internal) regulation on asset management shall be in accordance with the model regulation approved by the Commission for this type of fund.

25.5. An investment management company shall inform the fund members within five business days of any amendments to the regulation specified in Article 25.4 of this Law and amendments made to the (internal) regulation on asset management shall become valid upon registration with the Commission.

25.6. Upon such registration of the (internal) regulation on asset management with the Commission, the investment management company shall be entitled to disclose to the public its offer of an agreement to provide asset management services.

25.7. The Commission shall make its decision on whether to register the (internal) regulation on asset management of an investment fund or amendments thereto with 30 days from its receipt of the application and grounds for refusal shall be stated (by the Commission) in its decision if it has decided to refuse.

25.8. The Commission shall be entitled to investigate (examine) documents and information attached to the application for registration during the reviewing period.

25.9. The Commission shall inform an investment management company within three days after decision on registration or refusal of registration specified in Article 25.7 of this Law.

25.10. The Commission shall refuse to register the regulation on asset management or amendments thereto in the following cases:

25.10.1. submitted documents are not in compliance with this Law or regulations approved by the Commission or are incomplete;

25.10.2. the submitted documents contain misleading information;

25.10.3. the investment management company or custodian did not have the special permit, and the service provider does not fulfill conditions and requirements determined by the Commission.

25.11. An applicant may submit a complaint with the Commission's Supervisory Committee with regards to the Commission's decision to refuse the registration in accordance with Article 25.7 of this Law.

Article 26. Assets of Investment Fund

26.1. The assets of an investment fund may include the following investment instruments:

26.1.1. government debt instruments;

26.1.2. debt instruments issued by the governor of a province (aimag) or the capital city;

26.1.3. shares of an open joint stock company;

26.1.4. shares of a closed joint stock company or a limited liability company;

26.1.5. company debt instruments, which are traded freely in the regulated market;

26.1.6. company debt instruments, which are not traded freely in the regulated market;

26.1.7. securities issued by a foreign Government;

26.1.8. asset-backed securities issued in accordance with the Law on Asset Backed Securities;

26.1.9. derivatives instruments;

26.1.10. foreign and local currencies;

26.1.11. gold and other tradable mining commodities;

26.1.12. immovable property and possession rights of immovable property.

26.2. The Commission shall approve common requirements and prudential ratio criteria applicable to the assets of an investment fund.

26.3. Requirements and prudential ratios of a particular investment fund shall be stated in the investment policy of that fund in compliance with the common requirements and prudential ratios approved by the Commission.

26.4. An investment policy of a fund may determine criteria which are stricter compared to common requirements (by the Commission) specified in Article 26.3 of this Law.

26.5. In case of reduction in the value of investment fund's net assets by 40 or more percent for 10 consecutive days compared to the first day of the fund's operations, an investment management company shall be obliged to hold a meeting of investment fund members within 15 business days and shall ensure making a decision(s) on the following matters:

26.5.1. whether to liquidate the investment fund and to distribute its assets for investors;

26.5.2. to continue the fund's operations and to accept risks.

26.6. A mutual investment fund shall be prohibited from investing in an instrument which has conditions to benefit from a short sale or which constitutes a speculative operation.

Article 27. Asset Separation of Investment Funds

27.1. An investment management company shall deposit investment fund's assets in an account separate from its own assets and accounting for the fund's assets shall be separate.

27.2. Cash and investment instruments which constitute assets of an investment fund shall be deposited in a separate account with a custodian opened in the name of the investment fund.

27.3. In case of insolvency or bankruptcy of an investment management company, assets of a mutual investment fund shall not be included in the assets to be used for repayment of the investment management company's liability.

Article 28. Payment of Fees for Services provided to Investment Funds and Performance Bonus

28.1. Service fees of an investment management company and a custodian shall be paid from investment fund's assets and the total amount of the annual fees shall not exceed three percent of an average balance of the annual asset value of the investment fund.

28.2. A regulation on determining an average balance of the annual asset value shall be approved by the Commission.

28.3. In case of a private investment fund, depending on the performance of asset management activity, the performance bonus for the investment management company may be included in the agreement on asset management and the bonus amount shall not exceed 30 percent of the total annual gains of the investment fund as a result of the investment activity in that particular year.

28.4. Payments for services provided by an investment management company and a custodian during the establishment process of a mutual investment fund may be compensated (to the investment management company and the custodian) upon obtaining the special permit from the Commission.

Article 29. Requirements and Restrictions on Marketing Activities

29.1. The following matters shall be included in the marketing material of an investment fund:

29.1.1. reminder that investment activity is risky;

29.1.2. reminder that an investor shall bear the investment risk;

29.1.3. types, level and size of investment risk.

29.2. According to the law, the following advertisements in relation to an investment fund shall be prohibited, unless authorized and approved to by the Commission:

29.2.1. producing, or causing others to produce, advertisements offering to become an investment fund member or making advertisements which shall likely have an impact on becoming a member;

29.2.2. persuading to become an investment fund member or providing recommendations which shall likely have an impact on becoming a member.

CHAPTER FIVE

LIQUIDATION OF INVESTMENT FUNDS

Article 30. Liquidation of an Investment Fund

30.1. An investment fund shall be liquidated in the following cases:

30.1.1. the operation term of an investment fund has expired;

30.1.2. the liquidation decision has been made at the meeting of investment fund members prior to expiry of its operation term;

30.1.3. pursuant to this Law, the investment management company has convened the meeting of investment fund members meeting and the fund members have decided to liquidate the fund;

30.1.4. according to this Law, an extraordinary situation has occurred and a court decision to liquidate the fund has become effective;

30.1.5. the investment fund has been bankrupted;

(grounds) specified in law.

30.2. A decision to liquidate an investment fund shall be made by the following person:

30.2.1. by the meeting of investment fund members based on the grounds specified in Articles 30.1.1-30.1.3 of this Law;

30.2.2. by court based on the grounds specified in Articles 30.1.4 and 30.1.5 of this Law and on the request made by the Commission or other authorized body;

30.2.3. by other authorized body specified in this Law.

30.3. Registration of the investment fund or its prospectus of unit rights, or granting the special permit for an investment fund to undertake operations of an investment fund, or granting the special permit to regulated entities of the securities market to provide services to an investment fund shall be not considered as a guarantee of a state body for the fund's operations and the state

shall not be liable for any loss, or damage caused to the investment fund member or to third parties due to the investment fund's or service provider's operations.

Article 31. Expiry of Operation Term of Investment Funds

31.1. Upon expiry of the operation term stated in the investment fund's charter, an investment management company shall terminate operations of the investment fund and shall commence liquidation process of the fund.

31.2. Prior to the expiry (of the operation term of the fund) an investment management company, in accordance with the fund's charter and the investment policy and a pre-determined plan, may begin to dispose of investment instruments, depending on the liquidity thereof, held by the investment fund and convert them into cash; and cash assets shall be prohibited from use for investing in other instruments.

31.3. Detailed regulation on liquidation of a mutual investment fund shall be approved by the Commission.

31.4. Liquidation plan of an investment fund shall be approved by a meeting of investment fund members and an investment management company shall deliver a copy of the (liquidation) plan to the Commission.

Article 32. Liquidation of Investment Fund on a voluntary basis prior to expiry of its operation term

32.1. Decision to liquidate an investment fund on a voluntary basis prior to expiry of its operation term shall be made by the decision of overwhelming majority of the fund members present at the members' meeting.

32.2. The liquidation plan shall be approved by the meeting of investment fund members together with the decision specified in Article 32.1 of this Law.

32.3. In case of a mutual investment fund, the unit rights' trade shall be terminated by the date of approval of the liquidation decision specified in the Article 32.1 of this Law and the investment management company shall inform that decision to the public in two days from its approval.

32.4. In case of a private investment fund, an investment management company shall have the duty to deliver a copy of the decision specified in the Article 32.1. of this Law to the fund members within five days from its approval.

Article 33. Compulsory Meeting of Investment Fund Members convened by an Investment Management Company

33.1. An investment management company shall be obliged to convene the meeting of investment fund members in the following cases:

33.1.1. circumstances specified in Article 26.5 of this Law have occurred;

33.1.2. due to liquidation or bankruptcy of the investment management company, it has become necessary to transfer asset management services to a new investment management company;

33.1.3. due to liquidation or bankruptcy of the custodian, it has become necessary to transfer asset custody services to a new custodian;

33.1.4. due to liabilities of the investment fund to third parties, the value of net assets of the investment fund may decrease below the limits specified in Article 26.5 of this Law.

33.2. The following matters shall be discussed at the meeting of investment fund members convened in accordance with Article 33.1 of this Law:

33.2.1. whether or not to liquidate the investment fund, if the investors' meeting have decided not to liquidate (the fund), then the members shall have no objection to bearing potential risks to the investors;

33.2.2. selection of a (new) investment management company, assignment of contractual rights to manage the assets;

33.2.3. selection of a (new) custodian, assignment of contractual rights of asset custody.

Article 34. Extraordinary Circumstances

34.1. In case of a mutual investment fund, the following situation shall be considered as extraordinary circumstances:

34.1.1. bankruptcy proceedings have been commenced against the investment fund or the investment management company or the custodian;

34.1.2. circumstances have arisen that may lead to the liquidation of the investment fund;

34.1.3. a competent authority has decided to reorganize the investment fund based on the grounds specified in this Law.

34.2. The Commission shall immediately take the following measures in the event of an extraordinary circumstances specified in Article 34.1 of this Law:

34.2.1. to separate assets of the investment fund from the balance sheet of the investment management company and custodian until such time as all claims by the investors have been satisfied;

34.2.2. if an investment management company is a bank, to appoint a receiver jointly with the Bank of Mongolia; if an investment management company is authorized regulated person other than a bank, to appoint a receiver solely;

34.2.3.in case of a custodian, to appoint a receiver jointly with the Bank of Mongolia.

34.3.In case of extraordinary circumstances in the investment fund's operations, the custodian shall undertake the following obligations until the appointment of a receiver:

34.3.1.freeze/segregate financial instruments held by the investment fund and suspend transfers;

34.3.2.accumulate income related with the investment instrument held by the investment fund and terminate their spending;

34.3.3.cancel any payments, service fees or bonuses from the investment fund's assets and retain/accrue cash assets.

34.4.A custodian shall be obliged to hand over to the receiver all original supporting records and documents of the accounts necessary for protection of the portfolio that secures/verifies all financial instruments held by ownership of the mutual investment fund.

34.5.A receiver shall submit one of the following proposals to the authority which has appointed him or her:

34.5.1.whether to fulfill investors' claims by disposing of investment instruments or other assets held by the investment fund;

34.5.2.if it is considered that the measures specified in Article 34.5.1 of this Law cannot applied, to transfer the investment portfolio to the asset management;

34.5.3.take measures to improve repayment of the investment fund's receivables.

34.6.A competent authority which has appointed the receiver shall make a decision based on the proposals submitted by the receiver pursuant to Article 34.5 of this Law.

34.7.A receiver shall have a priority right to receive fees from income derived from his/her services and the Commission shall determine fee rates based on the prevalent rates in the banking and financial sector.

34.8.The Commission and the Bank of Mongolia shall jointly approve the special regulation for undertaking measures specified in this Article.

Article 35.A Receiver

35.1.In relation to extraordinary circumstances specified in Article 34.1 of this Law in operation of mutual investment fund, a receiver shall be appointed jointly with the Bank of Mongolia in case of the bank, and in the other cases, the Commission shall appoint a receiver.

35.2.If necessary, the Commission may exercise rights and obligations of a receiver.

35.3.A receiver shall have the following rights and obligations:

35.3.1.take assets into its custody in order to protect the members of the mutual investment fund;

35.3.2.require changes to the member of the board of directors of a mutual investment fund;

35.3.3.take measures to improve repayment;

35.3.4.amend or terminate the agreement on asset management or the agreement on asset custody;

35.3.5.based on the Commission's authorization, appoint a service provider or enter into service agreements with others;

35.3.6.make a proposal to liquidate the investment fund;

35.3.7.other activities permitted by the Commission.

35.4.A receiver shall perform its rights and obligations specified in Article 35.3 of this Law under supervision of the Commission.

35.5.A officials who managed investment fund or an employee of an investment management company shall take all necessary measures to protect assets (of the fund) and investor's interests, hand over assets of the investment fund, financial statements, documents, official letterhead, stamp of the investment fund to the receiver and be obliged to cooperate with the receiver with all regards to exercise of rights and obligations.

Article 36.Bankruptcy of Investment Fund

36.1.If an investment fund is unable to fulfill its payment liability to others exceeding 10 percent or more fund's total net assets within 20 business days, the claim for bankruptcy proceedings of the fund may be submitted to the court.

36.2.Bankruptcy proceedings of an investment fund shall be regulated based on the court decision in accordance with the procedures specified in the Law on Bankruptcy .

Article 37.Liquidation Procedure of Mutual Investment Fund

37.1.Regarding the liquidation of a mutual fund, an investment management company shall undertake disposal of assets, closing of payments and clearing and distributing remaining monetary assets to the fund members.

37.2.If case of suspension or cancellation of the special permits of both the investment management company and the custodian, the Commission may select another company to perform operations of the investment management company and grant powers to carry out liquidation proceedings.

37.3.In case of undertaking investment fund liquidation procedure by an entity selected by the Commission, the total amount of the service cost of asset valuator and auditor shall not exceed more than five percent of the revenues accumulated after disposal of the fund's asset.

37.4.An inspector appointed by the Commission shall conduct supervision of the mutual investment fund liquidation procedure.

37.5.Upon decision to liquidate a mutual investment fund being made, it is prohibited to dispose of the fund assets other than by selling in accordance with this Law.

37.6.Within one week after the grounds for liquidation of the mutual investment fund has occurred, the authorized officials of fund shall be obliged to inform the public as well as Commission; and this statement specifies the period and the regulation for submission of claims by the person who has receivables from the fund.

37.7.The period and regulations on submitting claims in accordance with Article 37.6 of this Law shall be irrelevant for the case when a fund is to be liquidated due to failure to raise necessary assets during the establishment of the mutual investment fund.

37.8.The period for receiving claims made by the claimants to the mutual investment fund shall not exceed six months nor shall be less than two months from public notification of it.

37.9.Legal persons undertaking liquidation of the mutual investment fund shall be obliged to determine all claimants and debtors of the fund and shall be obliged taking measures to settle all claims and receivables completely.

37.10.After expiry of the period receiving claims from the person who has receivables from the mutual investment fund, the legal person undertaking the liquidation procedure shall issue a financial report on the total asset of the fund and accepted payments to be made and submit it to the Commission, and if the liquidation procedure is carry out by investment management company, the above mentioned financial report shall be reviewed by the custodian.

37.11.Legal persons undertaking liquidation procedure shall be obliged to complete tasks related with the disposal of fund assets and all payments, pursuant with the regulation specified in Article 37 of this Law, within three months from publication of statement on mutual investment fund's liquidation. Different period may be set by the regulation on trust management of an investment fund's assets.

37.12.If a mutual investment fund is to be liquidated due to failure to raise necessary assets or the volume specified in the regulation on trust management of the assets is not reached during its establishment procedure, the legal person conducting the liquidation shall dispose of assets raised in the fund and shall make payments in accordance with an order specified in Article 38 of this Law within two weeks of the period for fundraising expiring.

37.13.The Commission shall determine the requirement for the mutual investment fund's liquidation report, and regulations on issuing and delivering liquidation report to the Commission.

Article 38.Distribution of the Liquidated Investment Fund Assets

38.1.Distribution of the liquidated investment fund assets shall be conducted in the following order:

38.1.1.tax debts and payments payable by that fund;

38.1.2.payments for the service providers except investment management company or custodian;

38.1.3.expenses/cost related to the liquidation operation for the legal person conducting the liquidation procedure or, if the legal person appointed by the Commission is undertaking liquidation procedure, the work fee to be paid that person.

38.1.4.service fees payable for the custodian in accordance with an agreement on asset custody;

38.1.5.service fees payable for an investment management company.

38.2. After distribution of the assets in accordance with Article 38.1 of this Law, remaining assets shall be distributed to the fund members proportional with their invested assets.

CHAPTER SIX

INVESTMENT FUND'S ACCOUNTING, AUDIT, ASSET VALUATION AND INFORMATION

Article 39.Accounting

39.1.Accounting of an investment fund shall be conducted in accordance with international accounting standards.

39.2.Accounting of an investment fund shall be undertaken by an investment management company. The investment management company may assign a certified professional accountant(s) for running accounting records, in which case such accountant/s shall be registered with the Commission and be granted certification in pursuant with the Law on Accounting.

39.3.A regulation on registration of certified professional accountants specified in the Article 39.2 of this Law, shall be approved by the Commission.

39.4.In addition to Article 52 of the Law on Securities Market, the following shall be complied with in recording account of the mutual investment fund:

39.4.1.at a specific time after each daily trade to disclose the fund's daily net assets valuation via the fund's own website as well as to deliver the same information to the Commission;

39.4.2.to disclose clearly valuation methods and registration of the investment fund's net assets via its own website;

39.4.3.to enter into an agreement with the custodian in relation to exercise of the rights certified by the securities and traded securities and to include calculation and information to be disclosed publicly in detail;

39.4.4.other matters determined by the Commission.

39.5.The Commission or a legal person appointed by the Commission shall have a right to examine documents related with the accounting and to acquire copies without any charge.

39.6.Employees of the custodian or the auditing company, which provide services to the investment fund, and their related party with the common interests shall be prohibited from being the person responsible for keeping accounting records of the fund.

39.7.The person who provides accounting services to an investment fund shall be prohibited from conducting auditing of the fund during its service or until expiry of five years from its service completion.

Article 40.Audit and Audit Inspections

40.1.Investment fund and investment management company shall select auditing company which is registered with the Commission and enter into agreement within one month and inform the Commission.

40.2.Regarding auditing and auditing inspection of the investment fund and investment management company, the same requirements shall apply for regulated entities specified in Articles 53 and 54 of the Law on Securities Market.

Article 41.Calculation and Valuation of Net Assets of Investment Fund

41.1.The net assets of the investment fund shall be calculated pursuant with the regulation approved by the Commission.

41.2.The regulation on valuation of the investment fund net assets shall be approved by the Commission.

41.3.Valuation of the real state and right's valuation included in the portfolio of the investment fund assets shall be conducted by the independent valuator who holds special permits for undertaking asset valuation activity in accordance with the Law on Asset Valuation.

41.4.Valuation of the assets investment fund's assets shall be conducted on every occasion upon receipt or transfer to others by any form; and unless otherwise determined by the Commission, the valuation of the assets of the investment fund shall be conducted at least once a year.

41.5.A valuator or an authorized legal entity entitled to conduct valuation shall be prohibited from being an employee of the investment management company, custodian, audit company or related party with common interest with them.

Article 42.Investment Fund Information

42.1.Article 57 of the Security Market Law shall be complied with the operation of the mutual investment fund and the investment fund shall be obliged to submit information required by the Commission within the specified period.

42.2.Based on the types of investment fund, the Commission shall approve providing information procedures and lists of information to be disclosed publicly and to be submitted to the Commission or any other authority on a permanent basis.

42.3.Private investment funds shall not be obliged to provide information to the public except if specified by the law or by Article 42.2 of this Law.

42.4.Investment management company of the particular investment fund shall be responsible for the accuracy and availability of the information.

42.5.The Commission shall determine regulations on collecting information from the legal entity or citizens who provide services to the investment fund or information related with the investment fund's operation; and the collected information shall be used only for official purposes.

CHAPTER SEVEN

FOREIGN INVESTMENT FUNDS REGULATION

Article 43.Overseas Registered Investment Fund Operation

43.1.If an investment fund registered in a foreign country, or its subsidiaries or affiliated companies to conduct investment operations in the territory of Mongolia, it shall be registered with the Commission.

43.2.A foreign registered investment fund shall be prohibited from publicly offering and selling its shares and unit rights within the territory of Mongolia.

43.3.A foreign registered investment fund may offer its shares and unit rights (privately) through a closed offer upon authorization by the Commission. The regulation on issuing such authorization and requirements shall be approved by the Commission.

43.4. The Commission shall approve a type of information and regulation on disclosure requirements for the information to be submitted to the public and the Commission of investment fund registered in foreign countries conducting investment activities in the territory of Mongolia.

CHAPTER EIGHT

INVESTMENT MANAGEMENT COMPANY

Article 44. Investment Management Company

44.1. The main activity of the investment management company shall be to establish the investment fund, to provide the trust-asset management service to the investment fund based on a contract and to represent it.

44.2. The legal entity which undertakes investment management activity shall comply with requirements and conditions specified by this Law and the Commission.

44.3. The investment management company that provides services to the mutual investment fund shall have at least two full time investment advisors who are responsible for its function for conducting investment management.

44.4. The volume and prudential ratio between the investment management company charter capital versus assets of the investment fund under its management shall be determined by the Commission.

44.5. A shareholder holding more than 10% of the total shares of the investment management company and its authorized officials and securities investment advisors who will manage assets of the investment fund shall be a person whom the Commission considers as fit and proper; but shall be prohibited from being any of the following legal persons:

44.5.1. three years have not passed since their special permit was terminated due to a violation when he/she worked as a governing person for the investment management company, custodian, bank and securities sector;

44.5.2. one year has not passed since he/she was charged with an administrative penalty due to breach while employed in insurance, finance, banking and securities sector; and

/This paragraph was amended by the law as of December 4, 2015/

44.5.3. a person who has committed a state or economic crime and is convicted of it.

44.6. A securities investment adviser of the investment management company shall be specialized in investment fund's operations and shall be covered by the professional liability insurance.

44.7. An investment management company may undertake activities specified by this Law only in simultaneously with the following activities:

44.7.1. management of investment fund assets;

44.7.2. management of securities;

44.7.3. management of private pension fund assets;

44.7.4. management of reserve capital insurance company; and

44.7.5. other activities permitted by law.

44.8. An investment management company shall have the following common obligations:

44.8.1. to keep the investment fund's assets in the custody of the custodian, which provides investment management services (to the fund);

44.8.2. to submit immediately a copy of all supplementary financial documents related with the movements of investment fund's assets to the certified public accountant and custodian upon its issuance or receipt;

44.8.3. to submit specified reports and information to the Commission in a specified form and within a determined period;

44.8.4. to disclose relevant information to the public and to the fund's members depending on the types of investment fund;

44.8.5. not to make changes to its charter capital, shareholders, governing person and representatives without the permission of the Commission;

44.8.6. to enter an auditing contract with the audit company which is registered with the Commission on issuing an audit opinion; and

44.8.7. to comply other requirements set by this Law and the Commission.

Article 45. Granting, suspension, restoration and termination of the special permits

45.1. In addition to the documents specified in Article 27.2 of the Security Market Law, the following documents shall be submitted upon the request for the special permits of investment management operations:

45.1.1. copy of an applicant entity's charter and information on structure and administration of legal entity;

45.1.2.feasibility study prepared with the condition to cover at least more than a one-year period of operation of investment management activity;

45.1.3.information on fit and proper requirement fulfillments of the authorized officials such as applicant legal entity's membership of the board, internal auditing committee and executive management, in respect of education, professional experience and criminal records;

45.1.4.education, professional experience and criminal records of the investment advisors;

45.1.5.latest financial statements or audited reports if other activities were undertaken previously; and

45.1.6.information on shareholders who holds more than five percent of the total issued shares of the applicant legal entity, if shareholder is an individual, their education and professional experiences; if it is legal entity, their operations and latest financial report.

45.2.The Commission shall make decisions on whether to grant special permits for investment management activities within 30 days upon receipt of applications.

45.3.The Commission may refuse to grant special permits based on the following grounds:

45.3.1.shareholder or authorized official of the investment management company considered as not fulfilling the fit and proper requirement;

45.3.2.it is determined that it is a related party with the conductor of activities specified in Articles 24.1.1, 24.1.2, 24.1.5, 24.1.10, 24.1.15 – 24.1.17 of the Law on Securities Market;

45.3.3.the related party of the shareholder or authorized official is considered to be a shareholder or authorized official of the conductor of the activities specified in Articles 24.1.1, 24.1.2, 24.1.5, 24.1.10, 24.1.15 – 24.1.17 of the Law on Securities Market;

45.3.4.the applicant legal entity is considered to be a related party that operates other types of activity for profit which may conflict with the investor's rights and interests, or running such activities simultaneously; and

45.3.5.other grounds specified in this Law.

45.4.If the Commission has made a decision to refuse granting special permits, the decision shall be delivered to the applicant within five business days; and refusal grounds and reasons shall be stated in that decision.

45.5.After the Commission has granted a special permits to conduct in investment management activities, if the grounds specified in Article 45.3 of this Law are determined, the special permits of the investment management company may be suspended.

45.6.The decision to suspend special permits on undertaking investment management activities issued by the Commission shall clearly specify period for remedying violations, as well as fulfillment, tasks to be performed during that period.

45.7.The Commission shall restore the special permits, if violations are cleared, duties are fulfilled, tasks are duly complied within specified periods and no other grounds restricting the restoration of the special permits were defined.

45.8.Restoration of the special permits shall not serve as grounds for extension of the initially granted validity period of the special permits.

45.9.The failure to clear violations or fulfillment of the duties and tasks within period specified in Article 45.6 of this Law, shall serve as grounds to terminate the special permit.

45.10.The Commission shall revoke the special permit based on following grounds:

45.10.1.if, an investment management company or its shareholders or governing officials misused investment fund assets for which it provides service, or defalcated its assets or conduct of fraudulent acts are proven;

45.10.2.conduct of acts with conflicts of interest by the investment management company or by its officials violating the law and charter of the investment fund are proven;

45.10.3.unit rights of private investment funds are offered publicly;

45.10.4.non-compliance of information disclosure obligations for the Commission, public and investors are violated several times;

45.10.5.the conduct of economic crime by an investment management company's shareholder which holds more than 10 percent of shares and/or its governing official is proven by the court.

45.11.Revocation of the special permits of the investment management company by the Commission shall serve as grounds for transfer of investment fund asset's management to another authorized investment management company or if that is impossible to do so, to liquidate that particular fund.

Article 46.Prohibited operations and other activities of investment management company

46.1.The following activities shall be prohibited for the legal entity which undertakes investment management company operation and its governing officials:

46.1.1.disposal of investment fund assets for proposes not stated in the investment policy document of the investment fund;

46.1.2. entering into transaction which will cause violation of this Law and prudential ratio criteria and requirements determined by the Commission;

46.1.3. transfer of investment fund assets to others for free;

46.1.4. entering into a transaction with the obligation to transfer assets which has been not transferred to asset of the investment fund;

46.1.5. use investment fund assets for payment of its own, or third-party debts or as of pledge or as of guarantee;

46.1.6. invest investment fund assets into prohibited items, by violating laws, regulation and investment policy or exceed determined limits;

46.1.7. transfer investment fund's assets into one's own ownership without payments by method and forms other than service payments and bonuses specified in Article 28 of this Law;

46.1.8. create the impossibility of distinguishing ownership of the investment fund's assets without separating own assets from the investment fund assets;

46.1.9. creation of a unified interest by purchasing shares of the legal entity which provides custodian or other services, to the investment fund provided by the investment management company.

46.2. If the investment management company does not perform of its obligations under the contract or does not fulfill them properly, the investment fund shall have a right to terminate the contract and to enter a service contract with another investment management company.

46.3. In case of termination of an agreement on investment management, the investment management company which provided services shall transfer the following documents to the succeeding investment management company without any payment:

46.3.1. charter, the special permits, certificate of the investment fund and other documents related with the legal entity;

46.3.2. documents related to the rights to undertake management of the investment assets and disposal;

46.3.3. agreements and transaction entered by or on behalf of the investment fund;

46.3.4. all original versions of the financial documents of the investment fund including accounting records and financial statements along with the electronic data.

46.4. Unless otherwise stated in the law and/or in the charter of the investment fund, an investment management company shall continue providing services without any disruption until entry into agreement with the succeeding investment management company in accordance with Article 46.2 of this Law.

46.5. Investment management company which provides asset management services may refuse to perform its contractual obligations based on the grounds stated in this Law or the agreement entered with the investment fund.

46.6. Investment management company shall inform the Board of Directors of the fund and the Commission in writing 60 days prior to suspending/ceasing of its obligations under the agreement on asset management.

46.7. Within five days from suspension of performing obligations, assets and all documents of the fund shall be transferred to the succeeding investment management company.

46.8. It is prohibited for an investment management company to include, any provision stating the investment company providing services is not be responsible for damages caused to the fund due to breach of its contractual obligations, in the documents and charter of the fund. If such provision is included, it will be considered as invalid.

46.9. Service payments for the investment management company shall be paid in accordance with an agreement on asset management.

46.10. Investment management company shall be responsible for the loss and damages caused to others during its provision of asset management services upon trust to the investment fund due to its intentional or unintentional acts and losses caused to the investment fund due to breach of investment policy.

Article 47. Asset management

47.1. Period of an agreement on asset management shall be equal to the period of the investment fund stated in the charter of the fund.

47.2. An investment management company and its employees who manage assets shall be responsible for the following:

47.2.1. carrying out asset management pursuant to the legal interests and rights of investors;

47.2.2. bookkeeping accounting records of the investment fund's assets, portfolio related financial reports, accounting books separately from its own assets in accordance with the regulations determined by the Commission;

47.2.3. disclosing reports and information necessary for investors;

47.2.4. transferring of securities payments in accordance with the regulations;

47.2.5.implementing tasks and instructions issued by the Commission for the purpose of protecting investor rights and legal interests.

47.3.The template agreement on asset management shall be approved by the Commission.

47.4.A copy of the agreement on asset management shall be attached to the fund's prospectus of unit rights.

CHAPTER NINE

INVESTMENT FUND ASSET CUSTODY

Article 48.Custodian Activity

48.1.Registration and custody of the investment fund's assets shall be conducted by the legal entity with special permit to carry out custodian service under the asset custody contract entered with the investment fund.

48.2.The Commission may grant a special permit to conduct custodian service to a bank that fulfills the following conditions and requirements:

48.2.1.financial prudential criteria determined by the Commission;

48.2.2.provided professional human resource and technical conditions to conduct custodian activity;

48.2.3.executive officers and management members are fit and proper person;

48.2.4.no insolvency, termination, suspension proceedings, or debt payment issue over 25 percent of its equity of legal entity that made the request;

48.2.5.regulations defined in the Articles 48.6 and 48.7 of this law have been reviewed by the Commission.

48.3.A custodian shall be prohibited from providing simultaneous investment management and custodian services to the same investment fund.

48.4.The following individuals shall be prohibited from employment as a management member of the legal entity that undertakes custodian activity:

48.4.1.three years have not passed since termination of the special permit due to breach, of which he or she was employed as an executive manager, which conducts investment fund management, other activities at the regulated securities market, bank and other financial institutions which provide loan or insurance services.

48.4.2.one year has not been passed since the penalty stated in the Law on Infringement was imposed during conducting regulated activities in the financial and securities market;

/This paragraph was amended by the law as of December 4, 2015/

48.4.3.received criminal punishments for conduct of economic and criminal cases against the state.

48.5.The Commission shall conduct granting, suspension, recovery or revoking, termination of the special permits in accordance with the common regulations determined by the Law on Securities Market.

48.6.Common regulations for undertaking custodian activities shall be determined by the Commission and a custodian shall register with the Commission the company's charter and set of regulations related to the provision of custodian services.

48.7.The set of regulations related to the provision of custodian services specified in Article 48.6 of this Law shall include of the following procedures:

48.7.1.internal regulations on undertaking custodian activity;

48.7.2.forms and guidelines for the initial financial documents of the custodian activity and its reports to be delivered to the customers;

48.7.3.regulation on conducting supervision of implementation of this Law and other legislation, rules and guidelines approved by the Commission for the investment management company's course of registration of fund's assets, determining net asset and unit right's value of the investment fund and disposing investment fund assets, which are under its custody;

48.7.4.internal regulation of permanent supervision on fulfillment of requirements imposed for the custodian activity;

48.7.5.regulation on prevention and supervision on conducting transactions with conflicts of interest.

Article 49.General power and duties of Custodian

49.1.A custodian shall have a general power to undertake registration of the investment fund's assets and take them into its custody, to exercise supervision over the assets pursuant with laws, regulations and agreements, and to provide relevant information (to clients) in its capacity of an independent third party.

49.2.A custodian shall have the general duty to work for the interests of the investment fund's members/investors who own unit rights of the investment fund.

49.3.A custodian shall carry out the following functions in relation to the assets of an investment fund:

49.3.1.to take into its custody assets of the investment fund under the asset custody contract of the investment fund and conduct safekeeping;

49.3.2.to receive and archive initial supporting documents related to the investment fund's assets as well as to archive the original copy of the main documents related to the immovable property of an investment fund;

49.3.3.to conduct specific registration of the investment fund's unit rights;

49.3.4.to exercise supervision over compliance of the asset management services by the investment management company with the asset management agreement in its capacity of a third party; exercise supervision over managing of the investment fund's assets by the investment management company and execute decisions made by the asset management company to transfer the fund's securities;

49.3.5.to exercise supervision over accuracy of the investment fund's netasset value, volume, book value of the unit rights and number of unit rights sold and bought back;

49.3.6.to provide information specified in the laws, regulations, and charter of the investment fund to the members of the investment fund, investment management company and other authorized body;

49.3.7.to provide information to the investment management company necessary for the preparation of information to be delivered to the investment fund members or to the public; and provide information and report delivery service for the investment fund's members on a contractual basis;

49.3.8.to comply with other requirements specified by this Law and other regulation approved by the Commission.

49.4.A custodian shall be obliged to inform the Commission within three days, if it has detected a breach of conduct under this Law, regulations approved by the Commission, the fund's charter and regulations, and investment policy by the investment management company and its officials.

49.5.Unless otherwise stated in the asset custody agreement, the custodian shall not have the power to use or to dispose of investment fund's assets; and pursuant to the asset custody agreement, the custodian shall have a right to receive a fee for its custody services. A custodian shall not be obliged to pay interest for the assets taken in its custody.

49.6.The financial instruments and rights certified by such instruments, which are in possession of the investment fund shall be registered by a custodian in the separate accounts.

49.7.In addition to custodian activities, a custodian may undertake other regulated activities of the securities market not prohibited by law, in this case, the custodian activity shall be organized into a separate unit within the custodian's overall organizational structure.

49.8.A custodian may provide services specified in Article 48.1 of this Law for the investment management company which undertakes asset management accumulated in the private pension funds and reserve funds of the insurance companies.

49.9.A custodian may also provide advice to others on custodian activities, provide information on its structure, payment of the activity and simultaneously provide accounting record of the investment fund and member registration services of the mutual investment fund.

49.10.Only one custodian shall provide custodian service per each investment fund.

Article 50.Agreement on Asset Custody

50.1.An agreement on asset custody shall include the following matters:

50.1.1.registration of all assets of the investment fund; if the assets are located overseas, methodology on how to include the registration of those assets;

50.1.2.registration of the investment fund's unit rights and ownership of the unit rights in accordance with the laws and the investment fund's charter;

50.1.3.how to manage process of expenditure the investment fund's assets and how to execute transactions;

50.1.4.conducting asset valuation in relation to the investment fund's asset registration in accordance with compliance methodology specified by this Law and the fund's charter;

50.1.5.conducting supervision over the use of the investment fund's revenues in accordance with the proposals stated in the laws and in the fund's charter;

50.1.6.execution of task without any delay, provided by the fund and investment management company in relation to the investment fund assets, if those tasks have no conflict with this Law and fund's charter;

50.1.7.on asset custody service fees and regulation on its payment procedure;

50.1.8.others.

50.2.It shall be prohibited to include any provision on limiting or releasing the obligations and liability of the investment management company and Custodian stated in this Law, the fund's charter and the Agreement on Asset Custody.

Article 51.Termination of Agreement on Asset Custody

51.1. Agreement on asset custody entered with the investment fund shall terminate on the following occasions:

51.1.1. in cases stated in the agreement, from the date mutually agreed by parties;

51.1.2. in cases of liquidation of the investment fund, from the date of completion liquidation procedure;

51.1.3. in cases of terminating the special permit on undertaking custodian activity, from the date of the decision became effective;

51.1.4. in case of liquidation of the custodian, from the date of the decision was issued;

51.1.5. from the last day of the agreement period.

51.2. In case of termination of the agreement on asset custody and other agreements entered with the custodian, an investment fund and an investment management company which manages the assets of the investment fund shall immediately inform the Commission, and the notification shall be specify the grounds and reasons for such termination of the agreement.

Article 52. Supervision over Disposal of Investment Fund Assets

52.1. The Custodian, which provides asset custody service, shall conduct supervision on performance of the obligations of the investment management company such as whether it performs its duties pursuant to this Law, other legislation, regulations, guidelines approved by the Commission, the investment fund's charter, (internal) regulation on asset management and investment policy.

52.2. If transfer or any other form of disposal of the fund's assets shall be in violation of this Law, other legislation, regulations, guidelines approved by the Commission, the investment fund's charter, investment policy, agreements entered with the investment fund and regulations on conducting fund asset's trust management, the Custodian shall be prohibited from providing approval or executing such asset transfer.

52.3. If the custodian is in violation of its obligations specified in this Article, the Custodian shall be liable to the members of the investment fund together with the investment management company.

CHAPTER TEN

STATE REGULATION OF INVESTMENT FUNDS

Article 53. State Central Administrative Body in Charge of Finance and Budget Matters

53.1. The state central administrative body in charge of finance and budget matters shall exercise following authorities in respect with investment fund:

53.1.1. determining state policy on investment funds along with other central state administrative bodies and the Commission, pursuant with the unified investment and economic policy;

53.1.2. cooperating with the Commission and supporting its activities;

53.1.3. other authorities specified by law.

Article 54. State Body in charge of Regulating Investment Funds

54.1. The Commission shall be the body that regulates and supervises investment funds.

54.2. Any person connected with the investment fund's operations shall comply with decisions of the Commission issued for the purpose of implementing legislation on investment funds.

Article 55. Authority of the Commission

55.1. The Commission shall exercise the following authorities regarding an investment fund:

55.1.1. proposing improvements of the investment legislation and ensuring implementation of the applicable legislation;

55.1.2. adopting and enforcing regulations binding on persons connected with operations of an investment fund for the purpose of ensuring the implementation of the investment fund legislation;

55.1.3. if necessary, taking measures to ensure fairness, efficiency, competitiveness and transparency in the investment fund's operations;

55.1.4. determining conditions and requirements for special permits on undertaking investment fund's operations, granting, extending, suspending, reinstating and revoking of special permits;

55.1.5. supervising investment fund's operations, issuing orders, tasks and instructions for the remedy of violations discovered during inspections and imposing sanctions;

55.1.6. determining whether candidates for the management of the investment fund are fit and proper, approving them to act as a governing person and taking measures to remove those who are not fit and proper from the management role;

55.1.7. granting permission for trading of the investment fund's securities in Mongolia, suspending the trade temporarily, suspending transactions related with the securities and canceling registration of securities;

55.1.8. regulating and monitoring the activities of an investment fund;

55.1.9.adopting regulations on merger and acquisition of an investment fund;

55.1.10.other authority specified by Law.

Article 56.Issuing Orders/tasks

56.1.The Commission shall have the authority to assign tasks to regulated entities regarding an investment fund and its operations of in the following circumstances:

56.1.1.where it has become necessary to protect the interests of investors;

56.1.2.where it has been determined that its (investment fund's) governing persons have not met fit and proper criteria;

56.1.3.where circumstances have arisen which may lead to potential violations of investment fund legislation or binding regulations issued by the Commission;

56.1.4.where information has been released or disclosed to the public that is false, misleading, incorrect, or contradictory; or

56.1.5.in such other circumstances considered by the Commission as necessary to protect the interests of investors.

56.2.Orders/tasks assigned by the Commission may have content specified in Article 66.2 of the Law on Securities Market.

56.3.Orders/tasks specified in Article 56.1 of this Law shall be valid during the period determined by the Commission.

56.4.A person who receives an order/task of the Commission shall obliged to fulfill the with order/task within the scheduled period and report its compliance to the Commission in accordance with the applicable procedures.

CHAPTER ELEVEN

MISCELLANEOUS

Article 57.Liabilities for Violators of the law

57.1.If an act by an official in breach of this Law is not criminal in nature, liabilities specified in the Law on Civil Service shall be imposed.

57.2.A person or legal entity that violates this Law shall be subject to liabilities under the Criminal Code or the Law on Violations.

/This article was modified by the law as of December 4, 2015/

Article 58.Entry into Force

58.1.This Law shall come into force on January 1, 2014.

THE Chairman of the State Great Khural OF MONGOLIA Z.Enkhbold