

**VIETNAM INFRASTRUCTURE LIMITED**  
**EXTRAORDINARY GENERAL MEETING**

**FORM OF PROXY**

I/We \_\_\_\_\_  
(block capitals please)

Of \_\_\_\_\_  
being (a) holder(s) of Ordinary Shares in the above-named Company hereby appoint the Chairman of the Meeting, or (see Note 2) \_\_\_\_\_  
as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at 3.00 p.m. (Hong Kong time) on 19 June 2015 at Conrad Hotel, One Pacific Place, Pacific Place, 88 Queensway, Hong Kong and at any adjournment thereof and thereat to vote as indicated below.

**Number of Shares held:**

**Form of Shareholding:** Euroclear / Clearstream / Book Register  
(\*circle as appropriate)

**Dated:** 2015

Signature(s).....

**Completed proxies must be returned to the Fund's Administrator by mail or by facsimile no later than 6.00 p.m. (Singapore Time) on 16 June 2015, as follows:**

**By Mail:** Standard Chartered Bank  
Level 3  
7, Changi Business Park Crescent  
Singapore 486028  
Attn: Securities Services – Fund Services

**By Facsimile:** + (65) 6305 1760  
Attn: Securities Services – Fund Services

Please indicate with an X in the spaces below how you wish your vote to be cast.

1. **Ordinary resolution** that, with effect from such time and date as shall be determined by the board of directors of the Company (the "Board") in its sole discretion (but not being later than 30 September 2015) (the "Effective Date"): (a) 5,000,000,000 ordinary shares of US\$0.01 par value each in issue or otherwise in the authorised share capital of the Company be designated as Private Equity Shares (each, a "Private Equity Share") and the remaining 5,000,000,000 ordinary shares of US\$0.01 par value each in the authorised share capital of the Company be designated as Listed Portfolio Shares (each, a "Listed Portfolio Share") so that the authorised share capital of the Company is US\$100,000,000 divided into 5,000,000,000 Private Equity Shares of US\$0.01 par value each, having the rights as set out in the Amended Articles (as such term is defined in Resolution 3 below) and 5,000,000,000 Listed Portfolio Shares of US\$0.01 par value each, having the rights as set out in the Amended Articles (as defined below) (the "Designation"); (b) the Company effect a bonus issue of Listed Portfolio Shares by capitalising an amount up to US\$5,000,000 standing to the credit of the Company's share premium account, and applying such sum towards the allotment and issue of up to 500,000,000 Listed Portfolio Shares, in each case credited as fully paid, to the members appearing on the register of members of the Company as holders of Private Equity Shares on a one for one basis in proportion to the number of Private Equity Shares held by them respectively as at a record date determined by the Board in their sole discretion but not being later than 30 September 2015 (the "Bonus Issue"); and (c) each of the Directors of the Company be authorised, approved and directed on behalf of the Company, to execute such further documents and take such further actions as each such Director shall deem necessary, appropriate or advisable in order to carry out the intent and purposes of the Bonus Issue and/or Designation and any and all actions taken by any Director of the Company with respect to the Bonus Issue and/or the Designation (including their prior execution and delivery of any document by a Director) be ratified, approved and confirmed and adopted in all respects.

FOR	AGAINST	VOTE WITHHELD

	FOR	AGAINST	VOTE WITHHELD
2. <b>Ordinary resolution</b> that subject to Resolution 1 above being passed, the First Repurchase Proportion Increase (as defined in the circular to shareholders dated • May 2015)(the "Circular") be and is hereby approved.			
3. <b>Special resolution</b> that, with effect from the Effective Date (as defined in Resolution 1), the Memorandum and Articles of Association of the Company currently in effect be amended and restated by the deletion in their entirety and the substitution in their place of the Amended and Restated Memorandum and Articles of Association in the form annexed to the Notice of EGM and the Circular (the "Amended Articles").			

## Notes

1. *All members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy.*
2. *If any other proxy is preferred, delete the words "the Chairman of the Meeting or," insert the name of the proxy you wish to appoint and initial the alteration. A proxy need not be a member of the Company.*
3. *In the case of a corporation this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing.*
4. *In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members.*
5. *If this form of proxy is returned duly signed but without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes and whether or not he abstains from voting.*
6. *To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is executed (or a notarially certified copy of such power of attorney) must be deposited with*

**Standard Chartered Bank**  
**Level 3**  
**7, Changi Business Park Crescent**  
**Singapore 486028**  
**Attn: Securities Services – Fund Services**

***By no later than 6.00 p.m. (Singapore Time) on 16 June 2015.***

*The Company will also accept faxed copies of completed proxies sent to*

**+ (65) 6305 1760**  
**Attn: Securities Services – Fund Services**

***provided that such proxies are received by no later than 6.00 p.m. (Singapore Time) on 16 June 2015.***

7. *Any alterations made in this form of proxy should be initialled.*
8. *Appointment of a proxy will not preclude a member from attending and voting in person should he subsequently decide to do so.*