

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**WHEN CONSIDERING WHAT ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK INDEPENDENT FINANCIAL ADVICE FROM YOUR FINANCIAL ADVISER.**

If you have sold or otherwise transferred all of your Shares in Vietnam Infrastructure Limited (the "**Company**"), please send this document and the accompanying Form of Proxy, as soon as possible, to the purchaser or transferee or to the other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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# **VIETNAM INFRASTRUCTURE LIMITED**

*(an exempted company incorporated in the Cayman Islands with registration number CR-124038)*

## **Notice of Annual General Meeting**

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NOTICE of the second Annual General Meeting ("**AGM**") of the Company to be held at 11:00 a.m. local time on Tuesday 24 November 2015 at the offices of Edmond de Rothschild, 4 Carlton Gardens, London, SW1Y 5AA, United Kingdom is reproduced on pages 7 to 9 of this document.

A Form of Proxy for the purpose of voting FOR or AGAINST the Resolutions accompanies this document and, to be valid, must be completed and returned in accordance with the instructions set out thereon as soon as possible by mail or by facsimile but in any event so as to reach:

Standard Chartered Bank

Level 3,

7, Changi Business Park Crescent

Singapore 486028

**Attn:** Securities Services – Fund Services

or

By facsimile:

+ (65) 6305 1760

**Attn:** Securities Services – Fund Services

**by no later than 6:00 p.m. (Singapore time) on 20 November 2015**

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## **ACTION TO BE TAKEN BY SHAREHOLDERS**

**PLEASE COMPLETE AND RETURN THE FORM OF PROXY TO INDICATE HOW YOU WISH TO VOTE AT THE AGM.**

Complete and return the Form of Proxy for the AGM as soon as possible and in any event not later than **6:00 p.m. (Singapore time) on 20 November 2015**

**The Board recommends that Shareholders vote FOR all Resolutions proposed at the AGM.**

Forms of Proxy must be completed and returned in accordance with the instructions set out thereon as soon as possible by mail or by facsimile but in any event so as to reach:

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

or

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

**by no later than 6:00 p.m. (Singapore time) on 20 November 2015**

If Shareholders have any queries regarding the completion of the Form of Proxy please contact Mr Jonathon Trewavas of VinaCapital Investment Management Limited, by telephone on +84 8 3821 9930 or by e-mail at [jonathon.trewavas@vinacapital.com](mailto:jonathon.trewavas@vinacapital.com). Please note that the Investment Manager can only give procedural advice and is not authorised to provide Shareholders with investment advice.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of Forms of Proxy	6:00 p.m. (Singapore time) on 20 November 2015
Time and date of AGM	11:00 a.m. on 24 November 2015
Announcement of results of the AGM	24 November 2015

*If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by announcement through a Regulatory Information Service.*

## LETTER FROM THE CHAIRMAN

### VIETNAM INFRASTRUCTURE LIMITED

*(incorporated in the Cayman Islands, with registered company number CR – 124038)*

*Directors:*

Rupert Carington (Chairman)  
Luong Van Ly  
Ekkehard Goetting  
Robert Binyon  
Paul Garnett

*Registered office:*

PO Box 309  
Ugland House  
Grand Cayman  
KY1 - 1104  
Cayman Islands

23 October 2015

Dear Shareholders

The financial statements of the Company for the financial year ended 30 June 2015 were published on 16 October 2015 and have also been posted on the Company's website at [www.vinacapital.com/vni](http://www.vinacapital.com/vni).

The AGM will be held on Tuesday 24 November 2015 at the offices of Edmond de Rothschild, 4 Carlton Gardens, London, SW1Y 5AA, United Kingdom and will commence at 11:00 a.m. (local time).

The Board of Directors consider that all of the proposed Resolutions set out in the Notice of AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of all the Resolutions. Explanatory notes on each Resolution to be considered at the AGM are set out on page 9.

The AGM provides an opportunity for you to ask questions about the business set out in this Notice of AGM and to raise other matters about the business of the Company. I will endeavour to ensure that discussions are kept relevant and that as many Shareholders as possible have the opportunity to speak.

I do hope that you will be able to attend the AGM and I look forward to seeing you.

Yours faithfully

Rupert Carington  
Chairman

## DEFINITIONS

"Articles"	the articles of association of the Company;
"Board" or "Directors"	the board of directors of the Company;
"Clearstream"	the system of paperless settlement of trades and the holdings of shares without share certificates administered by Clearstream Banking S.A.;
"Company"	Vietnam Infrastructure Limited;
"Euroclear"	the system of paperless settlement of trades and the holding of shares without share certificates administered by Euroclear Bank SA;
"Annual General Meeting" or "AGM"	the annual general meeting of the Company convened for 11:00 a.m. local time on 24 November 2015 at the offices of Edmond de Rothschild, 4 Carlton Gardens, London, SW1Y 5AA, United Kingdom;
"Form of Proxy"	the proxy form for use in connection with the AGM, and which accompanies this document;
"Investment Manager" or "VinaCapital"	VinaCapital Investment Management Limited;
"Notice of AGM"	the notice of AGM set out on pages 7 to 9 of this circular;
"Register"	the Company's Register of Shareholders;
"Resolutions"	the resolutions as set out in the Notice of AGM;
"Shareholder"	a holder of Shares (or, where Shares are held in Euroclear or Clearstream, the persons otherwise beneficially entitled to such Shares) and "Shareholders" will be construed accordingly;
"Shares"	means a Listed Portfolio Share in the capital of the Company of US\$0.01 par value  or  a Private Equity Share in the capital of the Company of US\$0.01 par value
"USD"	US dollars, the lawful currency of the United States of America;

**VIETNAM INFRASTRUCTURE LIMITED**  
**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the second Annual General Meeting of the Company will be held at 11:00 a.m. local time on Tuesday, 24 November 2015 at the offices of Edmond de Rothschild, 4 Carlton Gardens, London, SW1Y 5AA, United Kingdom for the purpose of considering and, if thought fit, passing the following resolutions. Resolutions 1 to 3, will be proposed as ordinary resolutions.

- |                                           |                                                                                                                                                        |
|-------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Resolution 1 – ordinary resolution</b> | To receive and adopt the Financial Statements for the year ended 30 June 2015, with the Reports of the Directors and Auditors thereon.                 |
| <b>Resolution 2 – ordinary resolution</b> | To re-elect Mr Rupert Carington as a Director of the Company.                                                                                          |
| <b>Resolution 3 – ordinary resolution</b> | To re-appoint PricewaterhouseCoopers (Hong Kong) as independent auditor to the Company and to authorise the Directors to determine their remuneration. |

Dated: 23 October 2015

*Registered Office:*  
PO Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

By Order of the Board

Standard Chartered Bank  
Level 3  
7, Changi Business Park Crescent  
Singapore 486028

*Administrator's delegate*

**NOTES:**

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him or her. A proxy need not be a member of the Company. A Form of Proxy is enclosed with this notice. Completion and return of the Form of Proxy will not preclude shareholders from attending or voting at the meeting, if they so wish.
2. 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

or

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

**by no later than 6:00 p.m. (Singapore time) on 20 November 2015**

3. A holder of the Company's shares (or the beneficial title thereto) must first have his or her name entered on the Register (or where the Company's shares are held in Euroclear or Clearstream otherwise be beneficially entitled to such shares by) not later than 11:00 a.m. (UK time) on 20 November 2015. Changes to entries in that Register after that time shall be disregarded in determining the rights of any holders to attend and vote at such meeting (or to provide voting instructions to the relevant Euroclear or Clearstream nominee).
4. Shareholders who wish to attend the AGM in person should follow normal Euroclear and/or Clearstream procedures.



## EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Resolutions 1 to 3 are proposed as ordinary resolutions.

### **Resolution 1: Financial Statements**

The Directors are proposing an ordinary resolution to receive and formally adopt the Company's financial statements for the financial year ended 30 June 2015, with the Reports of the Directors and Auditors thereon.

### **Resolution 2: Re-election of Director**

In the Company's recent circular to Shareholders the Board undertook that each independent Director will offer himself for re-election on a rotating basis whereby each Director will seek re-election at least every three years. Each Director will offer himself for re-appointment on a rotating basis whereby a third of the Board (or the number nearest to one third) shall retire at each AGM. The Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment. Accordingly, Mr Carington will retire and stand for re-election at the Annual General Meeting to be held on 24 November 2015.

### **Resolution 3: Re-appointment of Auditor**

The Board is proposing the re-appointment of PricewaterhouseCoopers as the Company's independent auditor for the 30 June 2015 financial year and to authorise the Directors to determine their remuneration.