

**VIETNAM INFRASTRUCTURE LIMITED**

**EXTRAORDINARY GENERAL MEETING**

**FORM OF PROXY**

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

Of \_\_\_\_\_  
being (a) holder(s) of Private Equity 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 2.30 p.m. (UK Time) on 9 October 2017 at Grant Thornton UK LLP, 30 Finsbury Square, London EC2P 2YU 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:** 2017

Signature(s).....

**Completed proxies must be returned to the Fund's Administrator by mail or by facsimile no later than 5.00 p.m. (Singapore Time) on 28 September 2017, 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.

	FOR	AGAINST	VOTE WITHHELD
1.			
2.			

Special Resolution that the admission to trading on AIM of the Company's private equity shares of US\$0.01 each be cancelled.

Special Resolution that, conditionally upon the passing of Resolution 1: (i) the Company be and is hereby placed into voluntary liquidation; (ii) Hugh Dickson and John Royle of Grant Thornton Specialist Services (Cayman) Limited, 10 Market Street #765, Camana Bay, Grand Cayman KY1-9006, Cayman Islands be and are hereby appointed joint voluntary liquidators of the Company (the "Joint Voluntary Liquidators"); (iii) in accordance with Order 13, Rule 9 of the Companies Winding Up Rules, 2008 (as Amended) and Section 130 of the Companies Law (2016 Revision), the Joint Voluntary Liquidators' remuneration be and is hereby approved on the combination fee basis of a fixed sum of US\$10,000 plus disbursements for executing the statutory liquidation plus time costs, at their hourly fee rates, for realising any assets, discharging any liabilities, distributing any surplus assets, or undertaking any non-statutory work; (iv) the Joint Voluntary Liquidators remuneration plus expenses reasonably and properly incurred in the winding up be paid out of the assets of the Company; (v) the Joint Voluntary Liquidators be authorised to determine, as they shall think fit, whether it is cost effective to distribute to the shareholders any surplus assets of the Company, if any, remaining after the liquidation, and if so determined shall distribute to the shareholder(s) in specie or in kind the whole or any part of the assets, remaining (whether they shall consist of cash, property of the same kind or not) and may, for such purpose set such value as the Joint Voluntary Liquidators deem fair upon any property to be distributed as aforesaid and may determine how such distribution shall be carried out pursuant to the Company's Memorandum and Articles of Association failing which the Joint Voluntary Liquidators are hereby authorised to distribute such surplus assets to The VinaCapital Foundation; (vi) the Company shall cease to carry on business as a regulated mutual fund from within the Cayman Islands from 10 October 2017 and the Joint Voluntary Liquidators be and are hereby authorised to cancel its registration as a mutual fund with the Cayman Islands Monetary Authority; and (vii) the Joint Voluntary Liquidators be and are hereby authorised to do any act considered necessary, reasonable and fair in respect of the voluntary winding up of the Company.

## 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**

*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 5.00 p.m. (Singapore Time) on 28 September 2017.***

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.*