



A.C.N. 063 656 333
A.B.N. 64 063 656 333

VIETNAM INDUSTRIAL INVESTMENTS LIMITED

29 November 2013

Internal restructure of the VII Group

Vietnam Industrial Investments Limited (**VII**) (ASX Code: VII) is pleased to announce that it proposes to internally restructure its group of companies by VII shareholders transferring 100% of the shares they hold in VII to VII's wholly owned subsidiary, Structure Steel Engineering Pte Ltd (**SSE**), and VII distributing all of its shares in SSE to VII shareholders by way of an Australian scheme of arrangement (**Scheme**).

To effect the Scheme, VII shareholders will be offered SSE shares in direct proportion to their respective shareholdings in VII. Consequently, VII shareholders will have the same percentage shareholdings in the same assets held prior to the Scheme, although shareholders will hold shares in SSE, an unlisted Singaporean company, rather than in VII, an Australian ASX listed company. Upon implementation of the Scheme, SSE will become the parent company of the VII group of companies.

Key features of the proposed internal restructure

The Scheme will be subject to the approval of VII shareholders and the Federal Court of Australia and will involve the following features:

- The proposed Scheme will not result in any changes to the management, operations, or strategy of the VII group of companies and there will be no impact on the assets and liabilities of the VII group upon completion of the Scheme.
- VII shareholders (other than ineligible foreign shareholders) will receive 1 SSE share for every 6.8 VII shares held at the Record Date (which is currently expected to be on or around 14 February 2014). Consequently, shareholders will hold shares in a Singaporean unlisted public company.
- VII will become a wholly owned subsidiary of SSE.
- SSE will become the new parent company of the VII group by way of a court approved scheme of arrangement in accordance with Australian law.
- The Scheme will only proceed if the restructure is approved by VII shareholders and the Federal Court of Australia.
- A diagram representing the VII group structure before and after the proposed Scheme is attached to this announcement.

A copy of the Scheme Implementation Agreement which sets out VII's and SSE's rights and obligations in implementing the Scheme will separately be released to the ASX.

Majority Independent Directors' recommendation

A majority of the Independent Directors of VII (namely Andrew David Walker and Alan Alexander Young) recommend that shareholders vote in favour of the Scheme and approve the Scheme at the Scheme Meeting (which is currently expected to be held on or around 4 February 2014) subject to the independent expert concluding that the Scheme is in the best interests of all VII shareholders.

Roger (Sing-Leong) Kwok, the remaining Independent Director, is supportive of VII proposing the Scheme to VII shareholders though, being unfamiliar with the individual circumstances of each VII shareholder, does not wish, having considered the potential advantages and disadvantages of the Scheme, to make a recommendation. Mr Kwok considers that it is for the VII shareholders to decide

whether to approve the Scheme based on the information disclosed in the Scheme Booklet and having regard to individual risk profiles, portfolio strategies, tax positions and financial circumstances.

Reasons for the proposed internal restructure

Key reasons which support the majority Independent Directors' recommendation that shareholders vote in favour of the Scheme, subject to the independent expert concluding that the Scheme is in the best interests of all VII shareholders, include the following:

- upon implementation of the Scheme, VII shareholders (other than ineligible foreign shareholders) will hold direct interests in SSE in proportion to their respective shareholdings in VII. SSE is expected to place the VII group in an advantageous position to raise funds in the future. The majority of Independent Directors believe that the restructured VII group domiciled in Singapore is likely to attract more foreign investment and private equity capital than an ASX listed entity which is domiciled in Australia, which would better place the VII group to fund its operations and future growth strategies with the objective of increasing shareholder value over time;
- VII's shares are thinly traded on the ASX given that VII's major shareholder, Corbyns International Limited, holds 81.75% of the issued share capital of VII and it has been difficult to raise further capital in these circumstances; and
- VII is currently incurring significant costs and administrative time by remaining listed on the ASX, complying with the ASX Listing Rules and as a result of the parent company of the VII group being domiciled in Australia. Following implementation of the Scheme, VII would be delisted from the ASX and the VII group would no longer incur this cost and administrative time.

A Scheme Booklet that sets out all information that VII shareholders will need to consider to vote on the Scheme is expected to be despatched to VII shareholders following the First Court Date, and in accordance with the below indicative timetable. The Scheme Booklet will include a Notice of Scheme Meeting and instructions on how to vote at the meeting. Shareholders will also have the benefit of an independent expert's report commenting on whether the Scheme is in the best interests of all VII shareholders.

Scheme indicative timetable

The key dates of the Scheme timetable set out below are indicative only and subject to Court availability:

Event	Timing (approximate date)
Lodge Scheme Booklet with ASIC	29 November 2013
First Court Date	19 December 2013
Scheme Meeting	4 February 2014
Second Court Date	6 February 2014
Implementation Date	By 11 March 2014

VII has retained Clayton Utz as legal advisers to the proposed internal restructure.

Released by:



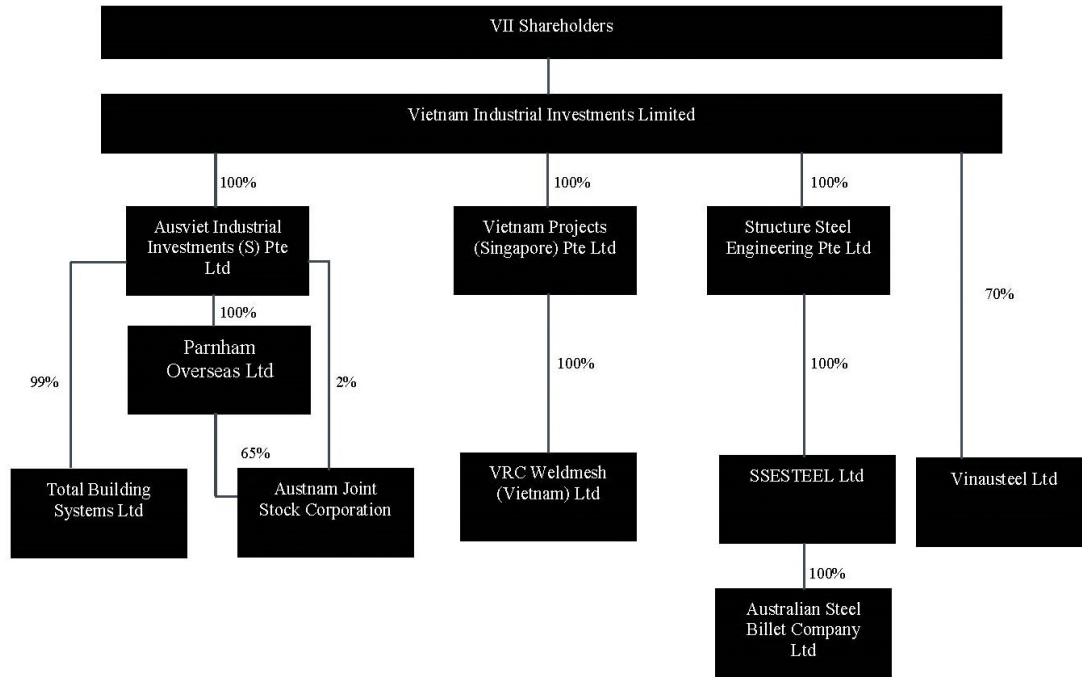
Mr Roger (Sing-Leong) Kwok
Chairman
Vietnam Industrial Investments Limited

Shareholder enquiries:

Shareholders should contact VII's Share Registry (Security Transfer Registrars) on (08) 9315 2333 (within Australia) or +61 8 9315 2333 (outside of Australia) Monday to Friday between 8.00 am and 5.00 pm (Perth time) if they have any questions in relation to the Scheme.

Attachment

The current structure of the VII Group is set out below.



The proposed structure of the VII group following implementation of the Scheme is set out below.

