
VIETNAM INDUSTRIAL INVESTMENTS LIMITED

ACN 063 656 333

**NOTICE OF ANNUAL GENERAL MEETING
AND EXPLANATORY MEMORANDUM**

The Annual General Meeting of the Company will be held at the Western Australian Chinese Chamber of Commerce Inc, 1304 Hay Street, West Perth, Western Australia 6005 on Monday 19 May 2014 at 10.00am (WST).

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 9388 0155.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Vietnam Industrial Investments Limited ("**VII**" or "**Company**") will be held at the Western Australian Chinese Chamber of Commerce Inc, 1304 Hay Street, West Perth WA 6005 on Monday 19 May 2014 at 10.00am (WST) ("**Meeting**").

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum, Proxy Form and Questions from Shareholders Form are part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company on 17 May 2014 at 10.00am (WST).

AGENDA

1. Annual Financial Report

To receive the Annual Financial Report of the Company and its controlled entities for the year ended 31 December 2013 together with a Directors' Report in relation to that financial year and the Independent Auditor's Report on the Annual Financial Report.

2. Resolution 1 – Adoption of Remuneration Report

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That the Remuneration Report contained in the Directors' Report for the year ended 31 December 2013 be adopted."

For information on the effects of this resolution, please see the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

Pursuant to section 250R of the Corporations Act, a vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) any Director, or other member of the Key Management Personnel* of the Company, details of whose remuneration are included in the Remuneration Report*; or
- (b) a Closely Related Party* of such a member.

However, a person described above may vote on this Resolution 1 if:

- (c) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on this Resolution 1 and the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above; or
- (d) the person is the Chairman voting an undirected proxy which expressly authorises the Chairman to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.

*These terms are defined in the Definitions section of the Explanatory Memorandum.

3. Resolution 2 – Re-election of Mr Alan Alexander Young as a Director

To consider, and if thought fit, to pass the following as an ordinary resolution:

"That Mr Alan Alexander Young, being a Director who retires by rotation in accordance with Article 17 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

IMPORTANT NOTES

1. For further information and explanation on the above Resolutions, please refer to the Explanatory Memorandum which accompanies this Notice of Annual General Meeting.
2. All Resolutions are required pursuant to the provisions of the Listing Rules of ASX, the Constitution of the Company or the *Corporations Act 2001* (Cth).

BY ORDER OF THE BOARD OF DIRECTORS



Patricia Williams
Company Secretary

Dated 17 April 2014

VIETNAM INDUSTRIAL INVESTMENTS LIMITED

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EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at the Western Australian Chinese Chamber of Commerce Inc, 1304 Hay Street, West Perth WA 6005 on Monday 19 May 2014 at 10.00am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

At the meeting the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management and performance of the Company.

To enable Shareholders who cannot attend the Meeting to raise issues and to assist the Board and the auditor of the Company in responding to questions, please submit any questions you may have on the Questions from Shareholders Form and return the form in person or by mail to Unit 5a, 1 Station Street, Subiaco WA 6008, Australia or by fax (61 8) 9388 9155 so that it is received no later than 12 May 2014.

As required under section 250PA of the Corporations Act, at the Meeting, the Company will make available those questions directed to the auditor received in writing by 12 May 2014, being questions which the auditor considers relevant to the content of the Independent Auditor's Report or the conduct of the audit of the Financial Report. Every endeavour will be made during the Meeting to answer questions submitted by Shareholders. However, depending on the number and types of questions received, it may not be possible to respond to every submitted question, either at or after the Meeting.

2. Annual Financial Report

The first agenda item is to receive the Annual Financial Report of the Company for the year ended 31 December 2013, comprising the Financial Report, Directors' Report and the Independent Auditor's Report. No resolution is required in respect of this agenda item. However, it provides Shareholders with the opportunity to ask questions of the Company's Directors and auditor in relation to the Company's results for the financial year.

Mr Peter Mclver of Ernst & Young, as the auditor responsible for preparing the Independent Auditor's Report for the year ended 31 December 2013, will attend the meeting.

The Chairman will allow Shareholders to ask the auditor about:

- (a) the conduct of the audit;
- (b) the preparation and content of the Independent Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

3. Resolution 1 – Adoption of Remuneration Report

The Remuneration Report sets out the Company's remuneration arrangements for Directors and senior management and is set out in the Report of the Directors in the Company's 2012 Annual Report.

Section 250R(2) of the Corporations Act requires companies to put a resolution to their Shareholders that the Remuneration Report be adopted. Under section 250R(3) of the Corporations Act, the vote on the resolution is advisory only and does not bind the Directors of the Company.

Shareholders will be given reasonable opportunity to ask questions about, or make comments on, the Remuneration Report at the Annual General Meeting.

The Board will consider the outcome of the vote on Resolution 1 and comments made by Shareholders on the Remuneration Report at the Annual General Meeting when reviewing the Company's remuneration policy.

Recent changes to the Corporations Act 2001 give Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (Two Strikes Rule).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days of the second annual general meeting) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting, it may result in the re-election of the Board.

The Company encourages all Shareholders to cast their votes on Resolution 1.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specify the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

4. Resolution 2 – Re-election of Mr Alan Alexander Young

In accordance with Listing Rule 14.4, a Director must not hold office (without re-election) past the third Annual General Meeting following the Director's appointment, or 3 years, whichever is longer.

The Constitution requires that at the Annual General Meeting, one third of the Directors for the time being or, if their number is not a multiple of three, then the next lowest number of Directors divisible by three (in any case being at least one Director), shall retire from office, and that in any event no Director will hold office for more than three years (excluding the Managing Director or, if the Company has more than one Managing Director, one of those Managing Directors as elected by the Board). The Board has determined that, of the Company's two Managing Directors, Mr Alan Alexander Young (Managing Director and Chief Operating Officer) and Mr Henry Lam (Managing Director and Chief Executive Officer), Mr Lam will be excluded from the requirement to retire by rotation. A retiring Director is eligible for re-election.

Mr Young submits himself for re-election in accordance with this requirement.

Mr Young commenced his business career in the financial industry and was engaged for several years in banking and finance. For the past 36 years, he has been involved in the administration of public companies, previously in the resources sector. Mr Young is a Board member of all the Group's operating subsidiaries in Vietnam and has devoted all of his time to VII for the past 20 years. He has not been a director of any other public company in the last three years. Mr Young is a director of Corbyns International Limited.

Resolution 2 seeks approval for the re-election of Mr Young as a Director with the effect from the end of the meeting.

The Board (other than Mr Young) recommends that Shareholders vote in favour of Resolution 2.

5. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a "proxy") to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

6. Annual Report 2013



IF NO ELECTION IS MADE ON RECEIVING A COPY OF THE ANNUAL REPORT, YOUR ANNUAL REPORT IS AVAILABLE ONLINE. SIMPLY VISIT:

www.vii.net.au

7. Definitions

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 31 December 2013.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the board of Directors.

Chairman means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party of a member of Key Management Personnel means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or of the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the Company;
- e) a company the member controls; or
- f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company means Vietnam Industrial Investments Limited ACN 063 656 333.

Constitution means the constitution of the Company as at the commencement of the Meeting.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Independent Auditor's Report means the auditor's report on the Financial Report.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of annual general meeting.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in the Notice.

Remuneration Report means the remuneration report set in the Directors' Report section of the Company's annual financial report for the year ended 31 December 2013.

Shareholder means a shareholder of the Company.

WST means Western Standard Time, being the time in Perth, Western Australia.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

PROXY FORM

The Company Secretary
Vietnam Industrial Investments Limited

By delivery:

Unit 5a,
1 Station Street
SUBIACO WA 6008

By post:

PO Box 739,
Subiaco WA 6904

By facsimile:

+61 8 9388 9155

**Name of
Shareholder:**

**Address of
Shareholder:**

**Number of Shares
entitled to vote:**

Please mark to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the Meeting.

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/We being Shareholder/s of the Company hereby appoint:

**The Chairman of
the Meeting (mark
box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Meeting to be held at 10am (WST) on Monday, 19 May 2014, at the Western Australian Chinese Chamber of Commerce, Inc, 1304 Hay Street, West Perth WA 6005 and at any adjournment or postponement of that Meeting.

Important – If the Chairman of the Meeting is your proxy or is appointed your proxy by default

The Chairman intends to vote all available proxies in favour of each of the Resolutions. If the Chairman is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolution 1, you will be authorising the Chairman to vote in accordance with the Chairman's voting intentions on Resolution 1 even if Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

Step 2 - Instructions as to Voting on Resolutions

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Alan Alexander Young as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Authorised signature/s

This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate 'Certificate of Appointment of Representative' should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Perth office of the Company (Unit 5a, 1 Station Street, Subiaco, Western Australia 6008 or by post to PO Box 739 Subiaco, Western Australia 6904 or by facsimile (08) 9388 9155 if faxed from within Australia or +61 8 9388 9155 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting (WST).

VIETNAM INDUSTRIAL INVESTMENTS LIMITED
ACN 063 656 333

Please complete and return by 12 May 2014

Questions from Shareholders Form

Please complete the following details and return to PO Box 739, SUBIACO WA 6904, by facsimile to (61 8) 9388 9155 or by email to administrator@vii.net.au

Name: _____

Address: _____

Suburb: _____

Telephone: _____

Shareholder Questions (including audit related)

Signature: _____

Date: _____

