



A.B.N. 64 063 656 333

## VIETNAM INDUSTRIAL INVESTMENTS LIMITED

12 April 2019

Company Announcements Office  
ASX Limited  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sirs

### **ANNUAL REPORT 2018 AND NOTICE OF ANNUAL GENERAL MEETING TO SHAREHOLDERS**

The Company wishes to advise that the following documents will be despatched this afternoon to security holders:

- Annual Report for the year ended 31 December 2018;
- Notice of Annual General Meeting together with the Explanatory Memorandum, Proxy Form, and Questions from Shareholders Form

Two (2) copies of the Annual Report 2018 will be sent to the ASX Perth Branch.

Yours faithfully

**PATRICIA WILLIAMS**  
**Company Secretary**

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**VIETNAM INDUSTRIAL INVESTMENTS LIMITED**

**ACN 063 656 333**

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**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 Wednesday 29 May 2019 at 10.00am (WST).**

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*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 6141 3244.***

**VIETNAM INDUSTRIAL INVESTMENTS LIMITED**  
**ACN 063 656 333**

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**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the annual general meeting of shareholders of Vietnam Industrial Investments Limited (**Company**) will be held at the Western Australian Chinese Chamber of Commerce Inc, 1304 Hay Street, West Perth WA 6005 on Wednesday 29 May 2019 at 10.00am (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form 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 on 27 May 2019 at 5.00pm (WST).

**AGENDA**

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**1. Annual Financial Report**

To receive the Annual Report of the Company and its controlled entities for the year ended 31 December 2018 together with a Directors' Report in relation to that financial year and the Independent Auditor's Report.

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**2. Resolution 1 – Adoption of Remuneration Report**

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

*"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report on the terms and conditions in the Explanatory Memorandum."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity):

- (a) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution and expressly

authorises the Chairman to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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**3. Resolution 2 – Re-election of Mr Jonathan Heath Stuart Murray as a Director**

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

*"That, for the purpose of Clause 14.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Jonathan Heath Stuart Murray, being a Director, retires by rotation and being eligible, is re-elected as a Director."*

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

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

*"That, for the purpose of Clause 14.2 of the Constitution, and for all other purposes, Mr Alan Alexander Young, being a Director, retires by rotation and being eligible, is re-elected as a Director."*

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**IMPORTANT NOTES**

For further information and explanation on the above Resolutions, please refer to the Explanatory Memorandum which accompanies this Notice.

**BY ORDER OF THE BOARD OF DIRECTORS**



**Patricia Williams  
Company Secretary**

Dated 2 April 2019

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# VIETNAM INDUSTRIAL INVESTMENTS LIMITED

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## EXPLANATORY MEMORANDUM

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### 1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the Western Australian Chinese Chamber of Commerce Inc, 1304 Hay Street, West Perth WA 6005 on Wednesday 29 May 2019 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.

A Proxy Form is attached to this 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 and discuss the Annual Report, which is available online at [www.vii.net.au](http://www.vii.net.au).

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 Vietnam Industrial Investments Limited, Level 24 Allendale Square, 77 St. Georges Terrace, PERTH WA 6000 or PO BOX Z5343, ST GEORGES TERRACE WA 6831 or by facsimile to +61 (8) 6141 3101 so that it is received no later than 22 May 2019.

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 22 May 2019, 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.

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### 2. Annual Report

In accordance with section 317(1) of the Corporations Act, the first agenda item is to receive the Annual Report. No resolution is required in respect of this agenda item. However, it provides Shareholders with the opportunity to ask questions of the Directors and auditor in relation to the Company's results for the financial year.

A representative of Ernst & Young, as the auditor responsible for preparing the Independent Auditor's Report for the year ended 31 December 2018, 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.

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### 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 Directors' Report in the 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. If Resolution 1 is not passed the Directors will not be required to alter any of the arrangements in the Remuneration Report.

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

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

Shareholders will have the opportunity to remove the Board (except the Managing Director) 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 the 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.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Two Strikes Rule is not relevant for this Annual General Meeting.

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, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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## **4. Resolution 2 – Re-election of Mr Jonathan Heath Stuart Murray**

In accordance with ASX Listing Rule 14.4, a Director (other than managing 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 sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting. Mr Murray submits himself for re-election in accordance with this requirement and seeks re-election.

Mr Murray was appointed as a Director on 19 January 2016 and last re-elected by shareholders on 27 May 2016.

### **Qualifications**

Mr Murray is a partner at independent law firm Steinepreis Paganin based in Perth, Western Australia. His specialist areas of practice include equity capital markets, mergers and acquisitions, corporate strategy and governance. He graduated from Murdoch University in 1996 with a Bachelor of Laws and Commerce (majoring in Accounting) and has over 20 years of legal experience. He is currently a non-executive director of ASX listed companies Peak Resources Limited and Hannans Limited. Mr Murray is the Chairman of VII's Audit Committee.

### **Independence**

If re-elected the Board considers Mr Murray will be an independent director.

### **Board recommendation**

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

The Board (other than Mr Murray) supports the re-election of Mr Murray and recommends that Shareholders vote in favour of Resolution 2.

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## **5. Resolution 3 – Re-election of Mr Alan Alexander Young**

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting. Mr Young submits himself for re-election in accordance with this requirement and seeks re-election.

Mr Young was appointed as a Director on 22 February 1994 and last re-elected by shareholders on 26 May 2017.

### **Qualifications**

Mr Young held the position of Managing Director (Chief Operating Officer) until 23 March 2015 when he resigned from all his executive positions with the Group and moved to a non-executive director capacity. He commenced his business career in the financial industry and was engaged for several years in banking and finance. In the past, he was involved in the administration of public companies, previously in the resource 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 24 years. He has not been a director of any other publicly listed company in the last three years. Mr Young is a director of Corbyns International Limited.

## Independence

If re-elected, the Board considers Mr Young will be an independent director.

## Board recommendation

Resolution 3 seeks approval for the re-election of Mr Young as a Director with effect from the end of the Meeting.

The Board (other than Mr Young) supports the re-election of Mr Young and recommends that Shareholders vote in favour of Resolution 3.

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## 6. 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.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 10.00am (WST) on 27 May 2019, being at least 48 hours before the Meeting. The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

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## 7. Definitions

**Annual Report** means annual report comprising the Directors' Report, the Financial Report and the Independent Auditor's Report in respect to the financial year ended 31 December 2018.

**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 the 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) for the purposes of the definition of 'closely related party' in the Corporations Act.

**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 this 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.

**Listing Rules** means the official listing rules of ASX.

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

**Notice** means the notice of annual general meeting, which comprises the notice, agenda, Explanatory Memorandum and Proxy Form.

**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 2018.

**Section** means a section of this Explanatory Memorandum.

**Shareholder** means a shareholder of the Company.

**Two Strikes Rule** has the meaning given in Section 3 of the Explanatory Memorandum.

**VII** means Vietnam Industrial Investments Limited (ACN 063 656 333).

**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.

# VIETNAM INDUSTRIAL INVESTMENTS LTD

ACN: 063 656 333

REGISTERED OFFICE:  
LEVEL 24 ALLENDALE SQUARE  
77 ST GEORGES TERRACE  
PERTH WA 6000

SHARE REGISTRY:  
Security Transfer Australia Pty Ltd  
All Correspondence to:  
PO BOX 52  
Collins Street West VIC 8007  
Suite 913, Exchange Tower  
530 Little Collins Street  
Melbourne VIC 3000  
T: 1300 992 916 F: +61 8 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

«EFT\_REFERENCE\_NUMBER»

«Company\_code» «Sequence\_number»

«Holder\_name»  
«Address\_line\_1»  
«Address\_line\_2»  
«Address\_line\_3»  
«Address\_line\_4»  
«Address\_line\_5»

Code: VII

Holder Number: «HOLDER\_NUM

## PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE  
ONLINE**

Lodge your proxy vote securely at [www.securitytransfer.com.au](http://www.securitytransfer.com.au)  
1. Log into the Investor Centre using your holding details.  
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

### SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 10:00am WST on Wednesday 29 May 2019 at Western Australia Chinese Chamber of Commerce Inc, 1304 Hay Street, West Perth WA 6005 and at any adjournment of that meeting.

### SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

#### RESOLUTION

- Adoption of Remuneration Report.
- Re-election of Mr Jonathan Heath Stuart Murray.
- Re-election of Mr Alan Alexander Young.

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. \* If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SECTION C: Signature of Security Holder(s)

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

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 10:00am WST on Monday 27 May 2019.

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VIIPX1290519

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My/Our contact details in case of enquiries are:

Name:

Number:

(  )

**1. NAME AND ADDRESS**

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

**2. APPOINTMENT OF A PROXY**

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

**3. DIRECTING YOUR PROXY HOW TO VOTE**

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

**4. APPOINTMENT OF A SECOND PROXY**

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

**5. SIGNING INSTRUCTIONS**

**Individual:** where the holding is in one name, the Shareholder must sign.

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

**Power of Attorney:** to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

**6. LODGEMENT OF PROXY**

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

**Security Transfer Australia Pty Ltd**

**Online** [www.securitytransfer.com.au](http://www.securitytransfer.com.au)

**Postal Address** PO BOX 52  
Collins Street West VIC 8007

**Street Address** Suite 913, Exchange Tower  
530 Little Collins Street  
Melbourne VIC 3000

**Telephone** 1300 992 916

**Facsimile** +61 8 9315 2233

**Email** [registrar@securitytransfer.com.au](mailto:registrar@securitytransfer.com.au)

**PRIVACY STATEMENT**

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.



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**VIETNAM INDUSTRIAL INVESTMENTS LIMITED**  
**ACN 063 656 333**

Please complete and return by 22 May 2019

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**Questions from Shareholders Form**

Please complete the following details and return to Vietnam Industrial Investments Limited, Level 24 Allendale Square, 77 St Georges Terrace, PERTH WA 6000 or PO BOX Z5343, St Georges Terrace WA 6831 or by facsimile to +61 (8) 6141 3101.

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Suburb: \_\_\_\_\_

Telephone: \_\_\_\_\_

Shareholder Questions (including audit related)

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Signature: \_\_\_\_\_

Date: \_\_\_\_\_

