

VIETNAM HOLDING LIMITED

FORM OF PROXY

The Annual General Meeting of VietNam Holding Limited is to be held at 10.00 a.m. on 1 November 2022 at the offices of FIM Capital Limited, 55 Athol Street, Douglas, Isle of Man, IM1 1LA.

Name of Registered Shareholder

I/We, being a member of the Company, hereby appoint the Chairman of the Meeting or

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to be my/our proxy to attend and, on a poll, vote on my/our behalf at the Annual General Meeting of VietNam Holding Limited to be held on 1 November 2022 at 10.00 a.m. or at any adjournment thereof.

I request my/our proxy to vote in the manner indicated below:

	FOR	AGAINST	WITHHELD
ORDINARY RESOLUTIONS			
1. That the report of the directors and auditors, and the audited accounts for the Company, for the year ended 30 June 2022 be received.			
2. That the directors' remuneration report for the year ended 30 June 2022 be approved.			
3. That Hiroshi Funaki, having submitted himself for re-election, be re-elected as a Director of the Company to hold office in accordance with the Articles of Incorporation of the Company.			
4. That Sean Hurst, having submitted himself for re-election, be re-elected as a Director of the Company to hold office in accordance with the Articles of Incorporation of the Company.			
5. That Philip Scales, having submitted himself for re-election, be re-elected as a Director of the Company to hold office in accordance with the Articles of Association of the Company.			
6. That Damien Pierron, having submitted himself for re-election, be re-elected as a Director of the Company to hold office in accordance with the Articles of Association of the Company.			
7. That Saiko Tajima, having submitted herself for re-election, be re-elected as a Director of the Company to hold office in accordance with the Articles of Incorporation of the Company.			
8. That KPMG Channel Islands Limited be appointed as the auditors of the Company from the conclusion of this meeting until the conclusion of the next annual general meeting.			
9. That the Directors be authorised to determine remuneration of KPMG Channel Islands Limited in respect of their appointment as the auditors of the Company.			

	FOR	AGAINST	WITHHELD
ORDINARY RESOLUTIONS (CONTINUED)			
<p>10. That the Company be and is hereby generally and unconditionally authorised to make market purchases of ordinary shares of US\$1.00 par value each in the capital of the company (the “Ordinary Shares”) on such terms and in such manner as the Directors shall from time to time determine, provided that:</p> <p>(a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased shall not exceed 14.99 per cent. of the Ordinary Shares in issue at the date on which this resolution is passed;</p> <p>(b) the minimum price which may be paid for an Ordinary Share is US\$0.01;</p> <p>(c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the higher of:</p> <p>i. an amount equal to 105 per cent. of the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange) for the five business days immediately preceding the date on which the Ordinary Share is contracted to be purchased; or</p> <p>ii. the higher of the price of the last independent trade in Ordinary Shares and the highest then current independent bid for Ordinary Shares on the London Stock Exchange; and</p> <p>(d) the authority conferred by this resolution shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or the date falling 18 months after the passing of this resolution, whichever is the earlier, unless previously revoked, varied or renewed by the Company in general meeting prior to such time.</p>			

	FOR	AGAINST	WITHHELD
SPECIAL RESOLUTION			
<p>11. THAT the Directors be empowered to allot and issue, to grant rights to subscribe for, to convert and to make offers or agreements to allot and issue equity securities for cash as if the pre-emption rights contained in article 5 of the Articles of Incorporation of the Company in respect of such equity securities did not apply to any such allotment, provided that this power shall be limited to:</p> <p>(a) the allotment and issue of up to 10 per cent. Ordinary Shares; and</p> <p>(b) the sale of such number of treasury shares as is equal to the number of Ordinary Shares held in treasury at any time,</p> <p>and such authority will, unless previously revoked or varied, expire at the conclusion of the next annual general meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require Ordinary Shares to be allotted and issued after such expiry and the Directors may allot and issue equity securities in pursuance of any such offer or agreement as if this power had not expired.</p>			

Signature Date

EXPLANATORY NOTES TO THE PROXY FORM:

1. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend, speak and vote at the meeting provided that all calls due from him/her in respect of his/her Ordinary Shares have been paid. A member so entitled may appoint one or more proxies to attend, speak and vote instead of him. The proxy need not be a member of the Company but must attend the meeting to represent you.
2. You may appoint one or more proxies provided each proxy is appointed to exercise rights attached to different Ordinary Shares. You may not appoint more than one proxy to exercise rights attached to any one Ordinary Share. If you require any proxy, other than the Chairman of the AGM, delete the words "the Chairman of the Meeting or", add the name of the proxy you wish to appoint and initial the alteration. The proxy need not be a member of the Company and is entitled to speak and vote on any other business which may properly come before the meeting. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of Ordinary Shares in relation to which he or she is authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
3. To allow effective constitution of the meeting, if it is apparent to the Chairman of the AGM that no shareholders will be present in person or by proxy, other than by proxy in the Chairman of the AGM's favour, then the Chairman of the AGM may appoint a substitute to act in his stead for any shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman of the AGM.

4. On a vote on a show of hands, each proxy has one vote. If a proxy is appointed by more than one shareholder, and all such shareholders have instructed the proxy to vote in the same way, the proxy will only be entitled, on a show of hands, to vote “for” or “against” as applicable. If a proxy is appointed by more than one shareholder, but such shareholders have given different voting instructions, the proxy may, on a show of hands, vote both “for”, and “against” in order to reflect the different voting instructions.
5. To change your proxy instructions simply submit a new Form of Proxy using the methods set out above.
6. The “Vote Withheld” option on the Form of Proxy is provided to enable you to abstain on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes “For” and “Against” a resolution.
7. A corporation must execute the Form of Proxy under its common seal or by the hand of a duly authorised officer or attorney or any other person authorised to sign on its behalf.
8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the register of members in respect of the joint holding (the first-named being the most senior).
9. If this Form of Proxy is returned without any indication as to how the person appointed proxy shall vote, he/she will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting.
10. To be effective, the instrument appointing a proxy (together with any power of attorney or other authority under which it is executed or a duly certified copy of such power) must be sent to Computershare Investor Services (Guernsey) Limited c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, no later than 10.00 a.m. (UK time) on 28 October 2022. Completion and return of a Form of Proxy will not preclude a member from attending, speaking and voting in person at the meeting. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
11. To have the right to attend and vote at the AGM (and also for the purposes of calculating how many votes a member may cast on a poll) you must first have your name entered on the register of members not later than 6.00 p.m. on 28 October 2022. Changes to entries in the register after that time shall be disregarded in determining the rights of any member to attend and vote at the meeting.
12. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 1 November 2022 and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.