

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, lawyer, accountant or from another appropriately qualified and duly authorised independent professional adviser.**

If you have sold or transferred all of your shares in VietNam Holding Limited, please send this document and the accompanying form of proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

## **VIETNAM HOLDING LIMITED**

**(incorporated under the laws of Cayman Islands**

**with registration number 166182)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**Notice of the Annual General Meeting of VietNam Holding Limited to be held at the Steigenberger Frankfurter Hof, Am Kaiserplatz, 60311 Frankfurt, Germany on 23 September 2010 at 4:00 PM is set out at the end of this document. A form of proxy for use at the Annual General Meeting is enclosed and to be valid should be completed in accordance with the instructions printed thereon and returned so as to reach VietNam Holding Limited via Vietnam Holding Asset Management Ltd., Gartenstrasse 19, CH-8002 Zurich, Switzerland as soon as possible and, in any event, so that it is received not less than 24 hours before the time of the meeting. Completion and sending of the form of proxy does not prevent a Shareholder from attending and voting in person at the Annual General Meeting.**

**VIETNAM HOLDING LIMITED SHAREHOLDER CIRCULAR 2010**

**VIETNAM HOLDING LIMITED**

**Incorporated under the laws of Cayman Islands  
with company number registration 166182**

**Directors**

Min Hwa Hu Kupfer (Chairperson)  
Professor Dr Rolf Dubs (Non-Executive Director)  
Nguyen Quoc Khanh (Non-Executive Director)

**Registered Office**

CARD Corporate Services  
Zephyr House  
PO Box 709  
Grand Cayman  
Cayman Islands KY1-1107

To the holders of Ordinary Shares

23 August 2010

Dear Shareholder

**NOTICE OF ANNUAL GENERAL MEETING 2010**

This circular accompanies the appended notice convening the Annual General Meeting ("AGM") of the Company.

**1. Ordinary Business**

Resolutions 1 to 5 (inclusive) comprise the ordinary business of the AGM and will each be proposed as an Ordinary Resolution.

The Directors are required to present to the Shareholders of the Company at the AGM the report of the Directors and Auditors and the audited accounts of the Company for the year ended 30 June 2010. The report of the Directors and the audited accounts have been approved by the Directors and the report of the Auditors has been approved by the Auditors.

Resolution 1 is to receive and consider the Directors' report and audited accounts of the Company for the year ended 30 June 2010.

Resolutions 2 to 4 (inclusive) are to re-elect the Board of Directors, Min Hwa Hu Kupfer, Professor Rolf Dubs and Nguyen Quoc Khanh who shall each retire in accordance with the Articles of Association of the Company and offer themselves for re-election at the AGM.

Resolution 5 concerns the re-appointment of the Company's Auditors, KPMG Audit S.à.r.l., Luxembourg, as well as authorising the Directors to determine the Auditor's remuneration in respect of such appointment.

**2. Special Business**

As special business the following will be put to the meeting:

**a. Resolution 6 - Share Repurchase Programme**

Resolution 6 concerns the proposed authorization to be given to the Directors to repurchase the Company's Ordinary Shares subject to the conditions set forth below and in the appended notice of AGM (the "Share Repurchase Programme").

The Directors believe that it is in the interest of the Company and its Shareholders that the Company be given the ability to repurchase its own shares in the secondary market and this resolution seeks authorization from the Shareholders to grant authority to the Board to do so. The Directors intend only to exercise this authority after consideration of prevailing market conditions, the investment needs of the Company, opportunities to grow the Company's asset base, and its overall financial position.

By approval of the Share Repurchase Programme, Shareholders would permit the Company to purchase its own shares in the secondary market. If granted, the Directors intend only to exercise this power to purchase the Company's own shares in accordance with applicable market regulation and where the purchase price represents in the view of the Board a substantial discount to the prevailing Net Asset Value.

The maximum number of shares that may be purchased pursuant to the Share Repurchase Programme shall be 10 per cent. of the outstanding issued Ordinary Shares in the Company as at the date of the AGM, undertaken at the discretion of the Board.

In accordance with Cayman Islands laws, the shares so purchased would be automatically cancelled by operation of law and would be classified as authorized but unissued.

Due to the prevailing discount to Net Asset Value at which the shares of the Company trade on the secondary market, the effect of the Share Repurchase Programme (if all other variables are excluded) would be to increase the Net Asset Value per Ordinary Share.

The Directors believe that the implementation of the Share Purchase Programme is in the best interest of the Company's Shareholders generally and that a possible benefit of the Share Repurchase Programme could be a reduction in the discount to Net Asset Value at which the Company's shares are traded on the secondary market. Shareholders should note that there is no certainty that the execution of the Share Purchase Programme would lead to a reduction in this discount to Net Asset Value.

Resolution 6 will be proposed as an Ordinary Resolution.

**b. Resolution 7 - Share Capital Increase**

Resolution 7 seeks Shareholder approval to increase the Company's authorized share capital from US\$100,000,000 divided into 100,000,000 shares of par value US\$1 each to US\$200,000,000 divided into 200,000,000 shares of par value US\$1 each.

Resolution 7 will be proposed as an Ordinary Resolution.

**c. Resolution 8 - Placing of up to 100,000,000 Conversion Shares ("C Shares")**

Resolution 8 seeks Shareholder approval to authorize the Directors to raise funds pursuant to an issue of up to 100,000,000 C Shares of par value US\$1 each ("the Placing").

The Board considers that this authorization would provide the Company with flexibility to raise capital at such time as is best to profit from arising investment opportunities and changing market sentiment. The Board considers that C Shares are an appropriate means of enabling the Company to raise this additional capital.

The Directors have concluded that the ability to issue further equity in the form of C Shares will assist in overcoming the potential disadvantages for both existing and new investors, which would arise out

of a fixed price issue of further shares for cash. In particular, the Net Asset Value of the existing Ordinary Shares would not be diluted by the expenses associated with a C Share issue.

The Directors propose that the Shareholders approve, by way of Ordinary Resolution, the issuance of up to 100,000,000 C Shares of par value US\$1.00 each in the capital of the Company. The precise timing of the Placing would be at the discretion of the Directors. This is to allow maximum flexibility with regard to variable economic developments and to best anticipate investment opportunities in Vietnam, taking into account changing market sentiment.

The assets derived from the cash proceeds of the issue of the C Shares would constitute a pool of assets, which would be kept separate from the existing assets of the Company, until the date when the C Shares are converted into Ordinary Shares. This separate asset pool would be subject to the same investment policies and restrictions currently followed by the Company. Such assets would be dedicated to direct or indirect investment in Vietnam, following the investment policy of the Company according to sustainability principles, while the existing assets of the Company are converted to accord with the Company's revised investment strategy, which was approved by Shareholders in November 2009. Such existing and potential investments would be selected according to a qualitative approach incorporating key environmental, social, and governance elements, and bearing material impact to enterprise profitability. With respect to both share classes the Company would seek to invest in going concerns operating in Vietnam according to the principles of sustainable development and with the potential for above average long-term returns.

The Directors will have the power to determine the detailed terms of any issue of C Shares. The Placing may be structured such that the issue of C Shares would take place in tranches with several closings and with potentially variable pricing reflecting the Net Asset Value of C Shares at the time of closing. In the event that the Directors decide to proceed with a C Share Placing, subject to complying with applicable laws and regulations, a Placing Document ("the Placing Document") containing details of the Placing would be prepared by the Company.

Subject to complying with applicable law and regulation and the terms of issue of the C Shares, the Directors would intend to seek a listing of any C Shares issued for the period from issue until conversion into Ordinary Shares. The Board intends that any C Shares would be listed either on the London Stock Exchange's AIM market or on the main market of the London Stock Exchange and/or the Frankfurt Stock Exchange. A listing of the C Shares on the main market of the London Stock Exchange and/or the Frankfurt Stock Exchange would only be considered if the Company's Ordinary Shares were relisted on the same exchange(s).

In the event that a Placing process is commenced but does not proceed to completion, expenses incurred will be borne, as described in the Placing Document, by Vietnam Holding Asset Management Ltd., the Investment Manager and up to US\$50,000 or 50 per cent. of such expenses, whichever is lower, would be borne by the Company.

Expenses and liabilities attributable to the C Shares would be kept separate and ascribed solely to that class subject to the ultimate discretion of the Directors as to what is reasonable and to audit by the Auditors as part of the annual financial audit of the Company. The effect of this would be that, for internal purposes, until conversion of the C Shares into Ordinary Shares, the Company's existing asset portfolio would not be affected by the introduction of the additional capital represented by subscription or C Shares (or by any costs or liabilities attributable to that additional capital). Conversely, the C Shares will have an attributable Net Asset Value based solely on the investment performance of the net additional capital raised through any placing of C Shares (subject to any costs or liabilities attributable to them).

Pending conversion, C Shares would carry the right to any dividends or distributions in respect of the assets attributable to the relevant C Share class only, although it is not expected that any dividends or distributions will be paid. Holders of C Shares would be entitled to participate in a winding-up of the Company, or on a return of capital, but, in summary, only in respect of the pool of assets attributable to the C Shares.

It is noted that notwithstanding the separation of assets attributable to the Ordinary Shares and the C Shares respectively, as the Company remains one legal entity, creditors of the Company would be entitled to claim against the Company generally, and the segregation of assets may not be able to be maintained in respect of any such claims.

It is the current intention of the Board that any Placing would include as a part of the offering (or for the whole offering) of C Shares an offer on a pre-emptive basis to the Company's existing Shareholders (subject to any legal, regulatory or practical constraints). In addition, the Directors' current intention is that any such pre-emptive offer to existing Shareholders would be structured, if possible, to provide a discount to existing Shareholders subscribing for C Shares. The precise terms of any pre-emptive offer and any discount would be determined by the Board taking into account any advice from the Company's advisers.

The process of converting C Shares into Ordinary Shares would occur when at least 80 per cent. of the assets attributable to the C Shares were invested in accordance with the investment policy of the Company. The Conversion of the C Shares into Ordinary Shares would occur shortly after that date in a manner which reflects any difference in the value between the Net Asset Value of the C Shares on the Conversion Date and the Net Asset Value of the Ordinary Shares on such date.

The mechanism for converting C Shares into Ordinary Shares is designed to ensure that the Net Asset Value attributable to both Ordinary Shares and C Shares would be unaffected by the conversion process and the merging of their two respective separate portfolios. To calculate the number of new Ordinary Shares arising from the conversion of C Shares, the C Shares would be multiplied by a conversion ratio. The conversion ratio is calculated by reference to the Net Asset Values attributable to the C Shares and the Ordinary Shares at the appropriate calculation date as illustrated below. If the assets derived from the cash proceeds of the issue of the C Shares are held in a separate legal entity, owned by the Company, the conversion would take place in the form of the Company purchasing all assets and liabilities of the subsidiary company.

The following examples illustrate the basis on which the number of Ordinary Shares arising on conversion would be calculated. The examples are unaudited and are not, and not intended to be, a forecast of the number of Ordinary Shares which would arise on conversion.

*Examples*

<b>Holding of 100,000 C Shares</b>	<b>A</b>	<b>B</b>	<b>C</b>
Net Asset Value attributable to each existing Ordinary Share	\$2.00	\$2.15	\$2.30
Net Asset Value attributable to each C Share	\$2.15	\$2.15	\$2.15
Conversion Ratio calculation	215/200	215/215	215/230
Conversion Ratio	1.07500	1.00000	0.93478
Ordinary Shares arising on Conversion	107,500	100,000	93,478

Full details of the rights attributable to the C Shares will be set out in the Placing Document.

Upon conversion, the newly converted shares would rank pari passu in all respects with the existing Ordinary Shares.

The Directors believe that the use of C Shares is the most appropriate way in which to raise further equity capital, as it will ensure that the portfolio value forms the basis for determining the price at which Ordinary Shares are issued to investors upon the conversion of the C Shares.

The Directors believe that the issue of C Shares will have the following additional benefits:

- The C Share asset pool will only be fully merged with the Company's existing assets once the assets deriving from the subscription monies of the C Shares issue have been substantially invested, which will avoid holders of Ordinary Shares holding un-invested cash balances in the Company's existing assets, and will remove the potential effects of cash drag on Shareholder returns in times of rising markets;
- While the Company's existing assets will accord to the revised investment policy after the current conversion program, the C Share assets would immediately be dedicated to investments following sustainability principles, where material ESG issues and their impact on long-term return would be considered and addressed with enterprise management prior to investment;
- The current intention is that most existing Shareholders will have the opportunity to subscribe for C Shares in the Company, while at the same new time investors will be able to make an investment in the Company for the first time, and in each case subscription for C Shares will provide full exposure to the Company's portfolio;
- The market capitalization of the Company will increase, and the secondary market liquidity in the Ordinary Shares is expected to be enhanced following conversion as a result of a larger and more diversified Shareholder base; and
- The Company's fixed running costs will be spread across a wider asset base, thereby reducing the total expense ratio.

Resolution 8 will be proposed as an Ordinary Resolution.

Your Directors believe that the resolutions to be proposed at the AGM are in the best interests of the Company's Shareholders and the Company and recommend that you vote in favour of each of the resolutions.

Yours sincerely  
VietNam Holding Limited



**Min Hwa Hu Kupfer**  
**Chairperson**

**VIETNAM HOLDING LIMITED**  
**(the "Company")**

**NOTICE OF 2010 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2010 Annual General Meeting of VietNam Holding Limited will be held **AT 4:00 PM ON the 23 SEPTEMBER 2010** at the Steigenberger Frankfurter Hof, Am Kaiserplatz, 60311 Frankfurt, Germany.

The purpose of the meeting is to consider and, if thought fit, pass the resolutions set out below as Ordinary Resolutions.

**AS ORDINARY BUSINESS**

**ORDINARY RESOLUTIONS:**

1. THAT the report of the Directors and Auditors, and the audited accounts for the Company, for the year ended 30 June 2010 be received and considered.
2. THAT Min Hwa Hu Kupfer, having submitted herself 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.
3. THAT Professor Rolf Dubs 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.
4. THAT Nguyen Quoc Khanh 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.
5. THAT KPMG Audit S.à.r.l., Luxembourg be re-appointed as Auditors of the Company and to authorise the Directors to determine their remuneration.

**AS SPECIAL BUSINESS**

**ORDINARY RESOLUTIONS:**

6. THAT the Directors of the Company be given authority in accordance with the Company's Articles of Association to repurchase in one or more transactions the Company's own issued Ordinary Shares provided that: (i) the maximum number of Ordinary shares authorised to be acquired is 10 per cent. of the Company's Ordinary Shares in issue at the date of this resolution; (ii) the maximum price which may be paid for any Ordinary Share is a price which is less than the latest published Net Asset Value per Ordinary Share at the time of the repurchase; and (iii) any such repurchase shall be made in accordance with all applicable laws and regulations at the time of the repurchase and such authority shall be effective until the next Annual General Meeting of the Company.
7. THAT the Company's authorised share capital be increased by US\$100,000,000 to US\$200,000,000, divided into 200,000,000 shares of a nominal or par value of US\$1.00 each, and that the Directors be given authority to make any consequential amendments to the Company's memorandum of association and, to issue such shares as permitted by the Company's Articles of Association and by Cayman Islands laws.
8. THAT the Directors of the Company be given authority to issue up to 100,000,000 C Shares with a nominal value of US\$1.00 each on such terms as the Directors may determine in their absolute discretion subject to the Articles of Association of the Company and Cayman Islands laws to be set out in a placing document to be prepared by the Company.

**Any Shareholder unable to attend the meeting in person is urged to appoint a proxy to attend and vote in his place.** A proxy need not be a member of the Company. A form of Shareholders' Proxy is enclosed. To be effective, the original or a legible fax or pdf copy of the proxy, duly completed, signed, witnessed and dated, must be received no later than 24 hours before the time and date of the meeting.

**Please send your proxy form by fax or pdf file to:**

Vietnam Holding Asset Management Ltd.  
Gartenstrasse 19  
CH-8002 Zurich  
Switzerland

Attn: Gyentsen Zatul

Fax No: +41 43 500 2815  
Email: gyentsen.zatul@vnham.com

Dated:

---

VietNam Holding Limited