

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. WHEN CONSIDERING WHAT ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK INDEPENDENT FINANCIAL ADVICE FROM YOUR FINANCIAL ADVISER.**

If you have sold or otherwise transferred all of your Ordinary Shares in VinaLand Limited (the "**Company**"), please send this document and the accompanying Form of Proxy, as soon as possible, to the purchaser or transferee or to the other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

**The attention of Shareholders is drawn to the Risk Factors set out in Part 4 of this document.**

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## **VINALAND LIMITED**

*(an exempted company incorporated in the Cayman Islands with registration number MC-154178)*

### **Proposals to amend the Company's investing policy and articles of association**

**and**

### **Notice of Extraordinary General Meeting**

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Notice of an Extraordinary General Meeting of the Company to be held at 11.30 a.m. (Central European Time) on 18 November 2016 at the Storchen Hotel, Weinplatz 2, 8001 Zurich, Switzerland is set out on pages 20 to 21 of this document.

A Form of Proxy for the purpose of voting **FOR** or **AGAINST** the Resolutions accompanies this document and, to be valid, must be completed and returned in accordance with the instructions set out thereon as soon as possible by mail or by facsimile but in any event so as to reach:

**Standard Chartered Bank**

**Level 3**

**7, Changi Business Park Crescent**

**Singapore 486028**

**Attn: Securities Services – Fund Services**

**or**

**By facsimile:**

**+ (65) 6305 1760**

**Attn: Securities Services – Fund Services**

**by no later than 5:00 p.m. (Singapore time) on 15 November 2016**

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**ACTION TO BE TAKEN BY SHAREHOLDERS**

**PLEASE COMPLETE AND RETURN THE FORM OF PROXY TO INDICATE HOW YOU WISH TO VOTE ON THE PROPOSALS.**

- Special Resolution 1** : that the Company continue as presently constituted.
- Ordinary Resolution 2** : to change the Company's investing policy and continuation vote policy, and to approve the Third Amended and Restated Investment Management Agreement.
- Ordinary Resolution 3** : to change the Company's distribution policy.
- Special Resolution 4** : to amend the Articles.
- Special Resolution 5** : to redesignate the existing Ordinary Shares of the Company into redeemable shares.

Complete and return the Form of Proxy for the EGM as soon as possible and in any event not later than 5.00 p.m. (Singapore time) on 15 November 2016 and/or attend and vote at the EGM on 18 November 2016.

**The Board recommends that Shareholders vote AGAINST Special Resolution 1 (the Continuation Resolution) and FOR the remaining Resolutions.**

Forms of Proxy must be completed and returned in accordance with the instructions set out thereon as soon as possible by mail or by facsimile but in any event so as to reach:

**Standard Chartered Bank**

**Level 3**

**7, Changi Business Park Crescent**

**Singapore 486028**

**Attn: Securities Services – Fund Services**

**or**

**By facsimile:**

**+ (65) 6305 1760**

**Attn: Securities Services – Fund Services**

**by no later than 5:00 p.m. (Singapore time) on 15 November 2016**

If Shareholders have any queries regarding the completion of the Form of Proxy please contact Jonathan Viet Luu of VinaCapital Investment Management Limited, by telephone on +848 3821 9930 or by e-mail at [Jonathan.Luu@vinacapital.com](mailto:Jonathan.Luu@vinacapital.com). Please note that the Investment Manager can only give procedural advice and is not authorised to provide investment advice.

**EXPECTED TIMETABLE OF PRINCIPAL EVENTS**

EGM Record Date	5.00 p.m. (Singapore time) on 15 November 2016
Latest time and date for receipt of Forms of Proxy	5.00 p.m. (Singapore time) on 15 November 2016
Time and date of Extraordinary General Meeting	11.30 a.m. (CET time) on 18 November 2016
Announcement of results of Extraordinary General Meeting	18 November 2016

*If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by announcement through a Regulatory Information Service.*

**PART 1**  
**LETTER FROM THE CHAIRMAN**  
**VINALAND LIMITED**

*(incorporated in the Cayman Islands, with registered company number MC-154178)*

*Directors:*

Michel Casselman (*Chairman*)  
Ian Lydall  
Nicholas Brooke  
Charles Isaac  
Tran Trong Kien

*Registered office:*

PO Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

25 October 2016

Dear Shareholders

**Proposals to amend the Company's investing policy and articles of association**

**1. Introduction**

At the Company's extraordinary general meeting held on 21 November 2012, Shareholders adopted proposals to amend the investing policy of the Company. Since this date the Company has made no new investments and has adopted a realisation strategy whereby the Company's existing property portfolio of assets has been developed (where necessary) and/or divested in a controlled, orderly and timely manner. This strategy originally had a three year tenure and at the extraordinary general meeting of the Company held in 2015, Shareholders approved a one year extension to the strategy until November 2016.

Further to the Company's update presentation to investors dated 12 October 2016 (available for viewing on the Company's webpage [www.vnl-fund.com](http://www.vnl-fund.com)), and following consultation with the Company's Investment Manager, corporate advisers and major shareholders, the Board is now putting forward the Proposals (more particularly described in paragraphs 2 and 3 below) to adopt a new investing policy and a new distribution policy which will be to (i) invest in, or advance additional funds to, certain existing projects within the Company's property portfolio to maximise value and assist in their eventual realisation; and (ii) to divest all remaining assets in an orderly manner so as to achieve the highest possible sales values and return Distributable Proceeds to Shareholders. This is intended to be coupled with a new revised fee arrangement with the Investment Manager, designed to align the Investment Manager's interests with the new investing policy.

Following a return of the majority of the Distributable Proceeds to Shareholders it is currently anticipated that Shareholder approval would be sought at that time to de-list the Company from AIM and place the Company into voluntary liquidation.

In conjunction with the proposed changes to the investing policy, certain changes to the Articles are also being proposed. Details of these proposed changes are set out in this document and will be put to Shareholders at the EGM.

The purpose of this document is to explain the Proposals and to convene the EGM at which the Resolutions necessary to implement the Proposals will be put to Shareholders. The EGM will be held following the Company's annual general meeting for 2016.

## 2. The Continuation Resolution (Resolution 1)

The Continuation Resolution, which will be proposed as a special resolution, will be proposed at the EGM. In the event that the Continuation Resolution is passed, as the Company's current investment objective and investing policy had a fixed tenure, the Board will seek to formulate alternative proposals in relation to the future direction of the Company to be presented to Shareholders at a later date. If the Continuation Resolution is passed, Resolutions 2 and 3 (details of which are set out at paragraph 3 below) will not be put to Shareholders at the EGM. However, Resolutions 4 and 5 will still be put to Shareholders even in the event that the Continuation Resolution is passed, as the Board believes that the additional flexibility in returning Distributable Proceeds to Shareholders offered by mandatory redemptions is a useful mechanism for the Company to have going forwards.

Following the process of consultation noted above, the Board does not believe that continuation of the Company as presently constituted is in Shareholders' best interests and is recommending that Shareholders vote **AGAINST** the continuation of the Company. If, as the Board recommends, the Continuation Resolution is not passed at the EGM, Shareholders will then have the opportunity to vote separately on Resolutions 2 and 3.

## 3. The Proposals

In the event that the Continuation Resolution is not passed, the Board proposes a new investing policy and a new distribution policy for the Company together with amendments to the remuneration structure of the Investment Manager. The amendment to the Company's investing policy is conditional upon the approval of Resolution 2 at the EGM.

The Proposals comprise the following separate elements:

### 3.1 Investing policy, continuation vote policy and approval of the Third Amended and Restated Investment Management Agreement (Resolution 2)

#### *Investing policy*

Resolution 2, which will be proposed as an ordinary resolution, seeks to amend the Company's investing policy for the period from 22 November 2016 until all of the remaining assets of the Company have been realised (the "**Realisation Period**"). Based on current expectations, the Investment Manager anticipates that the process of realising the Company's remaining assets should not take longer than three years, but with the possibility of a one year further extension to complete the winding up and delisting of the Company. During the Realisation Period, no new investments will be made and the development of projects will be limited to those currently being developed; where the continued development is expected to enhance returns to Shareholders when the investments are eventually sold. These projects include: Dai Phuoc Lotus, My Gia and Trinity Park.

In addition, the Company will seek to realise its remaining property portfolio at the best possible value and in a reasonable timeframe.

Further details of the Company's proposed investing policy are set out at paragraph 1 of Part 2 of this document. Board approval will be required for all divestments of property assets to be made by the Company.

#### *Policy on future continuation votes*

Shareholders will be provided with an opportunity to reassess the investing policy of the Company on a periodic basis. To that end, at the Company's annual general meeting in 2018, a resolution will be put forward and proposed as an ordinary resolution (requiring approval by a majority of the shares voting at the meeting) that the Company continue as currently constituted. A similar continuation resolution will be proposed on an annual basis at each further annual general meeting of the Company held thereafter.

*The Third Amended and Restated Investment Management Agreement*

Conditionally upon the approval of Resolution 2 at the EGM, the Company and the Investment Manager will enter into the Third Amended and Restated Investment Management Agreement which will replace the Current IMA with effect from 22 November 2016.

*Disposal Fee*

Commencing with the date on which the Company has, since 22 November 2016, actually distributed to Shareholders an aggregate amount of *US\$95 million\**, the Investment Manager will be entitled to be paid a Disposal Fee by reference to each Calculation Period on the following basis:

- for Calculation Period 1, an US\$ amount equal to 3.00 per cent. of Distributable Funds;
- for Calculation Period 2, an US\$ amount equal to 2.75 per cent. of Distributable Funds; and
- for Calculation Period 3, an US\$ amount equal to 2.25 per cent. of Distributable Funds.

*\* The US\$ amount shown in italics above is an estimate by the Investment Manager as at the date of this document of the likely disposal proceeds from realisations contracted prior to 21 November 2015 and distributions to Shareholders before 22 November 2016. The actual number will be determined on the 22 November 2016 following the EGM based on the actual disposal proceeds collected, and distributions made to Shareholders up to 22 November 2016.*

*Alignment Fee*

In addition, any Distributable Proceeds will be distributed or payable in the following order of priority:-

- first, 100 per cent. shall be distributed to Shareholders until Shareholders have received, since 22 November 2016, *US\$265 million\** (in aggregate);
- second, 90 per cent. shall be distributed to Shareholders and 10 per cent. shall be payable to the Investment Manager until such time as the Shareholders have received, since 22 November 2016, *US\$279 million\** (in aggregate);
- third, 85 per cent. shall be distributed to Shareholders and 15 per cent. shall be payable to the Investment Manager until such time as the Shareholders have received, since 22 November 2016, *US\$313 million\** (in aggregate); and
- fourth, thereafter 80 per cent. shall be distributed to Shareholders and 20 per cent. shall be payable to the Investment Manager.

*\* The estimated distributions to Shareholders will vary based on the Company's starting NAV immediately following the EGM on the 22 November 2016. Therefore, the US\$ hurdle numbers shown in italics above are indicative numbers calculated as at the date of this document and will be adjusted accordingly immediately following the EGM when the exact starting NAV is determined as this will be impacted by the volume of distributions made to Shareholders up to the date of the EGM.*

*Prepayment Advance*

The Investment Manager will be paid a monthly Prepayment Advance on the following basis:

- for Calculation Period 1, a monthly payment of US\$200,000;
- for Calculation Period 2, a monthly payment of US\$150,000; and
- for Calculation Period 3, a monthly payment of US\$100,000.

No further Prepayment Advances shall be payable following the end of Calculation Period 3.

The aggregate amount of any Prepayment Advances paid to the Investment Manager will be set off against the amount of any Alignment Fees and/or Disposal Fees which may at any time be payable to the Investment Manager.

#### *Retention Account*

An amount equal to 20 per cent. of any Disposal Fee and/or Alignment Fees at any time payable to the Investment Manager will be retained by the Company and paid into a separate Retention Account in the name of the Company.

Funds held in the Retention Account will be held by the Company for and on behalf of the Investment Manager but the Retention Funds will only be released to the Investment Manager when the Investment Manager's services are no longer required by the Company.

The Third Amended and Restated Investment Management Agreement has also been revised to reflect what the Board believes to be current best practice for investment management agreements. Further details of the Third Amended and Restated Investment Management Agreement are set out in Part 2 of this document.

The Board considers, having consulted with the Nominated Adviser, that the terms of the Third Amended and Restated Investment Management Agreement are fair and reasonable insofar as the Shareholders are concerned.

### **3.2 Distribution policy (Resolution 3)**

Resolution 3, which will be proposed as an ordinary resolution, seeks to amend the Company's distribution policy, with the effect that, during the Realisation Period, the Distributable Proceeds arising from all portfolio realisations will be returned to Shareholders, at the Board's discretion, having regard to requirements to invest further funds in existing projects within the Company's property portfolio to enhance or preserve exit values; the Company's working capital requirements (including the fees payable under the Third Amended and Restated Investment Management Agreement) and the cost and tax efficiency of individual transactions and/or distributions. Further details of how the Company proposes to return capital to Shareholders are set out at paragraph 4 of Part 2 of this document.

In the event that Resolution 3 is not passed, the appropriate method of returning Distributable Proceeds to Shareholders will remain at the discretion of the Board until such time as the Board shall present alternative proposals to Shareholders.

### **3.3 Proposed changes to the Articles and redesignation of issued Ordinary Shares (Resolutions 4 and 5)**

The Board is proposing, at Resolutions 4 and 5, to make changes to the Articles in order to facilitate the orderly realisation of the Company's property portfolio and provide an alternative mechanism for returning the net realisation proceeds to Shareholders by redesignating the issued Ordinary Shares into redeemable ordinary shares and allowing the Company to perform compulsory redemptions of Ordinary Shares as an efficient mechanism for returning Distributable Proceeds to Shareholders. Any compulsory redemption would be subject to the pricing parameters specified under the Articles which require the price per Ordinary Share be no less than the NAV per Ordinary Share. Part 3 of this document provides details of the proposed amendments to the Articles. Resolutions 4 and 5 are not conditional on the passing of any or all of Resolutions 1 to 3.

## **4. Illustrative realisation and distribution profile**

The Investment Manager has prepared an illustration of the Company's potential realisation and distribution profile over the period to November 2019 based on its current pipeline divestment plan as follows:

*November 2016 to November 2018:* divest approximately 16 investments, with approximately 70 per cent. of the Distributable Proceeds being available to Shareholders in the first two years.

*November 2018 to November 2019:* complete any outstanding conditions precedent on remaining investments to enable final closing and collection of any outstanding payables. Distributable Proceeds on remaining investments will then be paid to Shareholders with approximately US\$500,000 retained for the de-listing and subsequent liquidation of the Company.

The Investment Manager has estimated that over the three year period to November 2019 the Company may be capable of realising gross cash proceeds of up to approximately US\$260 million to US\$290 million. After deduction of estimated management fees, operating expenses, further commitments to current portfolio assets and the accrued performance fee, this would equate to approximately US\$300 million being available for distribution to Shareholders.

The detail of this illustrative analysis is set out in the presentation dated 12 October 2016 available for viewing on the Company's webpage ([www.vnl-fund.com](http://www.vnl-fund.com)). The presentation also contains information about the Vietnamese macroeconomic position and property market together with performance information relating to the Company and the proposed new investing policy and new distribution policy.

**These figures, and those in the presentation, are illustrative estimates only. Due to various risks and uncertainties, actual events or results or the actual performance of the Company or any investment discussed in the presentation may differ materially from those reflected or contemplated in such illustrative estimates. Any projections, market outlooks or illustrative estimates are forward-looking statements and are based upon certain assumptions. Other events which were not taken into account may occur and may significantly affect the performance of the Company or any investment. Any outlooks and assumptions should not be construed to be indicative of the actual events which will occur.**

## **5. Additional information**

Your attention is drawn to the information set out in Parts 2 (*Further details of the Proposals*), 3 (*Summary of proposed amendments to articles of association*) and 4 (*Risk Factors*) of this document.

## **6. Extraordinary General Meeting**

The Resolutions will be proposed at the EGM to be held at 11.30 a.m. (Central European Time) on 18 November 2016 at the Storchen Hotel, Weinplatz 2, 8001 Zurich, Switzerland.

Shareholders are requested to complete and return the accompanying Form of Proxy in accordance with the instructions printed thereon, regardless of whether Shareholders attend the EGM, as soon as possible by mail or by facsimile but in any event so as to reach:

**Standard Chartered Bank**

**Level 3**

**7, Changi Business Park Crescent**

**Singapore 486028**

**Attn: Securities Services – Fund Services**

**or**

**By facsimile:**

**+ (65) 6305 1760**

**Attn: Securities Services – Fund Services**

**by no later than 5:00 p.m. (Singapore time) on 15 November 2016**

A holder of Ordinary Shares must be on the Register (or where Ordinary Shares are held in Euroclear and/or Clearstream, otherwise beneficially entitled to such Ordinary Shares, by) not later than 5.00 p.m. (Singapore time) on 15 November 2016. Changes to entries in the Register after that time shall be disregarded in determining the rights of any Shareholder to attend and vote at such meeting (or to provide voting instructions to the relevant Euroclear and/or Clearstream nominee(s)).

The quorum for the EGM is two Shareholders present in person or by proxy and entitled to vote at the meeting. In the event that a quorum is not achieved, the EGM will be adjourned until the same time on 25 November 2016, and the adjourned EGM will be held at the same place as the originally scheduled meeting.

If Shareholders have any queries regarding the completion of the Form of Proxy please contact Jonathan Viet Luu of VinaCapital Investment Management Limited, by telephone on +848 3821 9930 or by e-mail at Jonathan.Luu@vinacapital.com. Please note that the Investment Manager can only give procedural advice and is not authorised to provide investment advice.

## **7. Recommendations**

The Board recommends all Shareholders to vote **AGAINST Special Resolution 1 (the Continuation Resolution)** to be proposed at the EGM.

If the Continuation Resolution is passed, Resolutions 2 and 3 will not be put to Shareholders at the EGM, however, Resolutions 4 and 5 will continue to be put to Shareholders as the Board believes that the additional flexibility in returning Distributable Proceeds to Shareholders offered by mandatory redemptions is a useful mechanism for the Company to have going forwards.

In the event that the Continuation Resolution fails, the Board considers Resolutions 2 to 5 to be proposed at the EGM to be in the best interests of Shareholders as a whole. Accordingly, if the Continuation Resolution is not passed, the Board recommends all Shareholders to vote **FOR each of Resolutions 2 to 5** to be proposed at the EGM.

In the event that the Continuation Resolution and Resolution 2 both fail, the Company's current investing policy will be extended for a further period and the Board will formulate new proposals in relation to the Company's investing policy to be put to Shareholders as soon as reasonably practicable and, in any event, within three months of the date of the EGM. In the event that Resolution 3 fails, the appropriate method of returning Distributable Proceeds to Shareholders will remain at the discretion of the Board until such time as the Board shall present alternative proposals to Shareholders.

Yours faithfully

**Michel Casselman**  
**Chairman**  
**VinaLand Limited**

## PART 2

### FURTHER DETAILS OF THE PROPOSALS

#### 1. Investing policy

During the Realisation Period, no new investments will be made and the development of projects will be limited to those currently being developed; where the continued development is expected to enhance returns to Shareholders when the investments are eventually sold. These projects include: Dai Phuoc Lotus, My Gia and Trinity Park.

In addition, the Company will seek to realise its remaining property portfolio at the best possible value and in a reasonable timeframe.

The Company will continue to pursue, where necessary, any licences and/or approvals which are required for a particular asset to continue its development. Once these licences or approvals, as appropriate, have been secured, it will make the asset more attractive to potential purchasers, which will enable a quicker realisation at a higher value.

Following a return of the majority of the Distributable Proceeds to Shareholders it is currently anticipated that Shareholder approval would be sought at that time to de-list the Company from AIM and place the Company into voluntary liquidation.

#### 2. Policy on future continuation votes

Shareholders will be provided with an opportunity to reassess the investing policy of the Company on a periodic basis. To that end, at the Company's annual general meeting in 2018, a resolution will be put forward and proposed as an ordinary resolution (requiring approval by a majority of the shares voting at the meeting) that the Company continue as currently constituted. A similar continuation resolution will be proposed on an annual basis at each further annual general meeting of the Company held thereafter.

#### 3. The Third Amended and Restated Investment Management Agreement

Conditionally upon the approval of Resolution 2 at the EGM, the Company and the Investment Manager will enter into the Third Amended and Restated Investment Management Agreement which will make changes to, amongst other things, the fees payable to the Investment Manager with effect from 22 November 2016.

##### *Prepayment Advance*

The Investment Manager will be paid a monthly prepayment advance on the following basis:

- for Calculation Period 1, a monthly payment of US\$200,000;
- for Calculation Period 2, a monthly payment of US\$150,000; and
- for Calculation Period 3, a monthly payment of US\$100,000,

(in each case a "**Prepayment Advance**" and "Prepayment Advances" shall be construed accordingly).

No further Prepayment Advances shall be payable following the end of Calculation Period 3.

### *Disposal Fee*

Commencing with the date on which the Company has, since 22 November 2016, actually distributed to Shareholders an aggregate amount of *US\$95 million\** (the "**Trigger Distribution Amount**"), the Investment Manager will be entitled to be paid a disposal fee (the "**Disposal Fee**") by reference to each Calculation Period on the following basis:

- for Calculation Period 1, an US\$ amount equal to 3.00 per cent. of Distributable Funds;
- for Calculation Period 2, an US\$ amount equal to 2.75 per cent. of Distributable Funds;
- for Calculation Period 3, an US\$ amount equal to 2.25 per cent. of Distributable Funds;

and, for the avoidance of doubt, no Disposal Fee shall be payable in relation to, or by reference to, the Trigger Distribution Amount which shall for all purposes be excluded from the calculation of Distributable Funds.

*\*The US\$ amount shown in italics above is an estimate by the Investment Manager as at the date of this document of the likely disposal proceeds from realisations contracted prior to 21 November 2015 and distributions to Shareholders before 22 November 2016. The actual number will be determined on the 22 November 2016 following the EGM based on the actual disposal proceeds collected, and distributions made to Shareholders up to 22 November 2016.*

The aggregate amount of any Prepayment Advances paid to the Investment Manager (and not previously off set against any Disposal Fees and/or Alignment Fees) shall be set off against and shall reduce (to not less than zero) the amount of any Disposal Fees which may at any time be payable to the Investment Manager.

### *Alignment Fee*

Any Distributable Proceeds will be distributed or payable in the following order of priority:-

- first, 100 per cent. shall be distributed to Shareholders until Shareholders have received, since 22 November 2016, *US\$265 million\** (in aggregate);
- second, 90 per cent. shall be distributed to Shareholders and 10 per cent. shall be payable to the Investment Manager until such time as the Shareholders have received, since 22 November 2016, *US\$279 million\** (in aggregate);
- third, 85 per cent. shall be distributed to Shareholders and 15 per cent. shall be payable to the Investment Manager until such time as the Shareholders have received, since 22 November 2016, *US\$313 million\** (in aggregate); and
- fourth, thereafter 80 per cent. shall be distributed to Shareholders and 20 per cent. shall, be payable to the Investment Manager,

*\* The estimated distributions to Shareholders will vary based on the Company's starting NAV immediately following the EGM on the 22 November 2016. Therefore, the US\$ hurdle numbers shown in italics above are indicative numbers calculated as at the date of this document and will be adjusted accordingly immediately following the EGM when the exact starting NAV is determined as this will be impacted by the volume of distributions made to Shareholders up to 22 November 2016.*

(any amounts payable to the Investment Manager under this paragraph are referred to as "**Alignment Fees**").

The aggregate amount of any Prepayment Advances paid to the Investment Manager (and not previously off set against any Disposal Fees and/or Alignment Fees) shall be set off against and

shall reduce (to not less than zero) the amount of any Alignment Fees which may at any time be payable to the Investment Manager.

#### *Retention Account*

An amount equal to 20 per cent. of any Disposal Fee and/or Alignment Fees at any time payable to the Investment Manager shall be retained by the Company and paid into a separate interest bearing deposit account (the "**Retention Account**") in the name of the Company.

Funds held in the Retention Account (the "**Retention Funds**") shall be held by the Company for and on behalf of the Investment Manager but the Retention Funds shall only be released to the Investment Manager (together with any accrued interest) on the earlier to occur of, (i) subject to the provisions on termination below, the termination or lapse of the Third Amended and Restated Investment Management Agreement, and (ii) the commencement of the solvent liquidation of the Company.

#### *Termination*

Where the Third Amended and Restated Investment Management Agreement is, (i) summarily terminated by the Company, or (ii) terminated by the Company on notice as a result of the material underperformance of the Investment Manager, or (iii) terminated by the Investment Manager on notice; the Investment Manager's entitlement to be paid any accrued but unpaid Disposal Fee and/or Alignment Fee (including any Retention Funds) shall lapse and determine absolutely, and any Retention Funds shall be released to the Company for its own benefit.

For the purposes of paragraph above, "material underperformance" of the Investment Manager shall mean: (i) for the period from 22 November 2016 to the end of Calculation Period 2, a failure by the Company to realise in aggregate Distributable Proceeds of at least US\$144.0 million; and/or (ii) for the period from 22 November 2016 to the end of Calculation Period 3, a failure by the Company to realise in aggregate Distributable Proceeds of at least US\$203.3 million.

#### **Other amendments**

Certain other changes have been incorporated in the Third Amended and Restated Investment Management Agreement to reflect what the Company and the Investment Manager believe is current best market practice.

### **4. Distribution policy**

The Board expects to return Distributable Proceeds to Shareholders as the orderly realisation of the Company's investment portfolio progresses. The Board anticipates the Company will use a number of mechanisms for making such distributions, depending on the circumstances at the time including the amounts to be returned, the Ordinary Share price discount relative to the NAV, secondary market liquidity and the size of the remaining portfolio, including those set out below. Regardless of other methods used from time to time, the Board anticipates that the Company will continue with a programme of market share buybacks whilst the Ordinary Shares trade at a discount to NAV per Ordinary Shares.

#### *4.1 Share Buybacks and/or Tender Offers*

Where the trading discount is equal to or greater than 15 per cent. of NAV per Ordinary Share, the Board currently anticipates using secondary market share buybacks and/or tender offers to Shareholders (on terms set by the Board at the time) at a discount to the NAV per Ordinary Share as the main methods of returning Distributable Proceeds to Shareholders.

#### *4.2 Redemptions*

Where the trading discount is less than 15 per cent. of NAV per Ordinary Share, the Board currently anticipates, subject to the passing of Resolutions 4 and 5 at the EGM, using mandatory redemptions so that all Shareholders will have part of their shareholding redeemed on prescribed terms and at a price per Ordinary Share no less than the NAV per Ordinary Share.

#### 4.3 *Capital distributions*

In addition, if considered appropriate, the Board may also consider making capital distributions by way of returns of capital from the Company's share premium account, in a similar way to the distribution made by the Company in June 2016.

When the NAV has reduced to approximately US\$100 million, the Board will undertake a consultation with Shareholders to consider the most appropriate method of returning available Distributable Proceeds to Shareholders.

In all cases, the appropriate method of returning Distributable Proceeds to Shareholders will remain at the discretion of the Board.

## PART 3

## SUMMARY OF PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Capitalised terms used below bear the meaning provided to them in the Memorandum and Articles of Association of the Company (the "**Articles**")

The proposed amendments to the Articles are as follows:

(a) Insert the following new definitions in Article 1:

<b>"Business Day"</b>	means a day on which the London Stock Exchange plc and banks in England and Wales are normally open for business;
<b>"Net Asset Value"</b>	means the amount determined by the Directors as being the value of the assets of the Company less its liabilities (determined in accordance with such policies and procedures as may be adopted by the Directors from time to time) including, without limitation, any realisation costs in respect of the Company's investments and any registrar's and advisers' fees incurred in connection with the redemption of any Shares;
<b>"Net Asset Value Date"</b>	means the date and time by reference to which a valuation is carried out for the purpose of determining the Net Asset Value and the Redemption Price at which shares may be redeemed;
<b>"Redemption Date"</b>	means such Business Day as the Directors may determine as being a day on which the Company shall compulsorily redeem some or all of its issued shares;
<b>"Redemption Price"</b>	means the price at which a share shall be redeemed on any Redemption Date calculated in accordance with and subject to these Articles.

(b) Amend Article 16 by replacing it with the following new Article 16

"Subject to the provisions of the Statute, Shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the Member and the Company may convert all or any class of its Shares (whether or not issued) into Shares that may be so redeemed, in each case on such terms and in such manner as may be provided by these Articles."

(c) Insert a new Article 16A immediately after the existing Article 16:

#### 16A COMPULSORY REDEMPTION

16A.1 Subject to the provisions of the Statutes and these Articles, the Directors may, in their absolute discretion and from time to time, compulsorily redeem all or part of the issued share capital of the Company at the Redemption Price prevailing on the relevant Redemption Date, and otherwise in such manner and on such terms, not being inconsistent with these Articles, as they may determine.

16A.2 The Redemption Price for each Share to be redeemed on a Redemption Date shall be calculated by:

- 16A.2.1 determining the Net Asset Value at the relevant Net Asset Value Date;
  - 16A.2.2 dividing the resulting amount by the number of Shares then in issue and deemed to be in issue at the relevant Net Asset Value Date; and
  - 16A.2.3 adjusting the resulting total to such number of decimal places as the Directors may determine.
- 16A.3 Compulsory redemption under the provisions of this Article shall be applied across all Members on a pro rata basis. In the case of redemption of some but not all of the issued Shares of the Company, the Directors may, in their absolute discretion, determine a minimum cash amount below which payment of the relevant portion of the Redemption price in respect of the relevant Shares should not be made to a Member and any such undistributed cash amount shall be dealt with at the Directors' discretion.
- 16A.4 Any amount payable to a Member in connection with the redemption of any Shares shall be paid to that Member generally no later than 14 Business Days after the relevant Redemption Date in US Dollars. Any such amount may at the option of the Directors and at the request of the Member but at his risk and cost (and subject to satisfaction of applicable laws and regulations) be remitted to a bank account notified by the Member. The Company shall not be liable for any loss or damage suffered by the Member or any other person by reason of late settlement, howsoever such loss or damage may arise.
- 16A.5 The compulsory redemption of any Shares under the provisions of this Article shall be deemed to be effective from the close of business on the relevant Redemption Date at which time any Shares which are so redeemed shall forthwith be cancelled.
- 16A.6 Upon the redemption of a Share being effected pursuant to these Articles, other than payment of the Redemption Price, the Member shall cease to be entitled to any rights in respect thereof and accordingly his name shall be removed from the Register of Members with respect thereto.
- 16A.7 Payment of the Redemption Price shall be subject to any requisite official consents first having been obtained and where such consents are outstanding the amount due to each person will be deposited by the Company in a bank for payment to such person upon such consents being obtained. Upon deposit of such Redemption Price as aforesaid such person shall have no further interest in such Shares or any of them or any claim against the Company in respect thereof except the right to receive the Redemption Price so deposited (without interest and subject to any applicable deductions in respect of the costs of opening and operating such separate bank account) upon such consents as aforesaid being obtained.
- 16A.8 If any Shares are redeemed compulsorily pursuant to this Article, without provision by the Member of appropriate payment instructions or prior to the receipt of any necessary official consents or other requisite information or documentation, the Directors may deposit in a separate bank account the aggregate Redemption Price of all Shares held by the Member which are so redeemed or purchased. Upon such deposit the person whose Shares have been so redeemed or purchased shall have no interest in or claim against the Company or its assets except the right to receive the moneys deposited (without interest) upon receipt of the requisite consents, information or documentation."

## PART 4 RISK FACTORS

In considering the Proposals set out in this document, Shareholders should have regard to and carefully consider the Risk Factors described below in addition to the risks as outlined in the Admission Document and the other information set out in this document. The following are those Risk Factors which the Board considers to be material as at the date of this document (based on the assumption that the Proposals are approved and implemented). If any of the adverse events described below actually occur, the Company's business, financial condition or results or prospects could be materially and adversely affected. Additional risks and uncertainties which were not known to the Board at the date of this document or that the Board considers at the date of this document to be immaterial (based on the assumption that the Proposals are approved and implemented) may also materially and adversely affect the Company's business, financial condition or results or prospects.

### RISKS RELATING TO THE PROPOSALS

#### *Conditionality of the change of investing policy*

Implementation of the change to the investing policy will only take effect if the Continuation Resolution is not passed and Resolution 2 is approved at the EGM. If Resolution 2 is not passed, the change to the investing policy will not succeed.

#### *Realisation*

The exact timing, form and value of payments to Shareholders is uncertain and will depend, amongst other things, on the speed and price at which each asset of the Company is realised. The sale of some assets may only be possible at prices substantially less than the values used to calculate the NAV per Ordinary Share.

#### *Delays between realisations and distributions*

At any time, a substantial amount of the Company's assets may be denominated in VND which is a currency that is not freely convertible into U.S. dollars. Consequently, VND proceeds cannot be distributed to the Shareholders and there will be a delay, which may be substantial, between the time a VND denominated asset is realised and the time the Company has U.S. dollars available for a distribution to the Shareholders.

#### *Liquidity of the Company's investments*

The Company's investments comprise mainly real estate investments in Vietnam. Some investments may take a substantial length of time to realise. There can be no guarantee that the Company will be able to realise its investments and distribute pro rata net proceeds to the Shareholders within a specific period of time.

#### *Forward looking statements*

This document may contain statements that constitute forward-looking statements that include but are not limited to statements regarding the expected proceeds generated from the divestment of real estate assets owned by the Company. Undue reliance should not be placed on forward-looking statements. Forward-looking statements are based on current expectations, estimates and projections that involve a number of risks and uncertainties, which could cause actual results to differ materially from those anticipated by the Company and described in the forward-looking statements. These risks and uncertainties include but are not limited to delays in receipt of payments, and unforeseen changes to general economic and business conditions. Forward-looking statements are based on the estimates and opinions of the Company's management at the time the statements are made. The Company assumes no obligation to update forward-

looking statements should circumstances or management's estimates or opinions change, except as required by law.

**The foregoing factors are not exhaustive and do not purport to be a complete explanation of all risks and significant considerations relating to the Proposals. Accordingly, additional risks and uncertainties not presently known to the Board may also have an adverse effect on the Proposals and/or the Company's business, financial condition or results or prospects.**

## DEFINITIONS

<b>"Admission Document"</b>	the AIM admission document of the Company dated 16 March 2006;
<b>"Aggregate Distributions"</b>	in any Calculation Period, the aggregate US\$ amount actually distributed to Shareholders by way of dividends, capital returns, tender offers, market share buy-backs, mandatory redemptions or otherwise;
<b>"Alignment Fees"</b>	has the meaning provided for in paragraph 3 of Part 2 of this document;
<b>"Articles"</b>	the articles of association of the Company;
<b>"Board"</b>	the board of directors of the Company;
<b>"Calculation Date"</b>	22 November;
<b>"Calculation Period 1"</b>	the period commencing on and including 22 November 2016 to and excluding 22 November 2017;
<b>"Calculation Period 2"</b>	the period commencing on and including 22 November 2017 to and excluding 22 November 2018;
<b>"Calculation Period 3"</b>	the period commencing on and including 22 November 2018 to and excluding 22 November 2019;
<b>"Calculation Period"</b>	means, as the context may require any or all of Calculation Period 1, Calculation Period 2 and/or Calculation Period 3;
<b>"Clearstream"</b>	the system of paperless settlement of trades and the holdings of shares without share certificates administered by Clearstream Banking S.A.;
<b>"Closing Cash Balance"</b>	the cash balance in freely transferrable funds of the Company in US\$ calculated as at the Calculation Date for any Calculation Period (including any freely transferrable funds held in VND converted into US\$ at the applicable US\$:VND exchange rate on the relevant Calculation Date), but excluding (A) any amounts reasonably determined by the Board after consultation with the Manager as required, (i) to fund Follow-on Investments, and (ii) for the Company's operating expenditure, (B) any Retention Funds;
<b>"Company"</b>	VinaLand Limited;
<b>"Continuation Resolution"</b>	Resolution no.1, as set out in the Notice of EGM;
<b>"Current IMA"</b>	the second amended and restated investment management agreement dated 30 October 2015 entered into between the Company and the Investment Manager;
<b>"Disposal Fee"</b>	has the meaning provided for in paragraph 3 of Part 2 of this document;
<b>"Distributable Funds"</b>	in relation to: (i) Calculation Period 1, the Aggregate Distributions

made during such Calculation Period:

LESS the Trigger Distribution Amount; and

PLUS the Closing Cash Balance

(ii) each of Calculation Period 2 and Calculation Period 3 the Aggregate Distributions made during such Calculation Period:

LESS the Opening Cash Balance; and

PLUS the Closing Cash Balance;

<b>"Distributable Proceeds"</b>	US\$ amounts available for distribution to Shareholders whether by way of dividends, capital returns, tender offers, market share buy-backs, mandatory redemptions or otherwise;
<b>"Euroclear"</b>	the system of paperless settlement of trades and the holding of shares without share certificates administered by Euroclear Bank SA;
<b>"Extraordinary General Meeting" or "EGM"</b>	the extraordinary general meeting of the Company convened for 11.30 a.m. (UK time) on 18 November 2016 at the Storchen Hotel, Weinplatz 2, 8001 Zurich, Switzerland;
<b>"Form of Proxy"</b>	the proxy form for use in connection with the EGM, and which accompanies this document;
<b>"Investment Manager"</b>	VinaCapital Investment Management Limited;
<b>"NAV"</b>	net asset value;
<b>"Nominated Adviser"</b>	Grant Thornton UK LLP;
<b>"Notice of EGM"</b>	the notice of EGM set out on pages 20 to 21 of this document;
<b>"Opening Cash Balance"</b>	(i) as at 22 November 2016 and for the purposes of Calculation Period 1, the agreed freely transferable cash balance of the Company in US\$ calculated as at 22 November 2016;  (ii) for the purposes of Calculation Period 2, the Closing Cash Balance referable to Calculation Period 1; and  (iii) for the purposes of Calculation Period 3, the Closing Cash Balance referable to Calculation Period 2;
<b>"Ordinary Shares"</b>	ordinary shares of US\$0.01 each in the capital of the Company;
<b>"Prepayment Advance"</b>	has the meaning provided for in paragraph 3 of Part 2 of this document;
<b>"Proposals"</b>	the proposals of the Company, more particularly described in Parts 1 to 3 of this document;

<b>"Realisation Period"</b>	has the meaning provided for in paragraph 3.1 of Part 1 of this document;
<b>"Register"</b>	the Company's register of Shareholders;
<b>"Resolutions"</b>	together Resolutions 1 to 5 to be proposed at the EGM (and "Resolution" shall be construed accordingly);
<b>"Retention Account"</b>	has the meaning provided for in paragraph 3 of Part 2 of this document;
<b>"Retention Funds"</b>	has the meaning provided for in paragraph 3 of Part 2 of this document;
<b>"Shareholder"</b>	a holder of Ordinary Shares (or, where Ordinary Shares are held in Euroclear or Clearstream, the persons otherwise beneficially entitled to such Ordinary Shares) and <b>"Shareholders"</b> shall be construed accordingly;
<b>"Third Amended and Restated Investment Management Agreement"</b>	the third amended and restated investment management agreement to be entered into between the Company and the Investment Manager immediately following the EGM, conditionally upon the passing of Resolution 2 at the EGM;
<b>"Trigger Distribution Amount"</b>	has the meaning provided for in paragraph 3 of Part 2 of this document;
<b>"US\$" or "U.S. dollars"</b>	US dollars; and
<b>"VND"</b>	Vietnamese Dong, the lawful currency of Vietnam.

## VINALAND LIMITED

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the Company will be held at 11.30 a.m. (Central European Time) on 18 November 2016 at the Storchen Hotel, Weinplatz 2, 8001 Zurich, Switzerland for the purpose of considering and, if thought fit, passing the following resolutions which, in the case of resolutions 1, 4 and 5 will be proposed as special resolutions and, in the case of resolutions 2 and 3 as ordinary resolutions:

**SPECIAL RESOLUTION**

1. **THAT** the Company continue as currently constituted.

**ORDINARY RESOLUTIONS**

2. **THAT**, conditionally upon resolution 1 above not being passed:
- (a) the text set out under "Investing policy" and "Policy on future continuation votes" in paragraphs 1 and 2 of Part 2 of the circular to Shareholders dated 25 October 2016 (the "**Circular**") be and is hereby adopted as the new investing policy and policy on continuation votes of the Company; and
- (b) the terms of the Third Amended and Restated Investment Management Agreement (as defined in the Circular) be and are hereby approved.
3. **THAT**, conditionally upon resolution 1 above not being passed, the text set out under "Distribution policy" in paragraph 4 of Part 2 of the Circular be and is hereby adopted as the new distribution policy of the Company.

**SPECIAL RESOLUTIONS**

4. **THAT** the Articles (as defined in the Circular) be and are hereby amended with immediate effect as described in Part 3 of the Circular.
5. **THAT**, conditionally upon resolution 4 being passed, the ordinary shares of US\$0.01 in the capital of the Company (the "**Shares**"), be and are redesignated into redeemable shares subject to and in accordance with the Company's amended Articles, with immediate effect upon resolution 4 becoming effective, and any variation of rights of the Shares occurring as a result of such redesignation be and is hereby approved.

Dated: 25 October 2016

*Registered Office:*  
PO Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

By Order of the Board  
  
Standard Chartered Bank  
Level 3  
7, Changi Business Park Crescent  
Singapore 486028  
*Administrator*

## Notes:

1. *A Shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him or her. A proxy need not be a member of the Company. A Form of Proxy is enclosed with this notice. Completion and return of the Form of Proxy will not preclude Shareholders from attending or voting at the meeting, if they so wish.*
2. *To be valid, the Form of Proxy, together with the power of attorney or other authority, if any, under which it is executed (or a notarially certified copy of such power of attorney) must be deposited with:*

**Standard Chartered Bank****Level 3****7, Changi Business Park Crescent****Singapore 486028****Attn: Securities Services – Fund Services****or****By facsimile:****+ (65) 6305 1760****Attn: Securities Services – Fund Services****by no later than 5:00 p.m. (Singapore time) on 15 November 2016**

3. *A holder of Ordinary Shares (or the beneficial title thereto) must first have his or her name entered on the Register (or where Ordinary Shares are held in Euroclear or Clearstream otherwise be beneficially entitled to such Ordinary Shares by) not later than 5.00 p.m. (Singapore time) on 15 November 2016. Changes to entries in that Register after that time shall be disregarded in determining the rights of any holders to attend and vote at such meeting (or to provide voting instructions to the relevant Euroclear or Clearstream nominee).*