

Company name **Vietnam Growth Fund**  
Headline **Circular to Shareholders**

RNS Number : 9782L  
Vietnam Growth Fund Limited  
11 September 2012

**THIS NOTICE AND THE ACCOMPANYING DOCUMENTS ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to any aspect of this Notice, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in Vietnam Growth Fund Limited (the "Company"), you should at once hand this Notice to the purchaser or to the bank, stockbroker or other agent through which the sale was effected for transmission to the purchaser.

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**VIETNAM GROWTH FUND LIMITED**  
**(Incorporated in the Cayman Islands with Limited Liability)**

**NOTICE OF ANNUAL GENERAL MEETING**

**ordinary business including**

**RE-ELECTION AND ELECTION OF DIRECTORS**

**ISSUANCE OF AN ADDITIONAL MAXIMUM 10% OF ORDINARY SHARES**

**and**

**special business comprising**

**AMENDMENT TO THE ARTICLES OF ASSOCIATION CONCERNING THE  
COMPANY'S AUTHORITY TO REPURCHASE ITS SHARES THROUGH THE  
USE OF TREASURY SHARES**

**AMENDMENT TO THE ARTICLES OF ASSOCIATION CONCERNING  
DIRECTORS' REMUNERATION**

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION CONCERNING  
DURATION OF THE COMPANY**

- Those directors of the Company ("the Directors"), whose names appear on page 1 of the enclosed letter from the Chairman, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

11 September, 2012

## **IMPORTANT NOTICE**

The statements, including any forward-looking statements contained in this document are made as at the date of this document, unless some other time is specified in relation to them, and service of this document shall not give rise to any implication that there has been no change in the facts set out in this document since such date.

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They include statements regarding the intentions, beliefs or current expectations of the Company or the Investment Manager of the Company concerning, amongst other things, the investment performance prospects of the Company and the markets in which it invests. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. A number of factors could cause actual results and developments to differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements are not guarantees of future performance. The Company's actual investment performance may differ materially from the impression created by the forward-looking statements contained in this document. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of the Company and the environment in which it will operate in the future. All forward-looking statements included in this document are based on information available to the Company on the date of this document. Shareholders should not place undue reliance on such forward looking statements, and the Company does not undertake any obligation to update publicly or revise any forward-looking statements, save as required by the rules of the Irish Stock Exchange or other law or regulation applicable to the Company.

## **CONTENTS**

### **[LETTER FROM THE CHAIRMAN](#)**

### **[BACKGROUND ON THE 2012 AGM RESOLUTIONS](#)**

### **[ORDINARY BUSINESS](#)**

#### **[1. ACCOUNTS AND AUDITORS](#)**

#### **[2. RE-ELECTION AND ELECTION OF DIRECTORS](#)**

**3. ISSUANCE OF UP TO AN ADDITIONAL MAXIMUM 10% OF ORDINARY SHARES**

**SPECIAL BUSINESS**

**4. AMENDMENT TO THE ARTICLES OF ASSOCIATION CONCERNING COMPANY'S AUTHORITY TO REPURCHASE ITS SHARES THROUGH THE USE OF TREASURY SHARES**

**5. AMENDMENT TO THE ARTICLES OF ASSOCIATION CONCERNING DIRECTORS' REMUNERATION**

**6. AMENDMENTS TO THE ARTICLES OF ASSOCIATION CONCERNING DURATION OF COMPANY**

**RECOMMENDATION ON ORDINARY AND SPECIAL BUSINESS**

**VOTING BY PROXY AND THROUGH DEPOSITORIES**

**DOCUMENTS AVAILABLE FOR INSPECTION**

**APPENDIX**

**NOTICE OF ANNUAL GENERAL MEETING**

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**LETTER FROM THE CHAIRMAN**

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**VIETNAM GROWTH FUND LIMITED**

(Incorporated in the Cayman Islands with Limited Liability)

*Non-Executive Directors, Independent of the Investment Manager:*

Marc Faber (Chairman)  
Mark Lockwood  
Wong Heng Tew  
Stanley Chou

*Other Non-Executive Directors:*  
Dominic Scriven

*Investment Manager:*

Dragon Capital Management Limited  
c/o 1901 Me Linh Point  
2 Ngo Duc Ke, District 1  
Ho Chi Minh City  
Vietnam

*Registered office:*

ATC Trustees (Cayman) Limited  
Clifton House, 75 Fort Street

P.O. Box 1350, Grand Cayman KY1-  
1108, Cayman Islands

To the shareholders of Vietnam Growth Fund Limited (the 'Company')

11 September, 2012

Dear Shareholder,

**ANNUAL GENERAL MEETING**

**RE-ELECTION OF DIRECTORS**

**ISSUANCE OF AN ADDITIONAL MAXIMUM 10% OF ORDINARY SHARES**

**AMENDMENT TO THE ARTICLES OF ASSOCIATION CONCERNING THE  
COMPANY'S AUTHORITY TO REPURCHASE ITS SHARES THROUGH THE  
USE OF TREASURY SHARES**

**AMENDMENT TO THE ARTICLES OF ASSOCIATION CONCERNING  
DIRECTORS' REMUNERATION**

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION CONCERNING  
DURATION OF THE COMPANY**

**INTRODUCTION**

I have pleasure in enclosing the notice (the "Notice") of the eighth Annual General Meeting of the Company (the "2012 AGM") to be held at 1901 Me Linh Point, 2 Ngo Duc Ke, District 1, Ho Chi Minh City, Vietnam on 5 October 2012 at 10.00 am (Vietnam time).

The ordinary business you are kindly asked to consider at the 2012 AGM consists of the re-election of the directors of the Company (the "Directors"), the re-appointment of KPMG as auditor, the adoption of the Annual Report and Financial Statements of the Company, and the issuance of an additional maximum 10% of Ordinary shares of par value US\$0.01 each in the Company ("Ordinary Shares").

You are also kindly asked to consider special business at the 2012 AGM, being (a) an amendment to the Company's authority to repurchase its shares through the use of treasury shares; (b) an increase to the maximum annual board remuneration permitted by the articles of association (the "Articles"); (c) lengthening the interval between the wind up votes from two to three years; and (d) whether to wind up the Company (the "Wind Up Resolution"), which, by the Company's Articles, must be considered at this year's AGM.

Before commenting on the proposals, I summarise some important developments at the Company that you may wish to bear in mind when deciding how to vote.

**Company's Investment Focus and Performance**

Prior to the 2010 AGM the Company's investment focus was refined within the existing mandate to reflect the evolving financial markets in Vietnam, and is now:

- to seek medium-term capital appreciation from stocks with strong growth/value features and good corporate governance;
- to try and outperform the Vietnam Index on a two-year rolling basis (the Vietnam Index is a capitalisation-weighted index of all the companies listed on the Ho Chi Minh City Stock Exchange as prepared by the Ho Chi Minh City Stock Exchange and available on Bloomberg on "VNINDEX VN Equity <GO>"). However, the Company does not systematically target the Vietnam Index and is prepared to carry active conviction positions for or against selected sectors;
- to make trading adjustments around core positions, on grounds of perceived over- or under-valuation, rebalancing when macro conditions change;
- to limit concentration risk to no more than 30% of net asset value ("NAV") in a single sector and up to 8% in a single company or issuer (at the time of investment); and
- to focus on listed securities, including offshore listed securities that have major exposure to Vietnam; and on companies that are expected to be listed within 12 months from the date of investment.

Since the refinement of the investment focus, the Company has performed as set out below, outperforming its target of 2 years rolling VN Index as at 31 August 2012:

*Investment Returns as at 31 August 2012 (non-annualised)*

Share price	-1.15	-3.02	1.18	9.36	2.39	6.20
NAV	2.02	1.05	-3.11	16.21	-1.33	9.37
VN Index Total Return (USD)	-3.60	-6.71	-4.26	17.53	-2.43	-11.51
NAV vs. VN Index Total Return (USD)	5.62	7.76	1.15	-1.32	1.10	20.88

Source: Dragon Capital

These favourable investment returns were achieved, among other reasons, as a result of the Company's strategy of being overweight in the Food & Beverage and Diversified Financial sectors, in particular, investments in Vinamilk and Masan Group Corporation, whilst being underweight in the Banking and Real Estate sectors.

### **Portfolio Concentration**

Two of the Company's core holdings, namely Vinamilk and Masan Group Corporation, accounted for 16.92% and 17.95% of NAV respectively at the end of 2010. However, exceptional performances by these two core holdings produced total returns (in US\$ terms) of 42.10% and 14.81% respectively in 2011 when the Vietnam Index's total return (in US\$ terms) was -29.94%. As a result, Vinamilk and Masan Group Corporation's weighting in the Company increased to 31.49% and 25.34% at the end of 2011.

Whilst the Company seeks to ensure an appropriately diversified portfolio it is not always possible or desirable to comply fully with this goal in an emerging market like Vietnam. Vinamilk for example is attractively valued at 2012 PER 10.5x and has an EPS growth of 28% and is one of the few and most sought after stocks in the Food & Beverage sector in Vietnam. Equally important, with Vinamilk's foreign room being full, it is possible to exit but any purchase of a meaningful stake in Vinamilk would likely require a negotiated transaction and the payment of a premium. In the case of Masan Group Corporation ("Masan"), most of the Company's holding is a Promissory Note which is exchangeable into ordinary shares of Masan, at the earliest, on 28 September 2013 which restricts maneuverability for this holding until such time.

These challenges are, among others, a key reason for the proposal to lengthen the interval between wind-up votes (see 'Special Business', "6. Duration of Company").

**Discount to NAV**

The Company implemented a share buy-back programme, starting in June 2010. Since then, the discounts of the Company's share price to NAV has reduced and have been on average 14.0% in 2012 as at 31 August 2012 (source: Dragon Capital). The discount is currently ca. 13.7% (as at 31 August 2012), compared with an average of 27.6% for comparable funds (source: Bloomberg / LCF Rothschild).

Peer discounts as at 31 August 2012

<b>Fund</b>	<b>Size (\$m)</b>	<b>Disc (%)</b>
<b>Vietnam Growth Fund Limited</b>	<b>198</b>	<b>13.9</b>
<b>Vietnam Enterprise Investments Limited</b>	<b>387</b>	<b>13.7</b>
VinaCapital Vietnam Opportunity Fund	761	30.8
DWS Vietnam Fund	222	46.8
Vietnam Holding	66	16.4
Vietnam Equity Holding	69	30.5
PXP Vietnam Fund	49	13.4
Peer average	233	27.6

Source: Bloomberg / LCF Rothschild

Company's discounts to NAV from 1 July 2009 until 31 August 2012

Source: Dragon Capital

**BACKGROUND ON THE 2012 AGM RESOLUTIONS****Ordinary Business**

The ordinary business to be conducted at the 2012 AGM consists of the following:

**1. Accounts and Auditors**

Adoption of the annual accounts, the approval of the re-appointment of KPMG as the auditor of the Company and the grant of authority to the Board to fix the remuneration of the auditor.

Copies of the Company's annual report and accounts for the year ended 31 December 2011 have been sent to all shareholders. If you have not yet received a copy of the annual report and accounts, you may contact Ms. Ha Tran (tel: +848 3 823 9355 / email: hatran@dragoncapital.com), or Standard Chartered's Fund Services - Hedge Fund Operations (tel.: +65 6305 1760 / e-mail: sg.alternative-investment-ops@sc.com).

**2. Re-election and election of Directors**

Under the Articles, each of Marc Faber and Mark Lockwood offers to extend his services as a Director following the expiration of his term at the 2012 AGM. Each of Wong Heng Tew, Stanley Chou and Dominic Scriven also submits themselves for re-election, even though the Articles do not explicitly require them to do so.

### **3. Issuance of up to an Additional Maximum 10% of Ordinary Shares**

The Company seeks authorisation for the Board to issue additional Ordinary Shares of up to 10% of Ordinary Shares in issue at the time of the 2012 AGM. Such authorisation has been sought and obtained at prior AGMs, and the Board expects that this authorisation, if approved, would only be utilised if market circumstances are favourable to raising capital, and there are suitable investment opportunities. Please note that the Company does not plan to use its existing authorisation to issue any Ordinary Shares prior to the 2012 AGM.

The Articles require the Company to issue new Ordinary Shares at a price per share no lower than the NAV per share of the Ordinary Shares in issue at the time of such issuance(s). The Company's authority to make such issuance(s) would be effective only until the next AGM of the Company in 2013. New Ordinary Shares would rank *pari passu* in all respects with the existing Ordinary Shares. New Ordinary Shares will be offered to Shareholders of the Company on a pre-emptive basis.

Adoption of this resolution will not necessarily mean that any new Ordinary Shares will be issued or that an issuance, if it occurs, will be the maximum amount allowable (1,293,950 shares), but authorisation will provide the Board with the ability to issue new Ordinary Shares in one or more transactions at its discretion, up to the maximum amount referred to.

### **Special Business**

#### **4. Amendment to the Articles of Association concerning Company's Authority to Repurchase its Shares through the use of Treasury Shares**

The Company's Articles contain a provision that gives the Board authority to repurchase a portion of the Company's Shares in certain circumstances, with repurchased shares being cancelled. The Board considers that it would be beneficial for the Company also to have discretion to hold such shares as treasury shares rather than cancel them. This would provide for greater flexibility in discount management as the Company could sell repurchased shares at a smaller discount than they were purchased for, or at no discount; and the Company would also be generating cash by the sale of such shares, permitting further investments by the Company. **Accordingly, the Board proposes that Shareholders approve an amendment to the Company's Article 13(f), as set out in the "Form of Proxy" attached to this Circular.**

If the shares are held as treasury shares, in accordance with the Companies Law of the Cayman Islands, the Company will be the registered holder of shares, but will not be treated as a member for any purpose or the exercise of any rights. Treasury shares may not be voted at any meeting of the Company and will not be counted in determining the total number of issued shares at any given time; and no dividend or distribution may be made to the Company in respect of a treasury share. Treasury shares may be cancelled or transferred (by way of sale or otherwise) at any time. The Directors may transfer shares out of treasury on such terms, including as to price as they determine.

The cost of making repurchases would normally be funded by the Company's cash holdings. In addition, the exercise of any repurchase powers would be entirely at the Board's discretion depending on the relevant circumstances at the time although the Board would be under no obligation to utilise any such powers, and if utilised, have discretion

whether some or all of those Shares should be held as treasury shares or cancelled.

The Company will make quarterly announcements via the Irish Stock Exchange of any repurchase of Shares or sale of treasury shares made by the Company.

## 5. Amendment to the Articles of Association concerning Directors' Remuneration

Article 95 of the Company's Articles provides for permitted annual board remuneration of up to US\$ 100,000. This figure has been in place since the Company's inception in 2004. Within this limit, average individual director fees are \$ 24,875 (excluding Dominic Scriven, who takes no fee), a total of US\$99,500. The Board was concerned that the limit means directors' fees are now below the market, and therefore requested that the Investment Manager carry out a review of the directors' remuneration of other Vietnam focused-funds as well as AIM and FTSE companies. The findings are shown below.

Fund	Max. annual board remuneration	Actual director fees paid	Directors fees ratio compared to market cap	Ordinary director	Chairman	NAV (in \$ million)	Remarks (Source: Annual Reports 2011)
<b>Vietnam focused funds &lt;\$100m (Equities &amp; Property)</b>							
PXP Vietnam Fund Ltd	\$125,000	\$102,480	0.27%	\$20,000	\$25,000	\$42	
Vietnam Holding Ltd	\$350,000	\$153,500	0.34%	\$35,750	\$82,000	\$63	Inclusive of attendance fees and fees for additional services
Vietnam Property Fund Limited	\$200,000	\$154,164	0.24%	\$36,000	\$36,000	\$72	
<b>Average</b>	<b>\$225,000</b>	<b>\$136,715</b>	<b>0.28%</b>	<b>\$30,583</b>	<b>\$47,667</b>	<b>\$59</b>	

<b>Vietnam focused funds &gt;\$100m (Equities &amp; Property)</b>							
Vietnam Opportunity Fund Ltd	\$300,000	\$195,000	0.04%	\$60,000	\$75,000	\$752	
Vinaland Ltd	N/A	\$150,000	0.04%	\$37,500	\$37,500	\$672	
<b>Average</b>	<b>\$300,000</b>	<b>\$172,500</b>	<b>0.04%</b>	<b>\$48,750</b>	<b>\$56,250</b>	<b>\$712</b>	

<b>Dragon Capital Equities Funds</b>							
Vietnam Growth Fund Limited	\$100,000	\$99,500	0.07%	\$18,000	\$23,000	\$171	Additional fees for committee memberships
Vietnam Enterprise Investment Limited	\$100,000	\$86,505	0.03%	\$18,000	\$23,000	\$330	Additional fees for committee memberships
<b>Average</b>	<b>\$100,000</b>	<b>\$93,003</b>	<b>0.04%</b>	<b>\$18,000</b>	<b>\$23,000</b>	<b>\$250</b>	

<b>Report by New Bridge Street (an AON Hewitt company) on FTSE AIM 100 Directors' Remuneration (2011)</b>							
				Ordinary directors	Chairman		Remarks
AIM Top 100				\$38,750	\$54,250		Lower Quartile
				\$52,700	\$97,650		Median

		Market News			
		\$65,100	\$147,250		Upper Quartile
Equivalent FTSE Small Cap		\$47,275	\$108,500		Lower Quartile
		\$54,250	\$145,700		Median
		\$62,000	\$186,000		Upper Quartile

Note: Exchange rate of 1.55 applied to convert GBP to US\$

The review shows that, for Vietnam focused funds considered with net assets of below \$100 million, the average maximum annual board remuneration permitted is \$225,000. For Vietnam focused funds considered with net assets exceeding \$ 100 million, the maximum annual board remuneration permitted is \$ 300,000 (Note: Only one of the two funds disclosed the maximum annual board remuneration and actual aggregate director fees paid are \$ 172,500).

The review therefore demonstrates that remuneration received by the independent non-executive directors on an individual basis, and the aggregate permitted amounts, are substantially below the market rate for funds of similar size and focus.

Meanwhile, recent years have seen increasing demands on non-executive directors imposed by the evolving scope of regulations and requirements imposed by focus on corporate governance standards. This has meant an increase in time commitment for directors, with more complex matters to consider.

The Company's Board plays a crucial role in supervising the Company and the Investment Manager on behalf of all the shareholders. The Board wishes to be able to retain and, when necessary or desirable, attract non-executive directors of sufficient calibre, to continue to achieve this. The Board believes the maximum annual board remuneration must therefore be brought into line with the Company's peer group.

**Shareholders are therefore asked to consider favourably a special resolution to amend the Company's Articles to increase the maximum permitted annual board remuneration from US\$100,000 to US\$ 200,000.**

The Board would like to point out the proposed increase in maximum permitted annual board remuneration would, if passed, be the first increase in the Company's eight-year history. The Board would not propose utilising the full amount of the increase at this stage, but such level of increase would permit the appointment of additional directors should the Board deem it in the best interests of the Company to do so; and provide for future directors' remuneration trends. Shareholders are asked to note, the proposed increase in maximum annual board remuneration by \$100,000 represents just 0.052% of net assets as at 31 July 2012, a modest increase compared to the size of the funds under management.

## **6. Amendments to the Articles of Association concerning Duration of Company**

### **6.1 Interval between Wind Up Resolutions**

Article 133 of the Articles requires that if the Wind Up Resolution is not passed, another special resolution to wind up the Company is to be placed to Shareholders at two yearly intervals. Given the long-term nature of the Company's investment strategy, and its focus on fundamentals with typical holding periods of two to three years with benchmarking of performance against the two year rolling Vietnam Index, the Board believes two yearly intervals are too short, and not conducive to the optimal management of the Company under its long-term nature of its investment strategy.

**Shareholders are therefore asked to consider a special resolution to amend the Company's Articles to lengthen the interval between the Wind Up Resolutions as**

**required by the Articles from two yearly periods to three yearly periods to align the interval with the Company's investment mandate.**

## **6.2 Wind Up Resolution**

The Company has been established for an unlimited duration. However, Article 133 of the Articles requires that a special resolution to wind up the Company effective 31 December, 2014 be put before the 2012 AGM. **The Board however believes that there are a number of benefits for Shareholders in the continuation of the Company, and in VOTING AGAINST the Wind up Resolution:**

- The Board and Investment Manager remain of the view that the fundamentals, favourable demographics and social-cultural factors which underpin the attractions of investing in Vietnam remain strong and that this should lead to incremental investment returns for the Company over time;
- The Board considers it appropriate to provide more time for a number of the Company's underlying portfolio investments to realise their true potential;
- The Board and the Investment Manager believe that the Company's portfolio is well positioned and continues to offer an attractive investment opportunity to continue to benefit from income growth and development of a middle class, demographics and urbanisation, financial sector development and modernisation and export infrastructure build-up; and
- The Board is committed to assisting Shareholders with liquidity goals through continuing the share buy-back programme.

## **RECOMMENDATION ON ORDINARY AND SPECIAL BUSINESS**

The Directors consider that approval of the ordinary and special resolutions proposed at the 2012 AGM, with the exception of the Wind Up Resolution is in the best interests of the Company and the shareholders as a whole. The Directors therefore recommend that you **VOTE IN FAVOUR of the ordinary and special resolutions to be proposed at the 2012 AGM EXCEPT FOR THE WIND UP RESOLUTION**, which is the last resolution of the 2012 AGM. The Directors recommend that you **VOTE AGAINST** the Wind Up Resolution.

## **VOTING BY PROXY AND THROUGH DEPOSITORIES**

The Company registrar's deadline to receive validly completed proxy forms from the registered holder of shares is 10:00 am (Vietnam time) on 4 October, 2012. Please note that this deadline applies to the registered shareholders, namely Euroclear and Clearstream Banking, Luxembourg, who will need to ensure that the validly completed proxy forms will be returned in time by fax to +65 6305 1760 or by e-mail: sg.alternative-investment-ops@sc.com (with original to follow by post) to Standard Chartered @ Changi, 7 Changi Business Park Crescent, Level 3, Singapore 486028 (marked for the attention of Fund Services - Hedge Funds Operations).

**BENEFICIAL HOLDERS ARE REMINDED THAT THE DEADLINE TO SUBMIT THEIR VOTES HOWEVER WILL DEPEND ON THE DEADLINE ESTABLISHED BY THEIR CUSTODIAN. THE COMPANY THEREFORE RECOMMENDS THAT BENEFICIAL SHAREHOLDERS CONTACT THEIR CUSTODIAN, ASK FOR THEIR CUSTODIAN'S DEADLINE AND SUBMIT THEIR VOTES TO THEIR CUSTODIAN BEFORE THEIR CUSTODIAN'S DEADLINE TO ENSURE THAT THEIR VOTES WILL BE VALID AND SUBMITTED IN TIME.**

Completing a Proxy Form will not preclude Shareholders from attending the 2012 AGM and voting in person (or by corporate representative) if they wish to do so. If any assistance is required, please contact the following help lines:

- Euroclear Help line : +322 224 2199
- Clearstream Help line : +352 2433 8068

## **DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the Memorandum and Articles of Association of the Company and the Company's annual report and accounts are available for inspection at the offices of McCann Fitzgerald Listing Services Limited, Riverside One, Sir John Rogerson's Quay, Dublin 2, Ireland; at the offices of ATC Trustees (Cayman) Limited, Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands during normal business hours, until 4 October 2012 and at the 2012 AGM itself.

Yours faithfully,

Marc Faber  
Chairman

## **APPENDIX**

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

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#### **VIETNAM GROWTH FUND LIMITED**

(Incorporated in the Cayman Islands with Limited Liability)

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Vietnam Growth Fund Limited (the "Company") will be held at 1901 Me Linh Point, 2 Ngo Duc Ke, District 1, Ho Chi Minh City, Vietnam on 5 October 2012 at 10.00 am (Vietnam time) to consider and, if thought fit, pass the following resolutions:

#### **AGENDA**

#### **ORDINARY RESOLUTIONS**

##### **Ordinary Business:**

- (1) To receive and adopt the audited financial statements for the year ended 31 December, 2011 together with the auditor's and Directors' reports thereon.
- (2) To re-appoint KPMG Ltd. of Vietnam as auditor of the Company and to authorise the Board to fix their remuneration.
- (3) To re-elect Marc Faber as a Director of the Company.
- (4) To re-elect Mark Lockwood as a Director of the Company.
- (5) To re-elect Wong Heng Tew as a Director of the Company.
- (6) To re-elect Stanley Chou as a Director of the Company.

- (7) To re-elect Dominic Scriven as a Director of the Company.
- (8) To authorise the Directors of the Company to issue, in one or more transactions an additional amount of Ordinary Shares of up to 10% of the Ordinary Shares in issue as of the date of this Resolution, such issue of shares to be at a price per share not less than the Net Asset Value per share of the Ordinary Shares in issue at the time of such issuance, and such authority to be effective until the Annual General Meeting of the Company to be held in the year 2013.

## SPECIAL RESOLUTIONS

### Special Business:

- (9) To amend the Company's Article 13(f) as follows:

Notwithstanding any other provision in this Article 13, but subject to the provisions of the Companies Law, the Company may from time to time repurchase its shares up to a maximum of 1 share less than 15% of the issued and outstanding shares of the Company. The Company may make payment for any shares it repurchases in any manner authorised by the Companies Law, including out of capital. Neither the Company nor the Board shall be required to select the shares to be repurchased rateably, or in any other particular manner, as between the holders of Shares of the same class, or as between them and the holders of Shares of any other class, or in accordance with the rights as to dividends or capital conferred by any class of Shares. The Board shall determine if and when to make any such repurchase, and shall be entitled to effect each and any such repurchase in the manner in which it would normally be effected, including on the Irish Stock Exchange. Upon any such repurchase, the shares so repurchased shall, at the discretion of the Board, be (a) treated as cancelled and shall be classified as authorised but unissued (without, to the extent permitted by law, any further resolution, consent or corporate action being required); or (b) be classified and held as treasury shares ("Treasury Shares") in accordance with the provisions of the Companies Law. The Directors may similarly, upon the purchase, redemption or surrender of any share, determine that such share shall be held as a Treasury Share. The Directors may determine to cancel a Treasury Share or, notwithstanding Article 7(f) or any other Article, transfer a Treasury Share on any terms as they deem appropriate.

- (10) To amend Article 95 as follows:-

95. The remuneration of each Director shall be determined by the Board subject to a maximum aggregate amount of US\$200,000 per annum being paid to the Board.

- (11) To amend Article 133 as follows:-

133. The Company has been established for an unlimited duration. However, at the annual general meeting of the Company held in the year 2015, a Special Resolution to wind up the Company effective 31st December 2017 shall be put before the meeting. If the Special Resolution is not passed the Company will put before the annual general meeting in 2018 a Special Resolution to wind up the Company effective 31<sup>st</sup> December in the second year following the date of such annual general meeting, and thereafter mutatis mutandis at three yearly intervals .

- (12) To wind up the Company effective 31 December, 2014.

By Order of the Board  
ATC Asia Corporate Services Limited  
*Secretary*

11 September, 2012

*Registered Office:*

Clifton House, 75 Fort Street  
P.O. Box 1350, Grand Cayman KY1-1108  
Cayman Islands

Notes:

1. A member entitled to attend and vote at the above 2012 AGM is entitled to appoint one or more proxies to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company. A form of proxy in respect of the above 2012 AGM is enclosed with this Circular as a separate document for despatch to shareholders of the Company.
2. Persons who hold shares through Euroclear or Clearstream Banking, Luxembourg ('Clearstream') should directly send their completed proxy forms to their registered shareholders (Euroclear and Clearstream).
3. Persons who hold shares through any intermediaries or custodian, should send their completed proxy forms directly to the intermediaries or custodian.
4. Proxy forms must be deposited at Standard Chartered @ Changi, 7 Changi Business Park Crescent, Level 3, Singapore 486028 (Fax No. +65 6305 1760 or E-mail: [sg.alternative-investment-ops@sc.com](mailto:sg.alternative-investment-ops@sc.com)) no later than 24 hours prior to the time specified above for the holding of the 2012 AGM. If the signed form of proxy is signed by fax or e-mail, the original should be followed by post.

**VIETNAM GROWTH FUND LIMITED**

(Incorporated in the Cayman Islands with Limited Liability)

Form of proxy for use by shareholders at the Annual General Meeting convened to be held at 1901 Me Linh Point, 2 Ngo Duc Ke, District 1, Ho Chi Minh City, Vietnam on 5 October 2012 at 10.00 am (Vietnam time).

I/We \_\_\_\_\_ (note 1) \_\_\_\_\_ of \_\_\_\_\_ being the holder(s) of \_\_\_\_\_ (note 2) Ordinary Shares of US\$0.01 each of the above-named Company hereby appoint the Chairman of the meeting or, failing whom, \_\_\_\_\_ of \_\_\_\_\_ (note 3), to act as my/our proxy at the Annual General Meeting of the Company to be held on 5 October, 2012 at 10:00 am (Vietnamtime) and at any adjournment thereof and to vote on my/our behalf as directed below.

**Ordinary Business:**

ORDINARY RESOLUTIONS	*FOR	*AGAINST
<b>THAT</b> the audited financial statements for the year ended 31 <sup>st</sup> December 2011 together with the auditor's and Directors'	o	o

reports thereon be adopted.		
<b>THAT</b> KPMG Ltd. of Vietnam be re-appointed as auditor of the Company for the ensuing year at a fee to be agreed by the Directors.	<b>o</b>	o
<b>THAT</b> Marc Faber be re-elected as a Director of the Company.	<b>o</b>	o
<b>THAT</b> Mark Lockwood be re-elected as a Director of the Company.	<b>o</b>	o
<b>THAT</b> Wong Heng Tew be re-elected as a Director of the Company.	<b>o</b>	o
<b>THAT</b> Stanley Chou be re-elected as a Director of the Company.	<b>o</b>	o
<b>THAT</b> Dominic Scriven be re-elected as a Director of the Company.	<b>o</b>	o
<b>THAT</b> the Directors of the Company be authorised to issue, in one or more transactions an additional amount of Ordinary Shares of up to 10% of the Ordinary Shares in issue as of the date of this Resolution, such issue of shares to be at a price per share not less than the Net Asset Value per share of the Ordinary Shares in issue at the time of such issuance, and such authority to be effective until the Annual General Meeting of the Company to be held in the year 2013.	<b>o</b>	o

### Special Business:

### SPECIAL RESOLUTIONS

<b>Amendments to Articles</b>	<b>*FOR</b>	<b>*AGAINST</b>
<p><b>THAT Article 13(f) be amended as follows:</b></p> <p>Notwithstanding any other provision in this Article 13, but subject to the provisions of the Companies Law, the Company may from time to time repurchase its shares up to a maximum of 1 share less than 15% of the issued and outstanding shares of the Company. The Company may make payment for any shares it repurchases in any manner authorised by the Companies Law, including out of capital. Neither the</p>	<b>o</b>	o

<p>Company nor the Board shall be required to select the shares to be repurchased rateably, or in any other particular manner, as between the holders of Shares of the same class, or as between them and the holders of Shares of any other class, or in accordance with the rights as to dividends or capital conferred by any class of Shares. The Board shall determine if and when to make any such repurchase, and shall be entitled to effect each and any such repurchase in the manner in which <u>it</u> would normally be effected, including on the Irish Stock Exchange. Upon any such repurchase, the shares so repurchased shall, <u>at the discretion of the Board</u>, be (a) treated as cancelled and shall be classified as authorised but unissued (without, to the extent permitted by law, any further resolution, consent or corporate action being required); <u>or (b) be classified and held as treasury shares ("Treasury Shares") in accordance with the provisions of the Companies Law. The Directors may similarly, upon the purchase, redemption or surrender of any share, determine that such share shall be held as a Treasury Share. The Directors may determine to cancel a Treasury Share or, notwithstanding Article 7(f) or any other Article, transfer a Treasury Share on any terms as they deem appropriate.</u></p>		
<p><b>THAT</b> Article 95 be amended as follows:-</p> <p>95. The remuneration of each Director shall be determined by the Board subject to a maximum aggregate amount of US\$200,000 per annum being paid to the Board.</p>	o	o
<p><b>THAT</b> Article 133 be amended as follows:-</p> <p>133. The Company has been established for an unlimited duration. However, at the annual general meeting of the Company held in the year 2015, a Special Resolution to wind up the Company effective 31st December 2017 shall be put before the meeting. If the Special Resolution is not passed the Company will put before the annual general meeting in 2018 a Special Resolution to wind up the Company effective 31<sup>st</sup> December in the second year following the date of such annual general meeting, and thereafter mutatis mutandis at three yearly intervals .</p>	o	o

### Wind Up

<p><b>THAT</b> the Company be wound up effective 31 December, 2014.</p>	o	o
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\* Please indicate how you wish the proxy to vote on your behalf by placing a tick in the appropriate box. The underlined boxes indicate the votes as recommended by the Board of the Company.

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2012.

Shareholder's Signature: \_\_\_\_\_ (notes 4 and 5)

*Notes:*

1. *Full name(s) and address(es) to be inserted in BLOCK CAPITALS.*
2. *Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).*
3. *If any proxy other than the Chairman of the 2012 AGM is appointed, delete the words "the Chairman of the meeting, or failing whom" and insert the name and address of the person appointed as your proxy in the space provided.*
4. *In the case of joint holders, this form of proxy must be signed by the shareholder whose name stands first on the register of the shareholder.*
5. *This form of proxy must be signed by the appointor, or his attorney duly authorised in writing, or if such appointor is a corporation, either under its Common seal or under the hand of an officer or attorney so authorised.*
6. *If this form is returned duly signed but without a specific direction, the proxy will vote or abstain at his discretion. The proxy will also be entitled to vote at his discretion on any resolution properly put to the 2012 AGM other than those referred to in the notice convening the 2012 AGM.*
7. *In order to be valid, this form of proxy together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that authority must be sent by Euroclear and Clearstream to the office of Standard Chartered @ Changi, 7 Changi Business Park Crescent, Level 3, Singapore 486028 (Fax No. +65 6305 1760 or E-mail: [sg.alternative-investment-ops@sc.com](mailto:sg.alternative-investment-ops@sc.com)) no later than 24 hours before the time for holding the 2012 AGM or adjourned 2012 AGM. If the signed form of proxy is sent by fax or email, the original should be followed by post.*
8. *Any alterations made to this form should be initialled by the person who signs it.*

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