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VIETNAM MANUFACTURING AND EXPORT PROCESSING (HOLDINGS) LIMITED

越南製造加工出口(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 422)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of shareholders of Vietnam Manufacturing and Export Processing (Holdings) Limited (the "Company") will be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 19 July 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

- (1) THAT the proposed revised annual caps for the years ending 31 December 2011 and 2012 (details of which have been set out in the circular of the Company dated 21 June 2011 (the "Circular") in respect of the transactions under the agreement (the "VMEPH Distributorship Agreement") dated 9 November 2009, entered into between the Company and Sanyang Industry Co., Limited. ("Sanyang") in relation to the exclusive distributorship by the Company and its subsidiaries (the "Group") of motorbikes and related parts manufactured by Sanyang and its subsidiaries (the "Sanyang Group") in all of the member countries of the Association of South East Asian Nations, including Brunei Darussalam, Cambodia, Indonesia, Laos, Malaysia, Myanmar, the Philippines, Singapore, Thailand and Vietnam (except in the case of Vietnam, the Company will only be entitled to re-sell such motorbikes to customers in Vietnam solely for use in exhibitions) be and are hereby approved, confirmed and ratified.
- (2) THAT the proposed revised annual caps for the years ending 31 December 2011 and 2012 (details of which have been set out in the Circular) in respect of the transactions under the agreement (the "VMEPH Purchase Agreement") dated 9 November 2009 and entered into between the Company and Sanyang in relation to the purchase of motorbike parts by the Group from Sanyang which are either manufactured by Sanyang or sourced by it from independent third parties be and are hereby approved, confirmed and ratified.
- (3) THAT the proposed revised annual caps for the years ending 31 December 2011 and 2012 (details of which have been set out in the Circular) in respect of the transactions under the agreement (the "VMEPH VTBM Purchase Agreement") dated 9 November 2009 and entered into between the Company and Vietnam Three

Brothers Machinery Industry Company Limited (“VTBM”) in relation to the purchase of motorbike parts from VTBM be and are hereby approved, confirmed and ratified.

- (4) THAT the agreement (the “VMEPH Full Ta Purchase Agreement”) dated 28 March 2011 and entered into between the Company and Hanoi Full Ta Precision Company Limited (“Full Ta”) in relation to purchases of motorbike parts by the Company or through any other entities in the Group from Full Ta, the transactions contemplated under the VMEPH Full Ta Purchase Agreement and the proposed annual caps for the years ending 31 December 2011 and 2012 in respect of the transactions under the VMEPH Full Ta Purchase Agreement (details of which have been set out in the Circular) be and are hereby approved, confirmed and ratified.

By order of the Board
Vietnam Manufacturing and Export Processing (Holdings) Limited
Chang Kwang Hsiung
Chairman

Hong Kong, 21 June 2011

Notes:

- (a) The register of members of the Company will be closed from 14 July 2011 to 19 July 2011, both days inclusive, during which period no transfer of shares of the Company (the “Shares”) can be registered. In order to qualify for the attendance of the extraordinary general meeting, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on 13 July 2011.
- (b) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and to vote in his stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.
- (c) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time fixed for holding of the meeting or any adjourned meeting.
- (d) In accordance with Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), Sanyang, the ultimate controlling shareholder of the Company, its subsidiaries and associates (as defined in the Listing Rules) are required to abstain from voting on the above ordinary resolutions.
- (e) The ordinary resolutions set out above will be determined by way of poll.
- (f) As at the date of this notice, the Directors comprised four executive Directors, namely Mr. Chang Kwang Hsiung, Mr. Lou Hen Wen, Mr. Lee Hsi Chun and Mr. Wang Ching Tung, two non-executive Directors, namely Mr. Chiang Shih Huang and Mr. Liu Wu Hsiung Harrison, and two independent non-executive Directors, namely Ms. Lin Ching Ching and Mr. Wei Sheng Huang.