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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 (the “EGM”) of Vietnam Manufacturing and Export Processing (Holdings) Limited (the “Company”) will be held at Rooms 4 & 5, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 26 June 2018 at 10:30 a.m. (or immediately after the annual general meeting of the Company convened on the same day, if earlier) for the purpose of considering and, if thought fit, passing the following ordinary resolution:

ORDINARY RESOLUTION

1. **“THAT**

- (a) the sale and purchase agreement (the “**Sale and Purchase Agreement**”) dated 26 March 2018 entered into between the Company as purchaser and SY International Ltd. (“**SYI**”) as vendor in relation to the acquisition of the capital contribution of Sanyang Motor Vietnam Company Limited and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one of the directors of the Company be and is hereby authorised to sign, execute, perfect, deliver, negotiate, agree and do all such documents, deeds, acts, matters and things, as the case may be, as he/she may in his/her opinion or absolute discretion consider reasonable, necessary, desirable or expedient to implement and/or give effect to the Sale and Purchase Agreement and the transactions contemplated thereunder with any changes as such director of the Company may in his/her absolute discretion think fit.”

By order of the Board
**Vietnam Manufacturing and Export
Processing (Holdings) Limited**
Liu Wu Hsiung
Chairman

Hong Kong, 16 May 2018

Registered Office:
Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Principal Place of Business
in Hong Kong:*
18/F., Tesbury Centre
28 Queen's Road East
Wanchai, Hong Kong

Notes:

1. For determining the entitlement to attend and vote in the EGM, the register of members of the Company will be closed from Thursday, 21 June 2018 to Tuesday, 26 June 2018 (both days inclusive) during which period no transfer of shares of the Company will be registered. In order to qualify for the attendance of the EGM, 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 Wednesday, 20 June 2018.
2. 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.
3. In order to be valid, 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 Shops 1712-16, 17th 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 (i.e. before 10:30 a.m. on Sunday, 24 June 2018) or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In accordance with Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), SYI, the direct 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 resolution.
5. The ordinary resolution set out above will be determined by way of poll.

As at the date of this announcement, the Board comprised three executive directors of the Company, namely Mr. Liu Wu Hsiung, Mr. Lu Tien Fu and Mr. Lin Chun Yu, two non-executive directors of the Company, namely Mr. Chiu Ying Feng and Ms. Wu Li Chu and three independent non-executive directors of the Company, namely Ms. Lin Ching Ching, Mr. Shen Hwa Rong and Ms. Wu Kwei Mei.