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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 5/F., Pacific Place Conference Centre, One Pacific Place, 88 Queensway, Hong Kong on 3:00 p.m. on Tuesday, 29 December 2009 for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** the agreement (the “**VMEPH Purchase Agreement**”) dated 9 November 2009 and the supplemental agreement to the VMEPH Purchase Agreement (the “**Supplemental Agreement**”) dated 10 December 2009, both entered into between the Company and Sanyang Industry Co., Limited. (“**Sanyang**”) in relation to the purchase of motorbike parts by the Group from Sanyang, the transactions contemplated under the VMEPH Purchase Agreement as amended by the Supplemental Agreement and the proposed annual caps for the years ending 31 December 2010, 2011 and 2012 in respect of the transactions under the VMEPH Purchase Agreement as amended by the Supplemental Agreement be and are hereby approved.”
2. “**THAT** the agreement (the “**VMEPH Distributorship Agreement**”) dated 9 November 2009 and entered into between the Company and Sanyang in relation to the distribution of motorbikes and related parts manufactured by Sanyang Group in the exclusive territory, i.e. 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 (the “**Exclusive Territory**”), the transactions contemplated under the VMEPH Distributorship Agreement and the proposed annual caps for the years ending 31 December 2010, 2011 and 2012 in respect of the transactions under the VMEPH Distributorship Agreement be and are hereby approved.”

3. “**THAT** the agreement (the “**VMEPH Sanyang Global Purchase Agreement**”) dated 9 November 2009 and entered into between the Company and Sanyang Global Co., Ltd. (“**Sanyang Global**”) in relation to the purchase of motorbike parts by the Group from Sanyang Global which are sourced by it from independent third parties, the transactions contemplated under the VMEPH Sanyang Global Purchase Agreement and the proposed annual caps for the years ending 31 December 2010, 2011 and 2012 in respect of the transactions under the VMEPH Sanyang Global Purchase Agreement be and are hereby approved.”
4. “**THAT** the proposed annual caps for the years ending 31 December 2010, 2011 and 2012 in respect of the transactions under the agreement (the “**Technology Licence Agreement**”) dated 26 November 2007 and entered into between Vietnam Manufacturing and Export Processing Co., Limited (“**VMEP**”) and Sanyang be and are hereby approved.”
5. “**THAT** 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 Group’s purchase of motorbike parts manufactured in Vietnam by VTBM, the transactions contemplated under the VMEPH VTBM Purchase Agreement and the proposed annual caps for the years ending 31 December 2010, 2011 and 2012 in respect of the transactions under the VMEPH VTBM Purchase Agreement be and are hereby approved.”

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

Hong Kong, 10 December 2009

Registered Office:

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Notes:

1. The register of members of the Company will be closed from Thursday, 24 December 2009 to Tuesday, 29 December 2009, both days inclusive, during which period no transfer of shares of the Company (the “Shares”) can be registered.
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. 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.
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"), 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.
5. The ordinary resolutions set out above will be determined by way of poll.

As at the date of this announcement, the Board comprised four executive Directors, namely Mr. Chang Kwang Hsiung, Mr. Chen Pang Hsiung, Mr. Lee Hsi Chun and Mr. Wang Ching Tung, two nonexecutive Directors, namely Mr. Huang Kwang Wu and Mr. Liu Wu Hsiung Harrison, and three independent non-executive Directors, namely Mr. Hsu Nai Cheng Simon, Ms. Lin Ching Ching and Mr. Wei Sheng Huang.