



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)

FORM OF PROXY

FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE EXTRAORDINARY GENERAL MEETING OF VIETNAM MANUFACTURING AND EXPORT PROCESSING (HOLDINGS) LIMITED TO BE HELD AT 5/F., PACIFIC PLACE CONFERENCE CENTRE, ONE PACIFIC PLACE, 88 QUEENSWAY, HONG KONG ON TUESDAY, 29 DECEMBER 2009 AT 3:00 P.M. AND AT ANY ADJOURNMENT THEREOF.

I/We^(Note 1) _____ of _____ being the registered holder(s) of^(Note 2) _____ shares of HK\$0.01 each in the share capital of Vietnam Manufacturing and Export Processing (Holdings) Limited (the "Company" or "VMEPH"), hereby appoint the chairman (the "Chairman") of the extraordinary general meeting (the "Extraordinary General Meeting") of the Company or _____ of _____ (address) as my/our proxy^(Note 3) to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting to be held at 5/F., Pacific Place Conference Centre, One Pacific Place, 88 Queensway, Hong Kong on Tuesday, 29 December 2009 at 3:00 p.m. and at any adjournment thereof in respect of the resolutions set out in the notice of the Extraordinary General Meeting as indicated below, and if no such indication is given as my/our proxy thinks fit.

Please mark "✓" in the appropriate boxes to indicate how you wish your proxy to vote ^(Note 4):

	RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	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.	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.	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.	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.	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.		

Dated this _____ day of _____ 2009

Signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares in the Company 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 Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "the chairman of the extraordinary general meeting of the Company or" and insert the full name and address of the proxy desired in the space provided. A member entitled to attend and vote at the Extraordinary General Meeting may appoint one or more proxies to attend and, in the event of a poll, vote on his/her behalf provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PUT A "✓" IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PUT A "✓" IN THE BOX MARKED "AGAINST"**. Failure to complete either box in respect of a resolution will entitle your proxy to cast your votes or abstain at his/her discretion in respect of that resolution. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the Extraordinary General Meeting other than those referred to in the notice convening the Extraordinary General Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer, attorney or other person duly authorized in writing.
- In the case of joint registered holders of any share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), must be deposited at the branch share registrar of the Company 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 appointed for holding the Extraordinary General Meeting or any adjourned meeting thereof (as the case may be).
- The proxy need not be a member of the Company but must attend the Extraordinary General Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending in person and voting at the Extraordinary General Meeting if you so wish, in such event, this form of proxy will be deemed to have been revoked.
- The Company reserves the right to treat any form of proxy which has been incorrectly completed in some manner which (at its absolute discretion) is not material as being valid.