



**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 UNITED CONFERENCE CENTRE, 10/F., UNITED CENTRE, 95 QUEENSWAY, ADMIRALTY, HONG KONG ON THURSDAY, 17 JANUARY 2013 AT 10:30 A.M. AND AT ANY ADJOURNMENT THEREOF.**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ 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 \_\_\_\_\_ <sup>(name)</sup> of \_\_\_\_\_ <sup>(address)</sup>  
as my/our proxy <sup>(Note 3)</sup> to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting to be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 17 January 2013 at 10:30 a.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 <sup>(Note 4)</sup>:

RESOLUTIONS	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1. <b>THAT</b> the agreement (the “Master Purchase Agreement”) dated 9 November 2012 entered into between the Company and Sanyang Industry Co., Limited. (“Sanyang”) in relation to the purchase of motorbike parts by the Company and its subsidiaries (the “Group”) from Sanyang and its subsidiaries (the “Sanyang Group”), the transactions contemplated thereunder and the proposed annual caps for each of the three years ending 31 December 2015 be and are hereby approved, confirmed and ratified.		
2. <b>THAT</b> the agreement (the “Distribution Agreement”) dated 9 November 2012 entered into between the Company and Sanyang in relation to the exclusive distribution by the Group of motorbikes and related parts manufactured by the Sanyang Group, the transactions contemplated thereunder and the proposed annual caps for each of the three years ending 31 December 2015 be and are hereby approved, confirmed and ratified.		
3. <b>THAT</b> the proposed annual caps for each of the three years ending 31 December 2015 in respect of the agreement (the “Technology Licence Agreement”) dated 26 November 2007 entered into between Vietnam Manufacturing and Export Processing Co., Limited (“VMEP”) and Sanyang in relation to the grant of an exclusive licence to VMEP to use the technology, know-how, trade secrets and production information owned by Sanyang be and are hereby approved, confirmed and ratified.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013 Signature <sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.01 each 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).
- Please insert the name and address of the proxy desired. If no name is inserted, the Chairman of the meeting will act as your proxy. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- IMPORTANT: If you wish to vote for any of the resolutions, tick in the appropriate box marked “For”. If you wish to vote against any of the resolutions, tick in the appropriate box marked “Against”.** Failure to tick a box will entitle your proxy to cast your vote in respect of such resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to above.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- In the case of joint holders of any share, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting personally or by proxy, the holder whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of that share.
- To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited 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 less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- The proxy need not be a member of the Company but must attend the Annual 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 Annual 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.