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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 United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong at 10:30 a.m. on Thursday, 17 January 2013 for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** 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. “**THAT** 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. “**THAT** 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.”

By order of the Board of
**VIETNAM MANUFACTURING AND EXPORT
PROCESSING (HOLDINGS) LIMITED**
Chou Ken Yuan
Chairman

Hong Kong, 17 December 2012

Notes:

1. For determining the entitlement to attend and vote in the EGM, the register of members of the Company will be closed from 15 January 2013 to 17 January 2013 (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 14 January 2013.
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 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. 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.
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 resolution set out above will be determined by way of poll.
6. As at the date of this notice, the Directors comprised four executive Directors, namely Mr. Chen Chung Long, Mr. Chou Ken Yuan, Mr. Wang Ching Tung and Mr. Yu Wen Lung, two non-executive Directors, namely Mr. Chiang Shih Huang and Mr. Chiu Ying Feng, and three independent non-executive Directors, namely Ms. Lin Ching Ching, Mr. Shen Hwa Rong and Mr. Wei Sheng Huang.