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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 (the “EGM”) of Vietnam Manufacturing and Export Processing (Holdings) Limited (the “**Company**”) will be held physically at Meeting Room 200, 3 Chung Hua Road, Hukou, Hsinchu, Taiwan on Friday, 28 March 2025 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** the agreement dated 3 December 2024 entered into between the Company and Sanyang Motor Co., Ltd. (“**Sanyang**”) in relation to the purchase of motorbike parts by the Company and its subsidiaries (together, the “**Group**”) from Sanyang and its subsidiaries (together, the “**Sanyang Group**”), the transactions contemplated thereunder and the proposed annual caps for each of the three years ending 31 December 2025, 2026 and 2027 be and are hereby approved, confirmed and ratified.”
2. “**THAT** the agreement dated 3 December 2024 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 in the exclusive territory, the transactions contemplated thereunder and the proposed annual caps for each of the three years ending 31 December 2025, 2026 and 2027 be and are hereby approved, confirmed and ratified.”

3. “**THAT** the agreement dated 3 December 2024 entered into between the Company and Sanyang in relation to, among others, the supply of motorbike and/or any other products manufactured by the Group or purchased by the Group from independent third parties from time to time by the Group to the Sanyang Group, the transactions contemplated thereunder and the proposed annual caps for each of the three years ending 31 December 2025, 2026 and 2027 be and are hereby approved, confirmed and ratified.”

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

Hong Kong, 24 February 2025

Registered Office:
Cricket Square
Hutchins Drive
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Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:
40th Floor, Dah Sing Financial Centre
No. 248 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 Tuesday, 25 March 2025 to Friday, 28 March 2025 (both days inclusive) during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents 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, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 24 March 2025.
2. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or (if the member is a holder of two or more shares) more proxies to attend and, 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. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.

3. The instrument appointing a proxy and the power of attorney or other document(s) of authorisation, if any, under which it is signed, or a 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time fixed for holding of the EGM (i.e. before 10:00 a.m. on Wednesday, 26 March 2025) or any adjourned meeting thereof. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof 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**"), 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.
6. In the event of inconsistency, the English text of this notice shall prevail over the Chinese text.

As at the date of this notice, the board of directors of the Company comprised three executive directors, namely Mr. Liu Wu Hsiung, Ms. Wu Jui Chiao and Mr. Lin Chun Yu, three non-executive directors, namely Ms. Wu Li Chu, Mr. Chen Hsu Pin and Mr. Liu Ju Cheng and three independent non-executive directors, namely Ms. Lin Ching Ching, Mr. Cheung On Kit Andrew and Ms. Wu Hui Lan.