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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)

**POLL RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 4 MARCH 2016**

The Board hereby announces that at the EGM held on 4 March 2016, all resolutions set out in the EGM Notice were passed by the Shareholders by way of a poll.

EGM

Reference is made to the notice of extraordinary general meeting of the Company dated 28 January 2016 (the “**EGM Notice**”) and the circular of the Company dated 28 January 2016 (the “**EGM Circular**”). Terms used in this section of the announcement shall have the same meanings as those used in the EGM Notice and the EGM Circular, unless otherwise stated.

The Company’s share registrar, Computershare Hong Kong Investor Services Limited, was appointed as scrutineer for the vote-taking at the EGM. The poll results in respect of the resolutions passed at the EGM were as follows:

	Resolutions	For	Against
	Ordinary Resolutions	Number of Shares (%)	Number of Shares (%)
1	To approve the agreement (the “ Master Purchase Agreement ”) dated 8 December 2015 entered into between the Company and Sanyang Motor 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 2018.	125,510,000 (100%)	0 (0%)
2	To approve the agreement (the “ Distribution Agreement ”) dated 8 December 2015 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 2018.	125,510,000 (100%)	0 (0%)
3	To approve the proposed annual caps for each of the three years ending 31 December 2018 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.	125,510,000 (100%)	0 (0%)

4	To approve the agreement (the “ Research and Development Services Agreement ”) dated 8 December 2015 entered into between the Company and Sanyang in relation to the provision of research and development services by the Sanyang Group to the Group, the transactions contemplated thereunder and the proposed annual caps for each of the three years ending 31 December 2018.	125,510,000 (100%)	0 (0%)
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All resolutions of the EGM were passed by the Shareholders by way of a poll.

As at the date of the EGM, the total number of issued shares of the Company was 907,680,000. As at 2 March 2016, Sanyang, the ultimate controlling Shareholder, through its wholly-owned subsidiary, SYI, was interested in 608,818,000 Shares, representing approximately 67.07% of the issued share capital of the Company. Sanyang, its subsidiaries and associates, being parties with a material interest in the Master Purchase Agreement, the Distribution Agreement, the Technology Licence Agreement and the Research and Development Services Agreement were required to, and did, abstain from voting at the EGM in respect of the above ordinary resolutions. As a result, Shareholders holding a total of 298,862,000 Shares were entitled to vote for or against the ordinary resolutions at the EGM. No Shareholders were entitled to attend and vote only against the ordinary resolutions at the EGM.

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

Hong Kong, 4 March 2016

As at the date of this announcement, the Directors comprised three executive Directors, namely Mr. Liu Wu Hsiung, Mr. Lu Tien Fu and Ms. Wu Li Chu, two non-executive Directors, namely Mr. Chang Yung Chieh and Mr. Chiu Ying Feng, and three independent non-executive Directors, namely Ms. Lin Ching Ching, Mr. Shen Hwa Rong and Ms. Wu Kwei Mei.