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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of the shareholders (the “**Shareholders**”) of Vietnam Manufacturing and Export Processing (Holdings) Limited (the “**Company**”) will be held at Suite 2418, 24/F., Jardine House, 1 Connaught Place, Central, Hong Kong on Thursday, 16 June 2016 at 10:00 a.m. for the following purposes:

- (1) To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2015 together with the reports of the directors (the “**Directors**”) of the Company and the independent auditors thereon.
- (2)
 - (a) To re-elect Ms. Wu Li Chu as an executive Director of the Company;
 - (b) To re-elect Mr. Lin Chun Yu as an executive Director;
 - (c) To re-elect Ms. Lin Ching Ching as an independent non-executive Director;
 - (d) To re-elect Mr. Shen Hwa Rong as an independent non-executive Director;
 - (e) To re-elect Ms. Wu Kwei Mei as an independent non-executive Director; and
 - (f) To authorise the board of Directors to fix the remuneration of all the Directors.
- (3) To re-appoint Messrs. KPMG as the auditor of the Company until the conclusion of the next annual general meeting of the Company and to authorise the board of Directors to fix the remuneration of the auditor of the Company.

By order of the Board of
**VIETNAM MANUFACTURING AND EXPORT
PROCESSING (HOLDINGS) LIMITED**
Liu Wu Hsiung
Chairman

Hong Kong, 28 April 2016

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Notes :

1. For determining the entitlement to attend and vote in the Annual General Meeting, the register of members of the Company will be closed from 13 June 2016 to 16 June 2016 (both days inclusive), during which period no transfer of Shares of the Company can be registered. In order to be eligible to attend and vote at the Annual General Meeting, 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, Wan Chai, Hong Kong not later than 4:30p.m. on 10 June 2016.
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, 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. 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 Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 48 hours before the time fixed for holding of the Annual General Meeting or any adjourned meeting thereof.
4. As at the date of this notice, the Directors comprised four executive Directors, namely Mr. Liu Wu Hsiung, Mr. Lu Tien Fu, Ms. Wu Li Chu and Mr. Lin Chun Yu, 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.