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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 THE EXTRAORDINARY GENERAL MEETING
HELD ON 21 FEBRUARY 2019**

<p>The Board hereby announces that at the EGM held on 21 February 2019, all resolutions set out in the EGM Notice were passed by the Shareholders by way of a poll.</p>

Extraordinary General Meeting (the “EGM”)

References are made to the notice of extraordinary general meeting of the Company dated 10 January 2019 (the “**EGM Notice**”) and the circular of the Company dated 10 January 2019 (the “**EGM Circular**”). Terms used in this announcement shall have the same meanings as those used in the EGM Notice and the EGM Circular, unless otherwise stated.

POLL RESULTS OF EGM

At the EGM held on 21 February 2019, all of the proposed resolutions as set out in the EGM Notice were passed by the Shareholders by way of poll. The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the EGM. The poll results in respect of the resolutions passed at the EGM are as follows:

Ordinary Resolutions		Number of Shares (Approximate %)	
		For	Against
1.	To approve, confirm and ratify the agreement (the “ Master Purchase Agreement ”) dated 12 November 2018 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 2019, 2020 and 2021.	121,558,650 (100%)	0 (0%)
2.	To approve, confirm and ratify the agreement (the “ Distribution Agreement ”) dated 12 November 2018 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 2019, 2020 and 2021.	121,558,650 (100%)	0 (0%)
3.	To approve, confirm and ratify the proposed annual caps for each of the three years ending 31 December 2019, 2020 and 2021 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.	121,558,650 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the resolutions, all of the resolutions set out above were duly passed as ordinary resolutions of the Company.

As at the date of the EGM, the total number of issued Shares of the Company was 907,680,000 Shares. As set out in the EGM Circular, Sanyang, the ultimate controlling Shareholder, through its wholly-owned subsidiary, SY International Ltd., was interested in 608,818,000 Shares, representing approximately 67.07% of the issued share capital of the Company as at the date of the EGM. Sanyang, its subsidiaries and associates, being parties with a material interest in the Master Purchase Agreement, the Distribution Agreement and the Technology Licence 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. Saved as disclosed above, no Shareholder was required to abstain from voting on the resolutions at the EGM. No Shareholder

has indicated in the EGM Circular that it/he/she intended to vote against the resolutions at the EGM or to abstain from voting at the EGM.

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

Hong Kong, 21 February 2019

As at the date of this announcement, the board of directors of the Company comprised four executive directors, namely Mr. Liu Wu Hsiung, Mr. Lin Chih Ming, Mr. Lin Chun Yu and Mr. Chiang Chin Yung, two non-executive directors, namely Mr. Chiu Ying Feng and Ms. Wu Li Chu and three independent non-executive directors, namely Ms. Lin Ching Ching, Mr. Shen Hwa Rong and Ms. Wu Kwei Mei.