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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 17 JANUARY 2013**

The Board hereby announces that at the EGM held on 17 January 2013, 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 17 December 2012 (the “**EGM Notice**”) and the circular of the Company dated 17 December 2012 (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:

	<b>Resolutions</b>	<b>For</b>	<b>Against</b>
	<b>Ordinary Resolutions</b>	Number of Shares (%)	Number of Shares (%)
1	To approve 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.	141,717,000 (99.9993%)	1,000 (0.0007%)
2	To approve 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.	141,717,000 (99.9993%)	1,000 (0.0007%)
3	To approve 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.	141,717,000 (99.9993%)	1,000 (0.0007%)

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 15 January 2013, Sanyang, the ultimate controlling Shareholder, through its wholly-owned subsidiary, SYI, was interested in 608,318,000 Shares, representing approximately 67.02% 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 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 299,362,000 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**  
**Chou Ken Yuan**  
Chairman

Hong Kong, 17 January 2013

*As at the date of this announcement, the board of directors of the Company (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.*