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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 ANNUAL GENERAL MEETING HELD ON 31 MAY 2013  
AND  
RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board hereby announces that at the AGM held on 31 May 2013, save and except for the resolution numbered 2(d) as set out in the AGM Notice, all of the other proposed resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll.

The Board announces that, as the resolution in respect of the re-election of Mr. Wei was not passed by the Shareholders at the AGM, Mr. Wei shall cease to be an independent non-executive Director with effect from the conclusion of the AGM.

Reference is made to the notice of the annual general meeting (“**AGM**”) of Vietnam Manufacturing and Export Processing (Holdings) Limited (the “**Company**”) dated 18 April 2013 (the “**AGM Notice**”) and the circular of the Company dated 18 April 2013 (the “**Circular**”). Unless otherwise defined, terms used herein shall have the same meaning as in the Circular.

**POLL RESULTS**

At the AGM held on 31 May 2013, save and except for the resolution numbered 2(d) as set out in the AGM Notice, all of the other proposed resolutions as set out in the AGM 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 AGM. The poll results in respect of the resolutions passed at the AGM are as follows:

	<b>Resolutions</b>	<b>For</b>	<b>Against</b>
	<b>Ordinary Resolutions</b>	<b>Number of Shares (%)</b>	<b>Number of Shares (%)</b>
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2012 together with the reports of the Directors and the independent auditors.	735,297,000 (100%)	0 (0%)
2.	(a) To re-elect Mr. Chen Chung Long as an executive Director.	733,393,000 (99.7411%)	1,904,000 (0.2589%)
	(b) To re-elect Mr. Chiang Shih Huang as a non- executive Director.	735,297,000 (100%)	0 (0%)
	(c) To re-elect Ms. Lin Ching Ching as an independent non-executive Director.	735,297,000 (100%)	0 (0%)

	(d)	To re-elect Mr. Wei Sheng Huang as an independent non-executive Director.	126,479,000 (17.2011%)	608,818,000 (82.7989%)
	(e)	To authorise the Board to fix the remuneration of all the Directors.	735,297,000 (100%)	0 (0%)
3.		To re-appoint Messrs. KPMG as the auditors of the Company until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.	735,297,000 (100%)	0 (0%)
4.		To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the total nominal amount of the issued share capital of the Company.	735,297,000 (100%)	0 (0%)
5.		To grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total nominal amount of the issued share capital of the Company.	728,901,000 (99.1301%)	6,396,000 (0.8699%)
6.		Subject to the passing of resolutions numbered (4) and (5), to extend the general mandate granted to the Directors to allot, issue and deal with additional Shares by the addition thereto of an amount representing the total nominal amount of Shares repurchased by the Company.	728,901,000 (99.1301%)	6,396,000 (0.8699%)

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1, 2(a), 2(b), 2(c), 2(e), 3, 4, 5 and 6, these resolutions were duly passed as ordinary resolutions of the Company.

As more than 50% of the votes were cast against the resolution numbered 2(d), this resolution was not passed by the Shareholders as ordinary resolution.

As at the date of the AGM, the total number of issued Shares was 907,680,000 Shares, all the holders of which were entitled to attend and vote for or against the resolutions proposed at the AGM. There was no Share entitling the holder to attend and vote only against the resolutions proposed at the AGM. No Shareholder was required to abstain from voting on the resolutions at the AGM. No Shareholder has indicated in the Circular that it/he/she intended to vote against the resolutions at the AGM or to abstain from voting at the AGM.

#### **RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

At the AGM, Mr. Wei Sheng Huang ("Mr. Wei"), an independent non-executive Director, being eligible, offered himself for re-election as a Director in accordance with the Articles of Association. The Board announces that, as the resolution in respect of the re-election of Mr. Wei was not passed by the Shareholders at the AGM, Mr. Wei shall cease to be an independent non-executive Director with effect from the conclusion of the AGM. Mr. Wei also ceased to act as the chairman of the remuneration committee and a member of the audit committee of the Company.

The Board is not aware of any disagreement between Mr. Wei and the Board, or any matter relating to his retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange. The Board would like to express its appreciation to Mr. Wei for his past contribution to the Company during his tenure of service.

Subsequent to the AGM, the Board comprises eight members including four executive Directors, two non-executive Directors and two independent non-executive Directors. The Board noted that at least an additional independent non-executive Director is required to be appointed by the Company in order to ensure compliance with the minimum number of independent non-executive Directors and members of the audit committee and remuneration committee of the Company as required under Rule 3.10(1), Rule 3.10A, Rule 3.21 and Rule 3.25 of the Listing Rules.

The Board will identify an appropriate person to fill the vacancy of independent non-executive director, audit committee and remuneration committee as soon as practicable and in any event within three months from the date of the AGM pursuant to Rule 3.11, Rule 3.23 and Rule 3.27 of the Listing Rules. Further announcement will be made in relation to the appointment when appropriate.

By order of the Board  
**Vietnam Manufacturing and Export Processing (Holdings) Limited**  
**Chou Ken Yuan**  
Chairman

Hong Kong, 31 May 2013

*As at the date of this announcement, the board of directors of the Company (the "Directors") comprised four executive Directors, namely Mr. Chou Ken Yuan, Mr. Wang Ching Tung, Mr. Chen Chung Long and Mr. Yu Wen Lung, two non-executive Directors, namely Mr. Chiang Shih Huang and Mr. Chiu Ying Feng, and two independent non-executive Directors, namely Ms. Lin Ching Ching and Mr. Shen Hwa Rong*