



## 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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of shareholders of Vietnam Manufacturing and Export Processing (Holdings) Limited (the “**Company**”) will be held at Montblanc, Pacific Place Conference Centre, 5/F, One Pacific Place, 88 Queensway, Hong Kong on Friday, 30 May 2008 at 4:00 p.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held on the same date and at the same place) for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

#### ORDINARY RESOLUTIONS

1. “**THAT** the proposed revised annual caps for the years ending 31 December 2008 and 2009 (details of which have been set out in the circular of the Company dated 14 May 2008 (the “Circular”)) in respect of the transactions under the following agreements be and are hereby approved:
  - (i) the agreement dated 26 November 2007 and entered into between the Company and Sanyang Industry Co., Limited (“**Sanyang**”) in relation to purchases of motorbike parts by the Company and its subsidiaries (the “**Group**”) from Sanyang;
  - (ii) the agreement dated 26 November 2007 and entered into between the Company and the Vietnam Three Brothers Machinery Industry Co., Limited (“**VTBM**”) in relation to purchases of motorbike parts by the Group from VTBM; and
  - (iii) the agreement dated 26 November 2007 and entered into between Vietnam Manufacturing and Export Processing Co., Limited (“**VMEP**”) and Sanyang in relation to the grant by Sanyang of an exclusive licence to VMEP to continue to use certain technology, know-how, trade secrets and production information in connection with the manufacture and sale of “SYM” brand motorbikes and related parts in the member countries of the Association of South East Asian Nations.”
2. “**THAT** the agreement (the “**Sanyang Global Purchase Agreement**”) dated 24 April 2008 and entered into between the Company and Sanyang Global Co., Ltd. (“**Sanyang Global**”) in relation to purchases of motorbike parts by the Group from Sanyang Global, the transactions contemplated under the Sanyang Global Purchase Agreement and the proposed annual caps for the years ending 31 December 2008 and 2009 in respect of the

transactions under the Sanyang Global Purchase Agreement (details of which have been set out in the Circular) be and are hereby approved.”

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

Hong Kong, 14 May 2008

*Registered Office:*  
Cricket Square  
Hutchins Drive  
P. O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal Place of Business  
in Hong Kong:*  
Room 2106, 21/F  
Technology Plaza  
651 King's Road  
North Point  
Hong Kong

*Notes:*

1. The register of members of the Company will be closed from Wednesday, 28 May 2008 to Friday, 30 May 2008, both days inclusive, during which period no transfer of shares of the Company (the “Shares”) can be registered.
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 to 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 Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time fixed for holding of the meeting or any adjourned meeting.
4. In accordance with Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), Sanyang, the ultimate controlling shareholder of the Company, its subsidiaries and associates (as defined in the Listing Rules) are required to abstain from voting on the above ordinary resolutions.
5. The ordinary resolutions set out above will be determined by way of poll.

*As at the date of this announcement, the board of Directors comprised four executive Directors, namely Mr. Chang Kwang Hsiung, Mr. Chen Pang Hsiung, Mr. Lee Hsi Chun and Mr. Wang Ching Tung, two non-executive Directors, namely Mr. Huang Kwang Wu and Mr. Liu Wu Hsiung Harrison, and three independent non-executive Directors, namely Mr. Hsu Nai Cheng Simon, Ms. Lin Ching Ching and Mr. Wei Sheng Huang.*