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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 19 JULY 2011**

The Board hereby announces that at the EGM held on 19 July 2011, 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 21 June 2011 (the “**EGM Notice**”) and the circular of the Company dated 21 June 2011 (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:

	Resolutions	For	Against
	Ordinary Resolutions	Number of Shares (%)	Number of Shares (%)
1	To approve the proposed revised annual caps for the years ending 31 December 2011 and 2012 in respect of the transactions under the agreement (the “ VMEPH Distributorship Agreement ”) dated 9 November 2009, entered into between the Company and Sanyang Industry Co., Limited. (“Sanyang”) in relation to the exclusive distributorship by the Company and its subsidiaries (the “Group”) of motorbikes and related parts manufactured by Sanyang and its subsidiaries (the “Sanyang Group”) in all of the member countries of the Association of South East Asian Nations, including Brunei Darussalam, Cambodia, Indonesia, Laos, Malaysia, Myanmar, the Philippines, Singapore, Thailand and Vietnam (except in the case of Vietnam, the Company will only be entitled to re-sell such motorbikes to customers in Vietnam solely for use in exhibitions)	141,671,000 (99.9986%)	2,000 (0.0014%)
2	To approve the proposed revised annual caps for the years ending 31 December 2011 and 2012 in respect of the transactions under the agreement (the “ VMEPH Purchase Agreement ”) dated 9 November 2009 entered into between the Company and Sanyang in relation to the purchase of motorbike parts by the Group from Sanyang which are either manufactured by Sanyang or sourced by it from independent	141,671,000 (99.9986%)	2,000 (0.0014%)

	third parties.		
3	To approve the proposed revised annual caps for the years ending 31 December 2011 and 2012 in respect of the transactions under the agreement (the “ VMEPH VTBM Purchase Agreement ”) dated 9 November 2009 entered into between the Company and Vietnam Three Brothers Machinery Industry Company Limited (“VTBM”) in relation to the purchase of motorbike parts from VTBM.	141,671,000 (99.9986%)	2,000 (0.0014%)
4	To approve the agreement (the “ VMEPH Full Ta Purchase Agreement ”) dated 28 March 2011 and entered into between the Company and Hanoi Full Ta Precision Company Limited (“Full Ta”) in relation to purchases of motorbike parts by the Company or through any other entities in the Group from Full Ta, the transactions contemplated under the VMEPH Full Ta Purchase Agreement and the proposed annual caps for the years ending 31 December 2011 and 2012 in respect of the transactions under the VMEPH Full Ta Purchase Agreement.	141,671,000 (99.9986%)	2,000 (0.0014%)

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 14 July 2011, 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 VMEPH Distributorship Agreement, the VMEPH Purchase Agreement, the VMEPH VTBM Purchase Agreement, and the VMEPH Full Ta Purchase 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
Chang Kwang Hsiung
Chairman

Hong Kong, 19 July 2011

As at the date of this notice, the Directors comprised four executive Directors, namely Mr. Chang Kwang Hsiung, Mr. Lou Hen Wen, Mr. Lee Hsi Chun and Mr. Wang Ching Tung, two non-executive Directors, namely Mr. Chiang Shih Huang and Mr. Liu Wu Hsiung Harrison, and two independent non-executive Directors, namely Ms. Lin Ching Ching and Mr. Wei Sheng Huang.