



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)

FORM OF PROXY

FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING OF VIETNAM MANUFACTURING AND EXPORT PROCESSING (HOLDINGS) LIMITED TO BE HELD AT 21ST FLOOR, ICBC TOWER, CITIBANK PLAZA, NO.3 GARDEN ROAD, HONG KONG ON WEDNESDAY, 13 MAY 2009 AT 10:00 A.M. AND AT ANY ADJOURNMENT THEREOF.

I/We ^(Note 1) _____ of _____

being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the share capital of Vietnam Manufacturing and Export Processing (Holdings) Limited (the "Company"), hereby appoint the chairman (the "Chairman") of the annual general meeting (the "Annual General Meeting") of the Company or _____ ^(name) of _____ ^(address)

as my/our proxy ^(Note 3) to attend and vote for me/us on my/our behalf at the Annual General Meeting to be held at 21st Floor, ICBC Tower, Citibank Plaza, No.3 Garden Road, Hong Kong on Wednesday, 13 May 2009 at 10:00 a.m. and at any adjournment thereof in respect of the resolutions set out in the notice of the Annual General Meeting as indicated below, and if no such indication is given, as my/our proxy thinks fit.

Please mark "✓" in the appropriate boxes to indicate how you wish your proxy to vote ^(Note 4):

RESOLUTIONS		FOR	AGAINST
1.	To receive and consider the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2008 together with the reports of the directors (the "Directors") of the Company and the independent auditors of the Company thereon for the same period.		
2.	To declare a final dividend of US\$0.0026 per ordinary share of the Company for the year ended 31 December 2008.		
3(i).	To re-elect Mr. Chen Pang Hsiung as a Director.		
3(ii).	To re-elect Mr. Lee Hsi Chun as a Director.		
3(iii).	To re-elect Mr. Wang Ching Tung as a Director.		
3(iv).	To authorise the board of Directors to fix the remuneration of the Directors for the year ending 31 December 2009.		
4.	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 of Directors to fix the remuneration of the auditors of the Company.		
5.	Ordinary resolution no. (5) set out in the notice of the Annual General Meeting (to give a general mandate to the Directors to repurchase shares in the Company).		
6.	Ordinary resolution no. (6) set out in the notice of the Annual General Meeting (to give a general mandate to the Directors to issue shares in the Company).		
7.	Ordinary resolution no. (7) set out in the notice of the Annual General Meeting (to extend the general mandate granted to the Directors to issue shares in the Company).		

Dated this _____ day of _____ 2009 Signature ^(Note 5) _____

- Notes:
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
 - Please insert the number of shares in the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
 - If any proxy other than the Chairman is preferred, strike out "the chairman of the annual general meeting of the Company or" and insert the full name and address of the proxy desired in the space provided. A member entitled to attend and vote at the Annual General Meeting may appoint one or more proxies to attend and, in the event of a poll, vote on his/her behalf provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
 - IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PUT A "✓" IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PUT A "✓" IN THE BOX MARKED "AGAINST".** Failure to complete either box in respect of a resolution will entitle your proxy to cast your votes or abstain at his/her discretion in respect of that resolution. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the Annual General Meeting other than those referred to in the notice convening the Annual General Meeting.
 - This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer, attorney or other person duly authorised in writing.
 - In the case of joint registered holders of any share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
 - In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), must be deposited at the branch share registrar of the Company 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 appointed for holding the Annual General Meeting or any adjourned meeting thereof (as the case may be).
 - The proxy need not be a member of the Company but must attend the Annual General Meeting in person to represent you.
 - Completion and return of this form of proxy will not preclude you from attending in person and voting at the Annual General Meeting if you so wish. In such event, this form of proxy will be deemed to have been revoked.
 - The Company reserves the right to treat any form of proxy which has been incorrectly completed in some manner which (at its absolute discretion) is not material as being valid.