



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 FOR USE AT EXTRAORDINARY GENERAL MEETING

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING OF VIETNAM MANUFACTURING AND EXPORT PROCESSING (HOLDINGS) LIMITED TO BE HELD PHYSICALLY AT MEETING ROOM 200, 3 CHUNG HUA ROAD, HUKOU, HSINCHU, TAIWAN ON THURSDAY, 27 JUNE 2024 AT 10:30 A.M. (OR IMMEDIATELY AFTER THE CONCLUSION OR ADJOURNMENT OF THE ANNUAL GENERAL MEETING OF THE COMPANY CONVENED AT THE SAME VENUE AND ON THE SAME DAY 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 capital of Vietnam Manufacturing and Export Processing (Holdings) Limited (the “**Company**”), HEREBY APPOINT ^(Note 3) _____
of _____
or failing him, the Chairman of the meeting as my/our proxy to attend the extraordinary general meeting (the “**Extraordinary General Meeting**”) of the Company to be held physically at Meeting Room 200, 3 Chung Hua Road, Hukou, Hsinchu, Taiwan on Thursday, 27 June 2024 at 10:30 a.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company convened at the same venue and on the same day at 10:00 a.m.) and at any adjournment thereof, for the purpose of considering the resolutions as set out in the notice convening the Extraordinary General Meeting and to vote for me/us as hereunder indicated, or 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):

	Ordinary Resolutions	For	Against
1.	The proposed revised annual cap for the year ending 31 December 2024 (details of which have been set out in the circular of the Company dated 17 May 2024) in respect of the agreement dated 3 December 2021 entered into between the Company and Sanyang Motor Co., Ltd. (“ Sanyang ”) in relation to the exclusive distribution by the Company and its subsidiaries (together, the “ Group ”) of motorbikes and related parts manufactured by Sanyang and its subsidiaries (together, the “ Sanyang Group ”) in the exclusive territory be and are hereby approved, confirmed and ratified.		
2.	The agreement dated 13 March 2024 entered into between the Company and Sanyang in relation to the supply of motorbike and/or any other products manufactured by the Group or purchased by the Group from independent third parties from time to time by the Group to the Sanyang Group, the transactions contemplated thereunder and the proposed annual cap for the year ending 31 December 2024 be and are hereby approved, confirmed and ratified.		

Dated this _____ day of _____, 2024

Signature ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.01 each 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 capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. If no name is inserted, the Chairman of the meeting will act as your proxy. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
4. **IMPORTANT: If you wish to vote for any of the resolutions, tick in the appropriate box marked “For”. If you wish to vote against any of the resolutions, tick in the appropriate box marked “Against”.** Failure to tick a box will entitle your proxy to cast your vote in respect of such resolution at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to above.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
6. In the case of joint holders of any share, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting personally or by proxy, the holder whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of that share.
7. To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Extraordinary General Meeting (i.e. before 10:30 a.m. on Tuesday, 25 June 2024) or any adjourned meeting thereof.
8. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof if you so wish. In such event, this form of proxy will be deemed to have been revoked.
10. 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.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”).
- (ii) Your and your proxy’s Personal Data provided in this form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Extraordinary General Meeting. Your supply of your and your proxy’s Personal Data is on voluntary basis. However, the Company may not be able to process your request unless you provide us with such Personal Data.
- (iii) Your and your proxy’s Personal Data may be disclosed or transferred by the Company to its branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency’s request, and retained for such period as may be necessary for our verification and record purposes.
- (iv) By providing your proxy’s Personal Data in this form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her personal data provided in this proxy form and that you have informed your proxy of the purpose for and the manner in which his/her data may be used.
- (v) You/your proxy have/has the right to request access to and/or correction of your/your proxy’s Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy’s Personal Data should be in writing to the Personal Data Privacy Officer, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.