
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Vietnam Manufacturing and Export Processing (Holdings) Limited, you should at once hand this supplemental circular and the accompanying Second Proxy Form to the purchaser or transferee, or to the bank, stockbroker, licensed securities dealer or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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VMEPH
V i e t n a m
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)

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 28 APRIL 2015
RELATING TO THE RE-ELECTION OF DIRECTORS
AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular issued by Vietnam Manufacturing and Export Processing (Holdings) Limited (the “**Company**”) to the Shareholders dated 28 April 2015 (the “**Circular**”) and the notice convening the Annual General Meeting to be held at The Executive Centre, Lavender, Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong on Friday, 19 June 2015 at 10:00 a.m.. A supplemental notice of the Annual General Meeting dated 21 May 2015 is set out on pages 7 and 8 of this supplemental circular. A second form of proxy (the “**Second Proxy Form**”) is also enclosed with this supplemental circular for use at the Annual General Meeting.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the Second Proxy Form in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish and, in such event, the Second Proxy Form shall be deemed to be revoked.

Hong Kong, 21 May 2015

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LETTER FROM THE BOARD

VMEPH
V i e t n a m

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)

Executive Directors:

Mr. Liu Wu Hsiung (*Chairman*)

Mr. Mr. Chen Pang Hsiung (*Chief Executive Officer*)

Mr. Yu Wen Lung (*Chief Financial Officer*)

Mr. Lu Tien Fu

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-executive Directors:

Mr. Chiu Ying Feng

Mr. Chang Yung Chieh

Principal place of business

in Hong Kong:

Unit 1109, 11/F., Metro Centre I

32 Lam Hing Street,

Kowloon Bay, Kowloon,

Hong Kong

Independent non-executive Directors:

Ms. Lin Ching Ching

Mr. Shen Hwa Rong

Ms. Wu Kwei Mei

21 May 2015

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 28 APRIL 2015
RELATING TO THE RE-ELECTION OF DIRECTORS
AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the Circular which contains, among others, information relating to the re-election of Directors of the Company at the Annual General Meeting to be held at The Executive Centre, Lavender, Level 3, Three Pacific Place, 1 Queen's Road East, Admiralty, Hong Kong on Friday, 19 June 2015 at 10:00 a.m.. Unless the context otherwise requires, capitalised terms used herein shall bear the same meanings as defined in the Circular.

LETTER FROM THE BOARD

WITHDRAWAL OF RESOLUTION ON RE-ELECTION OF MR. CHOU KEN YUAN AS AN EXECUTIVE DIRECTOR AND PROPOSED RE-ELECTION OF DIRECTORS

It is stated in the Circular that pursuant to Article 87 of the Articles, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to, but not less than one-third) shall retire from office by rotation at each annual general meeting of the Company provided that every Director shall be subject to retirement by rotation at least once every three years. Pursuant to Article 86 of the Articles, any Director appointed by the Board either to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall be eligible for re-election.

After the dispatch of the Circular, Mr. Chou Ken Yuan has notified the Board that he would resign as an executive Director and the chairman of the Board with effect from 15 May 2015; and Mr. Liu Wu Hsiung would be appointed as an executive Director and chairman of the Board with effect from 16 May 2015, details of which are contained in the Company's announcement dated 15 May 2015. Due to the aforesaid resignation and appointment, (i) the resolution regarding the re-election of Mr. Chou Ken Yuan as a Director shall not be put to the Shareholders at the Annual General Meeting; (ii) the resolution regarding the re-election of Mr. Chiu Ying Feng as Director pursuant to Article 87 of the Articles and (iii) the resolution regarding the re-election of Mr. Liu Wu Hsiung as a Director pursuant to Article 86 of the Articles shall be proposed at the Annual General Meeting.

Supplemental particulars of directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this supplemental circular.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

As a result of the change in Directors to be offered for re-election at the Annual General Meeting subsequent to the dispatch of the Circular containing the notice convening the Annual General Meeting and the form of proxy for use at the Annual General Meeting (the "**First Proxy Form**"), supplemental notice of the Annual General Meeting has been set out on pages 7 to 8 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolutions.

LETTER FROM THE BOARD

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the Second Proxy Form will not prevent you from attending and voting in person at the Annual General Meeting or at any adjournment thereof if you so wish and, in such event, the Second Proxy Form shall be deemed to be revoked.

Special arrangements about completion and submission of the Second Proxy Form are also set out in the Appendix II to this supplemental circular. Shareholders who have appointed or intend to appoint proxies to attend the Annual General are requested to pay particular attention to the special arrangements set out therein.

RECOMMENDATIONS

The Board considers that the re-election of the retiring Directors to be proposed at the Annual General Meeting is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this supplemental circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this supplemental circular misleading; and (iii) all opinions expressed in this supplemental circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

Your attention is also drawn to the additional information set out in the Appendices to this supplemental circular.

Yours faithfully,
For and on behalf of the Board of
**VIETNAM MANUFACTURING AND EXPORT
PROCESSING (HOLDINGS) LIMITED**
Liu Wu Hsiung
Chairman

The following are supplemental particulars of the Directors who will retire from office, all of whom, being eligible, offer themselves for re-election at the Annual General Meeting:

1. MR. LIU WU HSIUNG (劉武雄)

Mr. Liu Wu Hsiung, aged 50, was appointed as a non-executive Director of the Company in November 2007, and resigned from the Board on 3 January 2012 due to his decision to devote more time to his other career developments. Mr. Liu joined the Group in 1996 and worked from 1996 to 1999 in the sales department of Vietnam Manufacturing and Export Processing Company Limited, a major subsidiary of the Company. Prior to joining the Group, Mr. Liu had also worked in various departments of Sanyang Group including strategic planning and overseas market management from 1988 onwards, he became the vice general director of the overseas business division of Sanyang from 2006 to 2009, and the general manager of Sanyang Motor Vietnam Co., Ltd. from 2009 to May 2015. In addition, he has also been a director of various subsidiaries of Sanyang. Mr. Liu has over 25 years of experience in the motor vehicle industry which he has acquired through his work experience and leadership role at the Group and Sanyang. Mr. Liu graduated from Feng Chia University in Taiwan with a bachelor's degree in international trade in 1986 and has also obtained a master's degree in business administration from the National Cheng Chi University in Taiwan in 2005.

As at the Latest Practicable Date, Mr. Liu currently holds 111,380 shares in Sanyang which represents 0.012% of its issued share capital. Mr. Liu has entered into a service contract with the Company for a period of three years from 16 May 2015, pursuant to which he is entitled to a remuneration comprising an annual salary of US\$48,000 and discretionary management bonus determined by the Board with reference to the Group's performance and Mr. Liu's contribution to the Group during the year. Mr. Liu's emoluments (including the discretionary management bonus) are determined by the Board with reference to his experience, duties, responsibilities and the Company's remuneration policy.

2. MR. CHIU YING FENG (邱穎峰)

Mr. Chiu Ying Feng, aged 54, was appointed as a non-executive Director in January 2012. Mr. Chiu has joined Sanyang Group since July 1987 and he is currently the Deputy Vice President of the research and development division of Sanyang. He was mainly responsible for product research and development and has served as a senior officer or manager in the research and developments, and product planning divisions of Sanyang. Mr. Chiu has over 25 years of experience in the motor vehicle industry which was acquired through his work experience at Sanyang Group. He graduated from National Taiwan University with a bachelor's degree in mechanical engineering in 1987.

As at the Latest Practicable Date, Mr. Chiu currently held 18,412 shares in Sanyang which represented 0.002% of its issued share capital. Mr. Chiu has entered into a service contract with the Company for an initial term of three years commencing from 3 January 2015, pursuant to which he is entitled to an annual salary of US\$3,000, which is determined by the Board with reference to his experience, duties, responsibilities and the Company's remuneration policy.

Save as disclosed above, each of Mr. Liu and Mr. Chiu does not hold any other positions with the Group; does not have other major appointments and professional qualifications; does not have any interest or short positions in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and has no relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, they did not hold any directorship in any other listed public companies during the last three years preceding the Latest Practicable Date.

Save as disclosed above, there is no other matter which is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the re-election of the above retiring Director.

A Shareholder who has not yet lodged the First Proxy Form with the branch share registrar of the Company in Hong Kong is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend the Annual General Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the branch share registrar of the Company in Hong Kong.

A Shareholder who has already lodged the First Proxy Form with the branch share registrar of the Company in Hong Kong should note that:

- (i) If no Second Proxy Form is lodged with the branch share registrar of the Company, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the Annual General Meeting other than those referred to in the notice of Annual General Meeting (as supplemented by the supplemental notice of Annual General Meeting) and the First Proxy Form (as revised by the Second Proxy Form).
- (ii) If the Second Proxy Form is lodged with the branch share registrar of the Company in Hong Kong 48 hours prior to the time appointed for holding the Annual General Meeting (the “**Closing Time**”), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.
- (iii) If the Second Proxy Form is lodged with the branch share registrar of the Company in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder under the First Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the branch share registrar of the Company in Hong Kong. **Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form before the Closing Time.** If such Shareholders wish to vote at the Annual General Meeting, they will have to attend in person and vote at the Annual General Meeting themselves.

Shareholders are reminded that completion and delivery of the First Proxy Form and/or the Second Proxy Form will not preclude Shareholders from attending and voting in person at the Annual General Meeting or at any adjourned meeting should they so wish.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

REVISED NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of the shareholders (the “**Shareholders**”) of Vietnam Manufacturing and Export Processing (Holdings) Limited (the “**Company**”) will be held at The Executive Centre, Lavender, Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong on Friday, 19 June 2015 at 10:00 a.m. for the following purposes:

- (1) To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2014 together with the reports of the directors of the Company (the “**Directors**”) and the independent auditors thereon.
- (2)
 - (a) To re-elect Mr. Liu Wu Hsiung as an executive Director of the Company;
 - (b) To re-elect Mr. Chen Pang Hsiung as an executive Director;
 - (c) To re-elect Mr. Yu Wen Lung as an executive Director;
 - (d) To re-elect Mr. Lu Tien Fu as an executive Director;
 - (e) To re-elect Mr. Chang Yung Chieh as a non-executive Director;
 - (f) To re-elect Mr. Chiu Ying Feng as a non-executive Director; and
 - (g) To authorise the board of Directors to fix the remuneration of all the Directors.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

- (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 of Directors to fix the remuneration of the auditors of the Company.

By order of the Board of
**VIETNAM MANUFACTURING AND EXPORT
PROCESSING (HOLDINGS) LIMITED**
Liu Wu Hsiung
Chairman

Hong Kong, 21 May 2015

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business

in Hong Kong:
Unit 1109, 11/F., Metro Centre I
32 Lam Hing Street,
Kowloon Bay, Kowloon,
Hong Kong

Notes:

- (a) A second form of proxy (the “**Second Proxy Form**”) is enclosed with the supplemental circular of the Company dated 21 May 2015 (the “**Supplemental Circular**”). Please refer to the Appendix II to the Supplemental Circular for special arrangements about completion and submission of the Second Proxy Form.
- (b) Please refer to the notice of Annual General Meeting dated 28 April 2015 for details of the closure of register of members and eligibility for attending the Annual General Meeting, proxy and other relevant matters.
- (c) As at the date of this notice, the board of Directors comprised of four executive Directors, namely Mr. Liu Wu Hsiung, Mr. Chen Pang Hsiung, Mr. Yu Wen Lung and Mr. Lu Tien Fu, two non-executive Directors, namely Mr. Chang Yung Chieh and Mr. Chiu Ying Feng, and three independent non-executive Directors, namely Ms. Lin Ching Ching, Mr. Shen Hwa Rong and Ms. Wu Kwei Mei.