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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 29 DECEMBER 2009**

The Board hereby announces that at the EGM held on 29 December 2009, 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 10 December 2009 (the “**EGM Notice**”) and the circular of the Company dated 10 December 2009 (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 agreement (the “ VMEPH Purchase Agreement ”) dated 9 November 2009 and the supplemental agreement to the VMEPH Purchase Agreement (the “ Supplemental Agreement ”) dated 10 December 2009, both entered into between the Company and Sanyang Industry Co., Limited. (“ Sanyang ”) in relation to the purchase of motorbike parts by the Group from Sanyang, the transactions contemplated under the VMEPH Purchase Agreement as amended by the Supplemental Agreement and the proposed annual caps for the years ending 31 December 2010, 2011 and 2012 in respect of the transactions under the VMEPH Purchase Agreement as amended by the Supplemental Agreement.	109,832,000 (99.99909%)	1,000 (0.00091%)
2	To approve the agreement (the “ VMEPH Distributorship Agreement ”) dated 9 November 2009 and entered into between the Company and Sanyang in relation to the distribution of motorbikes and related parts manufactured by Sanyang Group in the exclusive territory, i.e. all of the member countries of the Association of South East Asian Nations including Brunei Darussalam, Cambodia, Indonesia, Laos,	109,832,000 (99.99909%)	1,000 (0.00091%)

	Malaysia, Myanmar, the Philippines, Singapore, Thailand and Vietnam (the “ Exclusive Territory ”), the transactions contemplated under the VMEPH Distributorship Agreement and the proposed annual caps for the years ending 31 December 2010, 2011 and 2012 in respect of the transactions under the VMEPH Distributorship Agreement.		
3	To approve the agreement (the “ VMEPH Sanyang Global Purchase Agreement ”) dated 9 November 2009 and entered into between the Company and Sanyang Global Co., Ltd. (“ Sanyang Global ”) in relation to the purchase of motorbike parts by the Group from Sanyang Global which are sourced by it from independent third parties, the transactions contemplated under the VMEPH Sanyang Global Purchase Agreement and the proposed annual caps for the years ending 31 December 2010, 2011 and 2012 in respect of the transactions under the VMEPH Sanyang Global Purchase Agreement.	109,832,000 (99.99909%)	1,000 (0.00091%)
4	To approve the proposed annual caps for the years ending 31 December 2010, 2011 and 2012 in respect of the transactions under the agreement (the “ Technology Licence Agreement ”) dated 26 November 2007 and entered into between Vietnam Manufacturing and Export Processing Co., Limited (“ VMEP ”) and Sanyang.	109,832,000 (99.99909%)	1,000 (0.00091%)
5	To approve the agreement (the “ VMEPH VTBM Purchase Agreement ”) dated 9 November 2009 and entered into between the Company and Vietnam Three Brothers Machinery Industry Company Limited (“ VTBM ”) in relation to the Group’s purchase of motorbike parts manufactured in Vietnam by VTBM, the transactions contemplated under the VMEPH VTBM Purchase Agreement and the proposed annual caps for the years ending 31 December 2010, 2011 and 2012 in respect of the transactions under the VMEPH VTBM Purchase Agreement.	109,832,000 (99.99909%)	1,000 (0.00091%)

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 21 December 2009, Sanyang, the ultimate controlling Shareholder, through its wholly-owned subsidiary, SYI, was interested in 588,693,000 Shares, representing approximately 64.86% of the issued share capital of the Company. Sanyang, its subsidiaries and associates, being parties with a material interest in the VMEPH Purchase Agreement and Supplemental Agreement, the VMEPH Distributorship Agreement, the VMEPH Sanyang Global Purchase Agreement, the Technology Licence Agreement, and the VMEPH VTBM 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 318,987,000 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, 29 December 2009

As at the date of this announcement, the Board 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.