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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)

**ANNOUNCEMENT OF INTERIM RESULTS
FOR THE SIX MONTHS ENDED 30 JUNE 2015**

Financial Highlights :	(expressed in US\$'million)		
	Six months ended 30 June		
	2015	2014	change
• Total Revenue	70.5	88.4	-20%
• Gross Profit	5.4	6.1	-13%
• Net Loss after Tax	(3.8)	(5.2)	+27%
• Loss per share (US\$)	(0.004)	(0.006)	+27%

The board of directors (the "Board") of Vietnam Manufacturing and Export Processing (Holdings) Limited (the "Company") hereby announces the unaudited consolidated financial results of the Company and its subsidiaries (the "Group") for the six months ended 30 June 2015 together with the comparative figures for the corresponding period in 2014.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the six months ended 30 June 2015- unaudited

	Note	Six months ended 30 June	
		2015	2014
		US\$	US\$
Revenue	3	70,511,903	88,359,894
Cost of sales		<u>(65,149,945)</u>	<u>(82,223,295)</u>
Gross profit		5,361,958	6,136,599
Other income		162,358	208,837
Distribution costs		(4,285,072)	(5,641,839)
Technology transfer fees		(1,612,434)	(2,102,608)
Administrative expenses		(4,886,427)	(6,365,349)
Other operating expenses		<u>(69,390)</u>	<u>(8,619)</u>
Results from operating activities		<u>(5,329,007)</u>	<u>(7,772,979)</u>
Finance income		2,758,456	2,992,742
Finance costs		<u>(1,177,196)</u>	<u>(439,675)</u>
Net finance income	4(a)	<u>1,581,260</u>	<u>2,553,067</u>
Share of profit of an associate, net of tax		<u>34,522</u>	<u>39,042</u>
Loss before taxation	4	(3,713,225)	(5,180,870)
Income tax	5	<u>(87,670)</u>	<u>(21,867)</u>
Loss for the period		(3,800,895)	(5,202,737)
Other comprehensive income for the period (after tax):			
Item that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of financial statements of overseas subsidiaries		<u>(1,807,510)</u>	<u>(801,146)</u>
Total comprehensive income for the period attributable to equity shareholders of the Company		<u>(5,608,405)</u>	<u>(6,003,883)</u>
Loss per share			
- Basic and diluted	6	<u>(0.004)</u>	<u>(0.006)</u>

Consolidated Statement of Financial Position

At 30 June 2015-*unaudited*

	Note	At 30 June 2015 US\$	At 31 December 2014 US\$
Non-current assets			
Property, plant and equipment		20,610,682	22,933,355
Intangible assets		145,352	215,493
Lease prepayments		5,375,810	5,614,457
Interest in an associate		663,349	641,654
Deferred tax assets		<u>853,603</u>	<u>909,691</u>
		<u>27,648,796</u>	<u>30,314,650</u>
Current assets			
Inventories		25,581,898	30,093,845
Trade receivables, other receivables and prepayments	7	30,607,422	33,559,317
Time deposits maturing after three months		95,454,506	102,170,248
Cash and cash equivalents		<u>17,305,060</u>	<u>15,985,869</u>
		<u>168,948,886</u>	<u>181,809,279</u>
Current liabilities			
Trade and other payables	8	16,364,597	23,970,608
Bank loans		35,233,168	37,339,313
Current tax payable		17,964	65,198
Provisions		<u>1,173,010</u>	<u>1,307,458</u>
		<u>52,788,739</u>	<u>62,682,577</u>
Net current assets		<u>116,160,147</u>	<u>119,126,702</u>
Total assets less current liabilities		<u>143,808,943</u>	<u>149,441,352</u>
Non-current liabilities			
Deferred tax liabilities		<u>27,176</u>	<u>51,180</u>
Net assets		<u>143,781,767</u>	<u>149,390,172</u>
Capital and reserves			
Share capital		1,162,872	1,162,872
Reserves		<u>142,618,895</u>	<u>148,227,300</u>
Total equity		<u>143,781,767</u>	<u>149,390,172</u>

NOTES TO THE INTERIM RESULTS ANNOUNCEMENT

1. BASIS OF PREPARATION

The financial information set out in this announcement does not constitute the Group's interim financial report for the six months ended 30 June 2015, but is derived from this interim financial report.

The interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, including compliance with International Accounting Standard ("IAS") 34, *Interim financial reporting*, issued by the International Accounting Standards Board ("IASB"). It was authorized for issue on 11 August 2015.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the 2014 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2015 annual financial statements. Details of any changes in accounting policies are set out in note 2.

The preparation of an interim financial report in conformity with IAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

The interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2014 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with International Financial Reporting Standards ("IFRSs").

The interim financial report is unaudited, but has been reviewed by KPMG in accordance with Hong Kong Standard on Review Engagements 2410, *Review of interim financial information performed by the independent auditor of the entity*, issued by the Hong Kong Institute of Certified Public Accountants.

The financial information relating to the financial year ended 31 December 2014 that is included in the interim financial report as being previously reported information does not constitute the Company's financial statements for that financial year but is derived from those financial statements. The auditors have expressed an unqualified opinion on those financial statements in their report dated 16 March 2015.

2. CHANGES IN ACCOUNTING POLICIES

The IASB has issued the following amendments to IFRSs that are first effective for the current accounting period of the Group and the Company:

- *Annual improvements to IFRSs 2010-2012 Cycle*
- *Annual improvements to IFRSs 2011-2013 Cycle*

None of these developments has had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

3. SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by a mixture of both business lines (products and services) and geography. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has identified three reportable segments. No operating segments have been aggregated to form the following reportable segments.

(a) Information about profit or loss, assets and liabilities

	Six months ended 30 June 2015			
	Manufacture and sale of motorbikes	Manufacture and sale of spare parts and engines	Moulds and repair services	Total
	<i>US\$</i>	<i>US\$</i>	<i>US\$</i>	<i>US\$</i>
Revenue from external customers	57,256,199	13,198,881	56,823	70,511,903
Inter-segment revenue	-	21,734,251	480,217	22,214,468
Reportable segment revenue	<u>57,256,199</u>	<u>34,933,132</u>	<u>537,040</u>	<u>92,726,371</u>
Reportable segment loss (adjusted EBIT)	<u>(3,598,285)</u>	<u>(718,899)</u>	<u>(9,273)</u>	<u>(4,326,457)</u>
Reportable segment assets	<u>50,831,952</u>	<u>29,042,263</u>	<u>2,511,722</u>	<u>82,385,937</u>
Reportable segment liabilities	<u>9,436,814</u>	<u>6,420,141</u>	<u>91,563</u>	<u>15,948,518</u>

	Six months ended 30 June 2014			
Revenue from external customers	75,731,609	12,602,490	25,795	88,359,894
Inter-segment revenue	-	29,008,431	704,725	29,713,156
Reportable segment revenue	<u>75,731,609</u>	<u>41,610,921</u>	<u>730,520</u>	<u>118,073,050</u>
Reportable segment (loss)/profit (adjusted EBIT)	<u>(4,995,101)</u>	<u>(1,819,586)</u>	<u>160,250</u>	<u>(6,654,437)</u>
Reportable segment assets	<u>49,983,309</u>	<u>32,628,957</u>	<u>1,268,859</u>	<u>83,881,125</u>
Reportable segment liabilities	<u>17,310,864</u>	<u>8,991,561</u>	<u>77,789</u>	<u>26,380,214</u>

The measure used for reporting segment loss is "adjusted EBIT" i.e. "adjusted loss before interest and taxes", where "interest" is regarded as net finance income/costs. To arrive at adjusted EBIT the Group's loss is further adjusted for items not specifically attributed to individual segments, such as share of profits less losses of associates, directors' and auditors' remuneration and other head office or corporate administration costs.

(b) Reconciliation of reportable segment profit or loss

	Six months ended 30 June	
	2015	2014
	<i>US\$</i>	<i>US\$</i>
Reportable segment loss	(4,326,457)	(6,654,437)
Elimination of inter-segment profits	-	(159,086)
Reportable segment loss derived from		
Group's external customers	(4,326,457)	(6,813,523)
Net finance income	1,581,260	2,553,067
Share of profit of an associate	34,522	39,042
Unallocated corporate expenses	<u>(1,002,550)</u>	<u>(959,456)</u>
Consolidated loss before taxation	<u>(3,713,225)</u>	<u>(5,180,870)</u>

4. Loss before taxation

Loss before taxation is arrived at after (charging)/crediting:

	Six months ended 30 June	
	2015	2014
	<i>US\$</i>	<i>US\$</i>
(a) Net finance income		
Interest income from banks	<u>2,758,456</u>	<u>2,992,742</u>
Finance income	<u>2,758,456</u>	<u>2,992,742</u>
	-----	-----
Interest paid and payable to banks	(594,259)	(358,429)
Net foreign exchange loss	<u>(582,937)</u>	<u>(81,246)</u>
Finance costs	<u>(1,177,196)</u>	<u>(439,675)</u>
	=====	=====
	<u>1,581,260</u>	<u>2,553,067</u>
(b) Staff costs		
Salaries and wages	4,147,582	4,430,271
Staff welfare	747,687	904,522
Contributions to defined contribution retirement plans	479,834	503,356
Severance pay allowance	<u>-</u>	<u>17,509</u>
	<u>5,375,103</u>	<u>5,855,658</u>
(c) Other items		
Amortisation of lease prepayments/intangible assets	198,977	296,328
Depreciation of property, plant and equipment	2,424,777	3,209,618
Write-down of inventory	200,056	121,408
Research and development expenses	<u>2,476,500</u>	<u>3,735,790</u>
	=====	=====
5. Income tax		
Current tax		
Provision for the period	67,579	69,967
Over-provision in respect of prior periods	<u>(2,243)</u>	<u>(2,200)</u>
	65,336	67,767
Deferred tax		
Origination and reversal of temporary differences	<u>22,334</u>	<u>(45,900)</u>
	<u>87,670</u>	<u>21,867</u>
	=====	=====

No provision for Hong Kong Profits Tax has been made as the Group did not earn any income subject to Hong Kong Profits Tax for the six months ended 30 June 2015.

Pursuant to the rules and regulations of the Cayman Islands, the Group is not subject to any income tax in the Cayman Islands.

In accordance with the Law of Foreign Investment of 1987, as amended in 1990 and 1992 in Vietnam, provision for corporate income tax ("CIT") for Vietnam Manufacturing and Export Processing Co., Limited ("VMEP") is calculated at 18% of the taxable profits on motorbike assembling and manufacturing activities and at the rate of 10% of taxable profits on engine assembling and manufacturing activities. The applicable tax rate for profits from other operating activities is 25%.

On 19 June 2013, the National Assembly in Vietnam approved the Law on amendments and supplements to a number of articles of the Corporate Income Tax Law. Accordingly, the highest income tax rate shall be reduced from 25% to 22% for 2014 and 2015, and to 20% from 2016.

In accordance with the Law of Foreign Investment of 1996, as amended in 2000 in Vietnam, the applicable CIT rate for Vietnam Casting Forge Precision Limited is 15% from 2013 onwards.

In accordance with the Law of Foreign Investment of 1996, as amended in 2000, the Investment Law of 2006, and the Law on Corporate Income Tax of 2003 in Vietnam, the applicable tax rate for Duc Phat Molds Inc. is 25% from 2013 onwards.

In accordance with the Corporate Income Tax Law of Taiwan, as amended in 2010, the applicable tax rate for Chin Zong Trading Co., Ltd. is 17% if the taxable profit for the year is above New Taiwan Dollar ("NT\$") 120,000. Income tax is exempted if the taxable profit is below NT\$120,000.

6. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share is based on the loss for the period of US\$3,800,895 (six months ended 30 June 2014: US\$5,202,737) and 907,680,000 ordinary shares (2014: 907,680,000 ordinary shares) in issue during the interim period.

(b) Diluted loss per share

The amount of diluted loss per share is the same as the basic loss per share for the six months ended 30 June 2015 and 2014 as there were no dilutive potential ordinary shares during the six months ended 30 June 2015 and 2014.

7. TRADE RECEIVABLES, OTHER RECEIVABLES AND PREPAYMENTS

	At 30 June 2015 US\$	At 31 December 2014 US\$
Trade receivables	9,856,965	14,519,766
Non-trade receivables	17,647,186	16,180,287
Prepayments	2,891,111	2,525,956
Amounts due from related parties (non-trade)	<u>212,160</u>	<u>333,308</u>
	<u>30,607,422</u>	<u>33,559,317</u>

As of the end of the reporting period, the ageing analysis of trade receivables, based on the invoice date (or date of revenue recognition, if earlier) and net of allowance for doubtful debts, is as follows:

	At 30 June 2015 US\$	At 31 December 2014 US\$
Within 3 months	9,856,965	14,244,400
More than 3 months but within 1 year	-	272,283
More than 1 year	<u>-</u>	<u>3,083</u>
Trade receivables, net of allowance for doubtful debts	<u>9,856,965</u>	<u>14,519,766</u>

8. TRADE AND OTHER PAYABLES

Trade payables	9,350,563	13,671,888
Other payables and accrued operating expenses	4,856,773	6,985,286
Advances from customers	601,791	1,085,283
Amounts due to related parties (non-trade)	<u>1,555,470</u>	<u>2,228,151</u>
	<u>16,364,597</u>	<u>23,970,608</u>

As of the end of the reporting period, the ageing analysis of trade payables, based on the invoice date, is as follows:

Within 3 months	9,279,985	13,617,625
More than 3 months but within 1 year	57,442	54,263
More than 1 year	<u>13,136</u>	<u>-</u>
	<u>9,350,563</u>	<u>13,671,888</u>

MANAGEMENT DISCUSSION & ANALYSIS

Vietnam Manufacturing and Export Processing (Holdings) Limited (the “Company”) and its subsidiaries (the “Group”) is one of the leading manufacturers of scooters and cub motorbikes in Vietnam. Its manufacturing and assembly operations are located in Dong Nai Province (near Ho Chi Minh City) and Hanoi of Vietnam with an annual production capacity of 360,000 motorbikes. Offering a wide range of models, the Group’s motorbikes are sold under the SYM brand name. It also produces motorbike engines and parts for internal use and export as well as selling and providing services associated with moulds to make die-cast and forged metal parts.

Operation Environment

Vietnam's recovery remains on track, with gross domestic product (GDP) growth improving to 6.3% year-on-year in the first half of 2015 according to General Statistics Office of Vietnam. Inflation fell to 2.1% which remains well below the Vietnam’s central bank’s target of 5% for 2015. The central bank of Vietnam has devalued the currency twice so far this year, most recently in May 2015 to 21,780 Vietnamese Dong per US dollar, in an effort to boost sluggish exports. Vietnam’s economy has been improving in the recent years with falling inflation, the current account balance has been in surplus, the

parallel and interbank rates were well within the official exchange rate band, and international reserves rose above the level in the pre-global financial crisis periods.

Vietnam's retail and consumption service revenue growth rose only slightly compared to last year, businesses continue to face many difficulties. The growth of motorbike sales has further slowed down and units sold by foreign direct invest manufacturers have slowed down by 4% over the same period of previous year. The over-expansion of the foreign motorbike manufacturers in Vietnam continued and created competition with the Group during the period.

BUSINESS REVIEW

The Group sold an aggregate of approximately 29,900 units (which comprised of approximately 9,400 units of scooters and 20,500 units of cubs, respectively) in Vietnam for the six months ended 30 June 2015, representing a decrease of 15% over the corresponding period of previous year. The Group sold approximately 52,800 units of scooters and cubs to ASEAN countries, representing a decrease of 32% over the comparative period of previous year, in particular, there has been a sharp fall in sales in Malaysia as the Malaysian government imposed a 6% goods and services tax in the second quarter of 2015.

During the first half of 2015, the Group has 219 SYM-authorized stores owned by dealers to cover almost every province in Vietnam.

FINANCIAL REVIEW

Revenue decreased by 20% from US\$88.4 million for the six months ended 30 June 2014 to US\$70.5 million for the six months ended 30 June 2015, the Group's net loss for the six months ended 30 June 2015 improved by 27%, from a loss of US\$5.2 million for the six months ended 30 June 2014 to a loss of US\$3.8 million for the six months ended 30 June 2015.

REVENUE

The Group's revenue decreased by 20% or US\$17.9 million, from US\$88.4 million for the six months ended 30 June 2014 to US\$70.5 million for the six months ended 30 June 2015, resulting from the decrease in the sales in Vietnam and ASEAN countries. The Group's overall sales quantities and sales quantities of scooters in Vietnam decreased by 15% and 28%, respectively for the six months ended 30 June 2015 as compared with the six months ended 30 June 2014, the decrease was due to a low level of economy and domestic spending in Vietnam during the period. The Group's sales quantities to ASEAN countries decreased by 32% for the six months ended 30 June 2015 as compared with the six months ended 30 June 2014. There has been a sharp fall in sales in Malaysia as the Malaysian government imposed a 6% goods and services tax in the second quarter of 2015. In terms of geographical contribution, approximately 58% of the Group's total sales were generated from the domestic market in Vietnam for the six months ended 30 June 2015. The principal scooter models include ATTILA-V, VENUS and ELIZABETH, PASSING and SHARK, and cub models of ELEGANT, GALAXY and ANGELA.

COST OF SALES

The Group's cost of sales decreased by 21%, from US\$82.2 million for the six months ended 30 June 2014 to US\$65.1 million for the six months ended 30 June 2015, resulting from the drop of sales in Vietnam and ASEAN countries. As a percentage of total revenue, the Group's cost of sales decreased from 93% for the six months ended 30 June 2014 to 92% for the six months ended 30 June 2015. Such decrease was primarily due to cost reduction arising from expanding procurement sources for materials and components, and effort to enhance cost effectiveness.

GROSS PROFIT AND GROSS PROFIT MARGIN

Owing to the drop of sales, the decrease of materials and components costs as discussed above, the gross profit of the Group decreased by 13%, from US\$6.1 million for the six months ended 30 June 2014 to US\$5.4 million for the six months ended 30 June 2015. As compared with the comparative period, the Group's gross profit margin has increased from 7% to 8%.

DISTRIBUTION EXPENSES

The Group's distribution expenses decreased by 24%, from US\$5.6 million for the six months ended 30 June 2014 to US\$4.3 million for the six months ended 30 June 2015. Such decrease was mainly attributed to rectification of existing distribution network, a decrease of sales incentives and supporting fees to distributors.

TECHNOLOGY TRANSFER FEES

The technology transfer fees decreased by 23%, from US\$2.1 million for the six months ended 30 June 2014 to US\$1.6 million for the six months ended 30 June 2015, resulting from a decrease in the sales of SYM-branded motorbikes in Vietnam and ASEAN countries.

ADMINISTRATIVE EXPENSES

The Group's administrative expenses decreased by 23%, from US\$6.4 million for the six months ended 30 June 2014 to US\$4.9 million for the six months ended 30 June 2015, accounting for 7% of the Group's total revenue for the six months ended 30 June 2015. The decrease was principally due to the decrease of research and development expenses, and efforts to boost operation efficiency and strengthen cost control.

RESULTS FROM OPERATING ACTIVITIES

As a result of the factors discussed above, the Group's results from operating activities improved by 31%, from a loss of US\$7.8 million for the six months ended 30 June 2014 to a loss of US\$5.3 million for the six months ended 30 June 2015.

NET FINANCE INCOME

The Group's net finance income decreased by 38%, from US\$2.6 million for the six months ended 30 June 2014 to US\$1.6 million for the six months ended 30 June 2015. Such decrease was mainly attributable to a decrease in interest income by US\$0.2 million and an increase of bank interest expenses by US\$0.2 million. Foreign exchange losses arisen from fluctuation of the Vietnamese Dong against the US dollar for the six months ended 30 June 2014 increased from US\$0.1 million to US\$0.6 million for the six months ended 30 June 2015.

LOSS FOR THE PERIOD AND MARGIN

As a result of the factors discussed above, the Group's net loss for the six months ended 30 June 2015 improved by 27% or US\$1.4 million, from a loss of US\$5.2 million of 2014 to a loss of US\$3.8 million of 2015. The Group's net loss margin improved from 5.9% for the six months ended 30 June 2014 to 5.4% for the six months ended 30 June 2015.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2015, the Group's net current assets amounted to US\$116.2 million (31 December 2014: US\$119.1 million) which consisted of current assets amounting to US\$169.0 million (31 December 2014: US\$181.8 million) and current liabilities amounting to US\$52.8 million (31 December 2014: US\$62.7 million).

As at 30 June 2015, the Group had bank loans repayable within one year of US\$35.2 million, including US\$27.0 million denominated in US\$ and US\$8.2 million denominated in Vietnamese Dong (31 December 2014: US\$37.3 million, including US\$28.4 million denominated in US\$ and US\$8.9 million

denominated in Vietnamese Dong). As at 30 June 2015, the Group had no bank loans repayable beyond one year (31 December 2014: Nil). As at 30 June 2015, the gearing ratio was 25% (31 December 2014: 25%) calculated as the ratio of total bank loans over total equity.

As at 30 June 2015, the cash and bank balances (including bank deposits) amounted to US\$112.8 million, including US\$63.8 million denominated in Vietnamese Dong, US\$32.5 million denominated in US\$, US\$16.4 million denominated in RMB and US\$0.1 million denominated in NT\$ and HK\$ (31 December 2014: US\$118.2 million, which mainly included US\$72.5 million denominated in Vietnamese Dong, US\$28.2 million denominated in US\$, US\$17.1 million denominated in RMB and US\$0.4 million denominated in NT\$ and HK\$). As at 30 June 2015, the bank deposits amounted to US\$11.0 million were pledged to secure bank loans (31 December 2014: US\$8.5 million).

The Board is of the opinion that the Group is in a healthy financial position and has sufficient resources to satisfy its working capital requirements and foreseeable capital expenditure.

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES

There have been no significant changes in the Group's policy in terms of exchange rate exposure. Transactions of the Group are mainly denominated in Vietnamese Dong or US dollar. The Group was not exposed to material exchange rate risk and had not employed any financial instruments for hedging purposes. The Group adopts conservative treasury policies in cash and financial management, with its cash generally placed in short-term deposits mostly denominated in Vietnamese Dong, US dollar and Renminbi.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 30 June 2015, the capital commitments of the Group in respect of relocation and construction of a new factory in Hanoi amounted to US\$16.2 million (31 December 2014: US\$16.5 million), which will all be settled by cash generated from the Group's operations. The Group had no contingent liabilities as at 30 June 2015.

HUMAN RESOURCES AND REMUNERATION POLICIES

The Group offers competitive remuneration packages to its staff in Vietnam, Taiwan and Hong Kong, and regularly reviews its remuneration packages in light of the overall development of the Group. The Group's remuneration packages include basic salaries, bonuses, staff quarters, training and development opportunities, medical benefits, insurance plan and retirement benefits. As at 30 June 2015, the Group had 1,647 employees (30 June 2014: 1,883). The total amount of salaries and related costs for the employees for the six months ended 30 June 2015 amounted to US\$5.4 million (six months ended 30 June 2014: US\$5.9 million).

CHANGES SINCE 31 DECEMBER 2014

Save as disclosed in this announcement, since 31 December 2014, there were no other significant changes in the Group's financial position and there were no other significant changes in relation to the information disclosed under the section headed "Management Discussion and Analysis" in the annual report of the Company for the year ended 31 December 2014.

PROSPECTS

The Vietnamese economy has been stabilized with full-year growth target to pick up to 6.4% this year, driven by stronger domestic demand. It is expected that the forthcoming period will continue to be a challenge for many businesses due to slow economic growth and low consumption expenditures. It is also expected that the operating environment for the motorbike sector in Vietnam remains challenging and fierce competitions will continue during the forthcoming period.

In the second half of this year, the Group plans to launch several new and modified motorbike models in Vietnam to raise product prices and profitability, which include the scooters of ATTILA-VENUS and ELIZABETH targeted for female customers and other models with larger engine capacity and cub models targeting male and young customers.

The Group strived to improve its operational efficiency and implemented cost control in order to minimise the negative impacts arising from the decrease of consumer spending in Vietnam. The Group will further reinforce marketing incentives schemes and to expand its distribution network in Vietnam. The Group will further reinforce the uprising markets in ASEAN countries, particularly Malaysia and the Philippines. The Group plans to actively engage in marketing and promotional activities, continue to launch more high-value motorbike models in order to expand and also boost sales margins of the exporting business. The Group maintains a positive attitude towards market growth in the second half of 2015 and in the coming years. The Group will focus more on our core business and technology development to improve product functionality and expand service dimensions to our customers. The Group will strive to seize all available development opportunities to enhance its long-term profitability and maximize returns to the shareholders of the Company.

APPLICATION OF IPO PROCEEDS

The proceeds from the IPO of the Company in December 2007, net of related listing expenses, amounted to US\$76.7 million. As at 30 June 2015, such net proceeds were utilized in the following manner:

	Per Prospectus US\$' million	Amount utilized US\$' million	Balances as at 30 June 2015 US\$' million
Construction of research and development centre in Vietnam	15.0	11.7	3.3
Expanding distribution channels in Vietnam			
- Upgrading of existing facilities	4.0	4.0	-
- Establishing of new facilities	46.0	1.9	44.1
Mergers and acquisitions	9.0	1.7	7.3
General working capital	2.7	2.7	-
Total	<u>76.7</u>	<u>22.0</u>	<u>54.7</u>

The unutilized balance was placed with several reputable financial institutions as deposits. For further details, please see the paragraph headed "Liquidity and Financial Resources" above.

CORPORATE GOVERNANCE PRACTICES

During the six months ended 30 June 2015, the Company has complied with the code provisions as set out in the Corporate Governance Code (the "Code") in Appendix 14 to the Rules Governing the Listing of Securities on the The Stock Exchange of Hong Kong Limited (the "Listing Rules"), except for the following deviation:

Paragraph A.5 of the Code provides that an issuer should establish a nomination committee with specific written terms of reference for, among others, the following duties: (i) review the structure, size and composition of the Board, (ii) select and nominate individuals to be appointed as directors, (iii) assess the independence of independent non-executive directors, and (iv) make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors. The Company has not set up a nomination committee as all major decisions regarding the Board composition and its members are made in consultation with the Board in which all directors of the Company will participate in the process and perform the duties of a nomination committee as contemplated in the Code. The Board considers that it is not necessary to establish a nomination committee given that the current arrangements meet the objectives of the Code.

COMPLIANCE WITH MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) contained in Appendix 10 to the Listing Rules as the code of conduct in respect of transactions in securities of the Company by the directors of the Company. Having made specific enquiry of all directors of the Company, the Company confirms that the directors of the Company have complied with the required standards set out in the Model Code for the six months ended 30 June 2015.

PUBLIC FLOAT

Based on information that is publicly available to the Company and to the best knowledge of the Board, as at the date of this announcement, the Company has maintained the prescribed public float of no less than 25% under the Listing Rules.

EVENT AFTER THE REPORT DATE

Save as disclosed in this announcement, there were no other material events after the reporting period as at the date of this announcement.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the six months ended 30 June 2015, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities. .

REVIEW OF INTERIM RESULTS BY AUDIT COMMITTEE

The unaudited interim results for the six months ended 30 June 2015 and the interim report have been reviewed by the audit committee of the Company which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements.

INTERIM DIVIDEND

The Board has resolved not to recommend payment of interim dividend for the six months ended 30 June 2015 (2014: Nil). Accordingly, no closure of the register of members of the Company is proposed.

PUBLICATION OF INTERIM RESULTS ANNOUNCEMENT AND INTERIM REPORT

This interim results announcement is published on the website of Hong Kong Exchanges and Clearing Limited at www.hkex.com.hk and on the Company’s website at www.vmeph.com. The interim report 2015 of the Company will also be published on the aforesaid websites in due course.

OUR APPRECIATION

Finally, we would like to express our gratitude to the shareholders of the Company and the suppliers and customers of the Group for their unwavering support. We would also like to thank our dedicated staff for their contributions to the success of the Group.

By order of the Board
Vietnam Manufacturing and Export Processing (Holdings) Limited
Liu Wu Hsiung
Chairman

Hong Kong, 11 August 2015

As at the date of this announcement, the board of directors of the Company (the "Directors") comprised three executive Directors, namely Mr. Liu Wu Hsiung, Mr. Lu Tien Fu and Ms. Wu Li Chu, 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.