



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 EXTRAORDINARY GENERAL MEETING OF VIETNAM MANUFACTURING AND EXPORT PROCESSING (HOLDINGS) LIMITED TO BE HELD AT MONTBLANC, PACIFIC PLACE CONFERENCE CENTRE, 5/F, ONE PACIFIC PLACE, 88 QUEENSWAY, HONG KONG ON FRIDAY, 30 MAY 2008 AT 4:00 P.M. (OR IMMEDIATELY AFTER THE CONCLUSION OR ADJOURNMENT OF THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON THE SAME DATE AND AT THE SAME PLACE) 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 ("Company"), hereby appoint the chairman of the extraordinary general meeting ("Chairman") or _____ ^(name)
of _____ ^(address)
as my/our proxy^(Note 3) to attend and vote for me/us on my/our behalf at the extraordinary general meeting ("Meeting") of the Company to be held at Montblanc, Pacific Place Conference Centre, 5/F, One Pacific Place, 88 Queensway, Hong Kong on Friday, 30 May 2008 at 4:00 p.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held on the same date and at the same place) and at any adjournment thereof, and to exercise all rights conferred on my/our proxy under law, regulation and the articles of association of the Company in respect of the resolutions set out in the notice of the Meeting as indicated below, and if no such indication is given, as my/our proxy thinks fit. Unless otherwise indicated, capitalised terms used in this proxy form shall have the same meaning as those defined in the circular of the Company dated 14 May 2008.

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

Resolutions		For	Against
Ordinary Resolutions			
1.	To approve the proposed revised annual caps for the years ending 31 December 2008 and 2009 in respect of the transactions under the VMEP Holdings Purchase Agreement, the VMEP Holdings VTBM Purchase Agreement and the Technology Licence Agreement.		
2.	To approve the Sanyang Global Purchase Agreement, the Sanyang Global Purchase Transaction and the proposed annual caps for the years ending 31 December 2008 and 2009 in respect of the Sanyang Global Purchase Transaction.		

Dated this _____ day of _____ 2008. Signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares 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 extraordinary general meeting ("Chairman") 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 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 OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED 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 Meeting other than those referred to in the notice convening the 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 registered 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 (if any) 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 Room 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 Meeting or any adjourned meeting (as the case may be).
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending in person and voting at the Meeting if you so wish. In such event, this form of proxy will be deemed to have been revoked.
- The Company reserves the right (at its absolute discretion) to treat any proxy form which has been incorrectly completed in an immaterial manner as being valid.
- The descriptions of the abovementioned resolutions are by way of summary only. The full text of such resolutions appears in the notice of the Meeting.