

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)

SECOND FORM OF PROXY

SECOND FORM OF PROXY FOR ANNUAL GENERAL MEETING OF VIETNAM MANUFACTURING AND EXPORT PROCESSING (HOLDINGS) LIMITED TO BE HELD AT LAVENDER, LEVEL 3, THREE PACIFIC PLACE, 1 QUEEN'S ROAD EAST, ADMIRALTY, HONG KONG ON FRIDAY, 19 JUNE 2015 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 annual general meeting (the "Annual General Meeting") of the Company to be held at Lavender, Level 3, Three Pacific Place, 1 Queen's Road East, Admiralty, Hong Kong on Friday, 19 June 2015 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 Annual 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):

	RESOLUTIONS	FOR	AGAINST
(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.		
(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.		

Dated this _____ day of _____ 2015 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 second 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. Any alteration made to this second form of proxy must be initialled by the person who signs it.
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 discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to above.
5. This second 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 second 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 Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. The proxy need not be a member of the Company but must attend the Annual General Meeting in person to represent you.
9. Completion and return of this second form of proxy will not preclude you from attending in person and voting at the Annual General Meeting if you so wish. In such event, this second form of proxy will be deemed to have been revoked.
10. **IMPORTANT: A SHAREHOLDER OF THE COMPANY WHO HAS ALREADY LODGED THE PROXY FORM WHICH WAS SENT TOGETHER WITH THE NOTICE OF THE ANNUAL GENERAL MEETING DATED 28 APRIL 2015 (THE "FIRST PROXY FORM") SHOULD NOTE THAT:**
 - (i) If no second form of proxy 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 form of proxy).
 - (ii) If the second form of proxy 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 form of proxy will revoke and supersede the First Proxy Form previously lodged by him/her. The second form of proxy will be treated as a valid proxy form lodged by the Shareholder if correctly completed.
 - (iii) If the second form of proxy 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 form of proxy 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 form of proxy was lodged with the branch share registrar of the Company in Hong Kong. **Accordingly, Shareholders are advised to complete the second form of proxy carefully and lodge the second form of proxy 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.
11. 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.