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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)**

**NOTICE OF ANNUAL GENERAL MEETING**

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 Falcon Room, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Monday, 23 May 2011 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 2010 together with the reports of the directors (the "Directors") of the Company and the independent auditors thereon.
- (2)
  - (a) To re-elect Mr. Chiang Shih Huang as a non-executive Director of the Company;
  - (b) To re-elect Mr. Hsu Nai Cheng Simon as an independent non-executive Director;
  - (c) To re-elect Ms. Lin Ching Ching as an independent non-executive Director;
  - (d) To re-elect Mr. Wei Sheng Huang as an independent non-executive Director; and
  - (e) 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.

As special business, to consider and, if thought fit, to pass with or without modification, the following ordinary resolutions:

**ORDINARY RESOLUTIONS**

- (4) "THAT:

- (a) subject to the resolution numbered (4)(b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase ordinary shares of the Company (“Shares”) of HK\$0.01 each, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), as amended from time to time, be and is hereby generally and unconditionally approved;
  - (b) the total nominal amount of the Shares which may be repurchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in the resolution numbered (4)(a) above shall not exceed 10 per cent of the total nominal amount of the issued share capital of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
  - (c) for the purpose of this resolution:  
“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or by any applicable laws of the Cayman Islands to be held; and
    - (iii) the revocation or variation of this resolution by an ordinary resolution of the Shareholders in a general meeting.”
- (5) “THAT:
- (a) subject to the resolution numbered (5)(c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements, options (including bonds, warrants and debentures or other securities convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and the requirements of the Listing Rules, be and is hereby generally and unconditionally approved;
  - (b) the approval in the resolution numbered (5)(a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and

debentures or other securities convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the total nominal amount of the Shares allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise), by the Directors pursuant to the approvals in the resolutions numbered (5)(a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) any option scheme or similar arrangement for the time being adopted for the granting or issuance of Shares or rights to acquire Shares, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, or (iv) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares, shall not exceed 20 per cent. of the total nominal amount of the issued share capital of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by the laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the Shareholders in a general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such Shares or such class of shares of the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

- (6) “THAT subject to the passing of the resolutions numbered (4) and (5) above, the general mandate granted to the Directors to allot, issue and deal with any additional Shares pursuant to the resolution numbered (5) above be and is hereby extended by the addition thereto of an amount representing the total nominal amount of Shares repurchased by the Company under the authority granted pursuant to the resolution numbered (4) above provided that such amount of Shares so repurchased shall not exceed 10 per cent of the total nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

By order of the Board  
**Vietnam Manufacturing and Export Processing (Holdings) Limited**  
**Chang Kwang Hsiung**  
Chairman

Hong Kong, 18 April 2011

Notes:

- (a) The register of members of the Company will be closed from 18 May 2011 to 23 May 2011 both days inclusive, during which period no transfer of Shares of the Company can be registered. In order to determine the identity of members who are entitled to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Tuesday, 17 May 2011.
- (b) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, vote in his stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.
- (c) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 48 hours before the time fixed for holding of the Annual General Meeting or any adjourned meeting thereof.
- (d) As at the date of this notice, the Directors comprised four executive Directors, namely Mr. Chang Kwang Hsiung, Mr. Lou Hen Wen, Mr. Lee Hsi Chun and Mr. Wang Ching Tung, two non-executive Directors, namely Mr. Chiang Shih Huang 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.